

Governance

Fostering sustainable corporate behaviour and responsible corporate governance



David Mullen Chairman of the Corporate Governance and Nominations Committee

As Chairman of the Corporate Governance and Nominations Committee and Senior Independent Director my goal is to provide independent oversight and constructive challenge in order to ensure that the Company has responsible corporate governance in place to meet the challenge of the energy transition.

The work of the Board during 2023

During 2023 the Board oversaw a number of strategic projects that were key to the Company's long-term goals. On the Subsea and Conventional side, the Board oversaw the closing of the joint venture transaction with SLB and Aker Solutions, which has adopted the OneSubsea name and comprises the subsea businesses of SLB and Aker Solutions, with Subsea7 holding a 10% stake. OneSubsea aims to drive innovation and efficiency in subsea production and is an exciting development for Subsea7, as we work to optimise value creation and deliver lower-carbon energy. On the Renewables side, emphasising the Board of Directors' confidence in the outlook for the fixed offshore wind market, Subsea7 acquired all of the shares in Seaway 7 ASA, thereby fully integrating Seaway7 into the Subsea7 Group with no remaining minority interests.

Board diversity

Since the implementation of the Board Diversity Policy in 2021, Board diversity has been a focus area for the Board of Directors.

The overriding objective continues to be to ensure an inclusive and diverse Board of Directors with a balance of skills, expertise and experience to guide Subsea7. It was recognised in 2022 that gender diversity was an area for improvement, and with this in mind, during 2023 the Corporate Governance and Nominations Committee continued to actively seek female candidates with the range of skills needed to enhance the Board. This culminated in the successful appointment of a second female Director with the requisite skill set at the 2023 AGM. The Board of Directors' objective is now to have at least 30% female representation on the Board, with a commitment to have a minimum of one female Director.

Board appointments

Following the retirement of Dod Fraser from the Board at the AGM in 2023, Elisabeth Proust Van Heeswijk re-joined the Board as an Independent Director. In light of her past experience on the Diversity Council and the Ethics Committee of Total S.A., which oversaw human rights matters, Elisabeth's appointment provides the Board with expertise on labour practices and human rights. In addition, in recognition of the impacts our operations may have on marine biodiversity and the Board's wish to expand its knowledge in this area, Louisa Siem agreed to work with management to enhance her understanding of the subject and serve as the Board's focal point for biodiversity owing to her particular interest in the topic.

With the previous appointment of Eldar Sætre, who has expertise in sustainability including climate-related matters, and Niels Kirk, who provides the Board with expertise in risk including cyber security, this year's developments provide us with confidence that we have a strong Board with the skills, expertise and experience necessary to guide Subsea7. Together with the existing Board Committees, we have the right corporate governance structure and sustainable corporate behaviours in place to drive the energy transition, keep pace with the evolving regulatory landscape and balance the expectations of our stakeholders.

Transparency of reporting

Throughout 2023 we monitored the rapid developments in ESG legislation with great interest and in particular we began to prepare for the additional reporting that will be required to comply with the EU Corporate Sustainability Reporting Directive, which will build upon and extend the disclosures we have been making pursuant to the EU Non-Financial Reporting Directive and the EU Taxonomy Regulation. In addition, during 2023 the EU Shareholders' Rights Directive II (SRD II) became applicable to Subsea 7 S.A. for the first time, and as such the 2024 AGM will be held in compliance with SRD II. During 2024 we will continue to monitor and prepare for legislative changes.

2023 was a productive year and, as a Board, we focused on responsible corporate governance that supports the strategic goals of the Company, meets the expectations of our stakeholders and will make the energy transition possible.



Governance at a glance

The areas listed below, on which we report on the pages indicated, are aligned with the Norwegian Code of Practice for Corporate Governance.

Governance

Implementation and reporting on corporate governance	62
Business	55
Equity and dividends	62
Equal treatment of shareholders and transactions with close associates	63
Shares and negotiability	63
General meetings	62
Corporate Governance and Nominations Committee	58
Board of Directors: composition and independence	55
Work of the Board of Directors	56
Risk management and internal control	57
Remuneration of the Board of Directors	70
Remuneration of executive personnel	69
Information and communications	64
Take-overs	64
Auditor	63

Governance continued

Board of Directors

Committee key













 Chairman

 Compensation Committee

 Corporate Governance and Nominations Committee

 Audit Committee

 Tender Committee









Director Role	Kristian Siem*	David Mullen	Eldar Sætre	Niels Kirk	Jean Cahuzac	Louisa Siem	Elisabeth Proust Van Heeswijk
Committee membership							
Skills and experience	Mr Siem brings an extensive knowledge of the offshore oil and gas services business worldwide from previous senior executive and non-executive roles, combined with long-standing experience as chairman of public companies listed in the US, UK and Norway. Mr Siem is the founder of Siem Industries Group and has been Director and Chairman of Siem Industries since 1982. Prior to joining the Group, he held several management positions with the Fred Olsen Group in the US and Norway. Mr Siem has previously held directorships and executive positions at Kvaerner ASA, Transocean Inc., NKT and Norwegian Cruise Line. He holds a degree in Business Economics.	Mr Mullen brings over 40 years' experience in the oil services business. He has previously held the position of CEO at two other companies in the subsea industry, Wellstream Holdings PLC and Ocean Rig ASA. Prior to these appointments he was Senior Vice President of Global Marketing, Business Development and M&A at Transocean from 2005 to 2008. Mr Mullen also had a 23-year career at Schlumberger, including as President of Oilfield Services for North and South America. He holds a Bachelor of Arts degree in Geology and Physics from Trinity College, Dublin, and an MSc degree in Geophysics from the National University of Ireland.	Mr Sætre brings a wealth of experience in the energy sector combined with extensive knowledge of accounting and finance. Mr Sætre was President and CEO of Equinor from February 2015 until he stepped down in November 2020. As CEO he was extensively engaged in transforming the cost base of the company and creating a more resilient global business. Prior to becoming CEO, Mr Sætre held several senior management positions in the company, mainly in the fields of accounting, finance and performance management as well as marketing and trading. Mr Sætre has an MA in Business Economics from the Norwegian School of Economics and Business Administration (NHH) in Bergen. During his time at Equinor Mr Sætre transitioned Equinor into a company focused on lower-carbon strategies and new energy solutions, and he also holds an advisory role at Nysno Climate Investments, making him ideally suited to provide the Board with expertise on sustainability, including climate-related matters.	Mr Kirk brings to the role over 35 years of international corporate and structured finance experience combined with extensive knowledge of the energy, power and resource sectors at executive level. He is a co-founder and Chief Executive of the energy advisory firm Kirk Lovegrove and Company Ltd. Prior to this, he worked at Citibank and Banque Paribas. Mr Kirk holds an MBA in Finance and International Business from the Stern School at New York University. Mr Kirk's extensive experience of the energy sector overlaid with his international corporate and structured financial risk management experience, makes him well placed to provide the Board with expertise on risk including cyber security.	Mr Cahuzac has wide multicountry technical, commercial and general management experience in senior executive roles in the oil and gas services sector spanning a period of 40 years. He was appointed Chief Executive Officer of Acergy S.A. in 2008 and in 2011, post merger, became the Chief Executive Officer of Subsea 7 S.A., a position he held until his retirement in December 2019. Mr Cahuzac was Chief Operating Officer and then President at Transocean from 2000 to 2008. He worked at Schlumberger from 1979 to 1999 in various field management positions and then as President of Sedco Forex. He holds a Master's degree in Engineering from École des Mines de St-Étienne and is a graduate of the French Petroleum Institute in Paris.	Ms Siem brings youth and a different perspective to the Board as an artist who holds a Bachelor of Fine Arts degree from the Ruskin School of Art at Oxford University. She has exhibited her work internationally, working as a multidisciplinary artist. She focuses predominantly on video and sculpture. Ms Siem is the daughter of Mr Kristian Siem and has been selected by Siem Industries S.A. in accordance with the relationship agreement entered into between Subsea 7 Inc., Subsea 7 S.A. (then Acergy S.A.), and Siem Industries S.A. (then Siem Industries Inc.) on 20 June 2010, in respect of the combination of Subsea 7 Inc. and Acergy S.A., which was completed on 7 January 2011. Ms Siem has a particular interest in biodiversity and has agreed to work with Subsea7 management to enhance her understanding of the subject as the Board's focal point for biodiversity.	Ms Proust Van Heeswijk has extensive multi-country experience in the oil and gas sector at an executive level after spending more than 40 years at Total. With a background in engineering, she began her career as a drilling engineer at ELF, becoming a development engineering and project management specialist, which led to her appointment as the first female vice president for development engineering for Total worldwide. Her experience at Total included senior leadership positions as managing director of Total's affiliates in Indonesia, Nigeria and the UK. Ms Proust Van Heeswijk holds a Master's degree in Engineering/Hydrodynamics from École Centrale de Nantes and is a graduate of the French Petroleum Institute in Paris. While at Total, Ms Proust Van Heeswijk was a member of the Diversity Council and Ethics Committee, which oversaw human rights matters, and as such she is well placed to provide the Board with expertise on labour practices and human rights.
Date of appointment	Appointed Director and Chairman of Subsea 7 S.A. from January 2011, upon the merger of Acergy S.A. and Subsea 7 Inc. Mr Siem was Chairman of Subsea 7 Inc. from January 2002.	Appointed a Non-Executive Independent Director from April 2018 and Senior Independent Director from January 2021.	Appointed a Non-Executive Independent Director from June 2021.	Appointed a Non-Executive Independent Director from April 2018.	Appointed a Director from May 2008 (then named Acergy S.A.).	Appointed a Non-Executive Director from June 2021.	Appointed a Non-Executive Independent Director on 18 April 2023. Ms Proust Van Heeswijk previously served on the Board of Directors between April 2019 and April 2021.
Key external appointments	Chairman of Siem Industries S.A., Director of Treveri S.à r.l., Siem Offshore Inc., Siem Shipping Inc. and Frupor S.A.	CEO and Director of Shelf Drilling Limited. Chairman and Director of Shelf Drilling North Sea Limited.	Director of Fjord Base Holding AS and Trucknor AS. Chairman of the boards of Strømberg Gruppen AS, Vartdal Holding AS and Vartdal Plastindustri AS. Chairman of the Advisory Board of Vard Group AS and advisory role at Nysno Climate Investments.	Co-founder and CEO of Kirk, Lovegrove and Company Ltd.	Member of the Supervisory Board of Société Phocéenne de Participations. Member of the Board of Directors, Seadrill Limited	Director of Siem Industries S.A.	
Nationality and date of birth	 1949	 1958	 1956	 1962	 1954	 1992	 1957
Tenure	Elected by shareholders on 18 April 2023 until the 2025 AGM.	Re-elected by shareholders on 12 April 2022 until the 2024 AGM.	Re-elected by shareholders on 18 April 2023 until the 2025 AGM.	Re-elected by shareholders on 12 April 2022 until the 2024 AGM.	Re-elected by shareholders on 12 April 2022 until the 2024 AGM.	Re-elected by shareholders on 18 April 2023 until the 2025 AGM.	Re-elected by shareholders on 18 April 2023 until the 2025 AGM.

* Kristian Siem is the permanent representative of Treveri S.à r.l. on the Board of Directors. Treveri S.à r.l. – a Luxembourg-incorporated company wholly owned by Kristian Siem – was appointed Director and Chairman on 18 April 2023.

** 'Independent' is defined by the rules and codes of corporate governance of the Oslo Børs Stock Exchange on which Subsea 7 S.A. is listed, which the Board must satisfy; in particular the Norwegian Code of Practice for Corporate Governance. Under the terms of the Company's Articles of Incorporation, Directors may be elected for terms of up to two years and serve until their successors are elected. Under the Company's Articles of Incorporation, the Board must consist of not fewer than three Directors.

Governance continued

Executive Management Team

Name	John Evans	Mark Foley	Olivier Blaringhem	Phillip Simons	Nathalie Louys	Katherine Lyne	Marcelo Xavier	Stuart Fitzgerald
Role	Chief Executive Officer	Chief Financial Officer	Executive Vice President – Subsea and Conventional	Executive Vice President – Projects and Operations	General Counsel	Executive Vice President – Human Resources	Executive Vice President – Strategy and Sustainability	Chief Executive Officer – Seaway7
Skills and experience	<p>John has over 35 years of experience in the oil and gas services industry, primarily in the SURF and offshore engineering and construction sectors. He started his career in 1986, working with Brown & Root, and built a successful track record in both general management, and commercial and operational roles, in the offshore oil and gas industry.</p> <p>Prior to his current appointment, from July 2005 John held the position of Chief Operating Officer of Subsea7.</p> <p>John has a Bachelor of Engineering degree in Mechanical Engineering from Cardiff University, is a Chartered Mechanical and Marine Engineer and a Chartered Director.</p>	<p>Mark started his career in 1996 with the UK Government's Economic Service. In 2000, he joined Royal Dutch Shell and held several finance positions with increasing responsibility. Between 2011 and 2012, he was Vice President Finance for Baker Hughes in Europe and, from 2012 to 2017, he was Group Financial Controller for Subsea7. In October 2021, he returned to Subsea7 from Petrofac where he was Group Financial Controller and Senior Vice President Finance for its Engineering & Construction business unit.</p> <p>Mark has undergraduate and postgraduate degrees in Economics from the Universities of Stirling and Strathclyde respectively, an MBA from the University of Warwick, and is a Fellow of the Association of Chartered Certified Accountants.</p>	<p>Olivier started his career in the oil and gas engineering and contracting sector in 1995, working for seven years with Entrepose Contracting in project management and commercial roles, based in Nigeria, China and France.</p> <p>Since joining Subsea7 in 2002, Olivier has held a number of country, regional and corporate management positions based in the North Sea, Africa, Asia and the Middle East. In 2016, Olivier was appointed Vice President of Asia Pacific and the Middle East until his appointment to Executive Vice President – Subsea and Conventional in January 2020.</p> <p>Olivier has a degree in Mechanical and Electrical Engineering from the École Spéciale des Travaux Publics in Paris.</p>	<p>Phil began his career in 1987 in offshore drilling, until 1992 when he became an engineer for pipeline installation contractor European Marine Contractors. Phil has more than 20 years' experience in the subsea pipelines business.</p> <p>Phil joined Subsea7 in Aberdeen in 2004 as a senior project manager and in 2011 was appointed Vice President for Canada, Mediterranean and Russia. In 2013 he was appointed Vice President for UK and Canada before taking up the role of Vice President for North Sea and Canada in 2016. In 2018 Phil was appointed Senior Vice President Global Projects and Operations.</p> <p>Phil has a Bachelor of Engineering degree in Mining Engineering from the University of Leeds.</p>	<p>Nathalie began her legal career in 1986, working with Saint-Gobain and Eurotunnel, gaining extensive legal experience across various industries. In 1996 she joined Technip, based in Paris, progressing to the role of Vice President Legal – Offshore.</p> <p>In 2006 Nathalie joined Subsea7 performing senior corporate and operational legal roles. Prior to her current appointment Nathalie was Vice President Legal – Commercial.</p> <p>Nathalie has been admitted to the Paris Bar and has legal qualifications from University Paris I – Panthéon Sorbonne and Paris XI in France and the University of Kent in the UK.</p>	<p>Kate began her career in the power generation sector with Alstom, where she held roles in Belgium, France, the UK and the US. In 2004 she moved to Imerys where she was initially HR Director for the Paper division before being appointed as HR Director for the Ceramics, Refractories, Abrasives, and Foundry business based in Paris.</p> <p>In 2012 Kate joined Subsea7 as Vice President Group Human Resources, a role which she held until her current appointment.</p> <p>Kate has a business degree from the University of Brighton and is a fellow of the Chartered Institute of Personnel and Development.</p>	<p>Marcelo began his career in Subsea7 in 2001 as a pipeline engineer and over the last 20 years has held a number of operational and commercial roles within the Subsea7 Group.</p> <p>In 2017, Marcelo was appointed Vice President for Brazil after three years working for the Africa region. In 2021, he was appointed Group Vice President for Sales and Marketing based in the UK.</p> <p>Marcelo holds a Master's degree in Subsea Engineering from the Universidade Federal do Rio de Janeiro. He also holds a graduate degree in Mechanical Engineering from the Universidade Federal Fluminense in Brazil.</p>	<p>Stuart began his career with a specialist marine engineering consultancy, progressing to Worley Engineering in Australia and Brunei. Stuart joined Subsea7 in 1998 and held operating and leadership positions within engineering, project management and sales at a Norway regional level until 2009, when he was appointed Vice President for Norway. From 2014 to 2018 he held the roles of Vice President Sales and Marketing and subsequently Vice President Strategy and Technology.</p> <p>From 2018 Stuart held executive level positions in Subsea7 and was appointed Chief Executive Officer of Seaway7 in October 2021.</p> <p>Stuart has a Bachelor of Engineering degree in Mechanical Engineering and a Bachelor of Science degree in Applied Mathematics from Monash University in Melbourne, Australia.</p>
Date of appointment	John has been Chief Executive Officer since January 2020.	Mark has been Chief Financial Officer since January 2022.	Olivier has been Executive Vice President – Subsea and Conventional since January 2020.	Phil has been Executive Vice President – Projects and Operations since January 2020.	Nathalie has been General Counsel since April 2012.	Kate has been Executive Vice President – Human Resources since September 2019.	Marcelo has been Executive Vice President – Strategy and Sustainability since April 2022.	Stuart has been Chief Executive Officer of Seaway7 since October 2021, and re-joined the Executive Management Team in July 2023.
Nationality and date of birth	 1963	 1973	 1970	 1966	 1963	 1969	 1980	 1969

Governance continued

2023 Corporate Governance Report

Regulatory compliance

Board of Directors

Kristian Siem
(representative of Treveri S.à r.l.)

Chairman

David Mullen

Senior Independent Director

Eldar Sætre

Independent Director

Elisabeth Proust Van Heeswijk

Independent Director

Niels Kirk

Independent Director

Jean Cahuzac

Director

Louisa Siem

Director

This section sets out the arrangements the Board has put in place to help ensure that it fulfils its corporate governance obligations, including the application of the principles of the Norwegian Code of Practice for Corporate Governance.

Legal and regulatory framework

Subsea 7 S.A. is a '*société anonyme*' organised in the Grand Duchy of Luxembourg under the Company Law of 1915, as amended, being incorporated in Luxembourg in 1993, and acts as the holding company for all of the Group's entities.

Subsea 7 S.A.'s registered office is located at 412F, route d'Esch, L-1471 Luxembourg. The Company is registered with the Luxembourg Register of Commerce and Companies under the designation 'R.C.S. Luxembourg B 43172'. As a company incorporated in Luxembourg and with shares traded on the Oslo Stock Exchange and ADRs traded over the counter in the US, Subsea 7 S.A. is subject to Luxembourg laws and regulations with respect to corporate governance.

As a company listed on the Oslo Stock Exchange, where its shares are actively traded, the Company follows the Norwegian Code of Practice for Corporate Governance on a 'comply or explain' basis, where this does not contradict Luxembourg laws and regulations. The Norwegian Code of Practice for Corporate Governance is available at www.nues.no.

The Group's corporate governance policies and procedures are explained below, with reference to the principles of corporate governance as set out in the sections identified in the Norwegian Code of Practice for Corporate Governance dated 14 October 2021.

Articles of Incorporation – nature of the Group's business

As stated in its Articles of Incorporation, Subsea 7 S.A.'s business activities are as follows:

"The objects of the Company are to invest in subsidiaries which predominantly will provide subsea construction, maintenance, inspection, survey and engineering services, in particular for offshore energy related industries. The Company may further itself provide such subsea construction, maintenance, inspection, survey and engineering services, and services ancillary to such services.

"The Company may, without restriction, carry out any and all acts and do any and all things that are not prohibited by law in connection with its corporate objects and to do such things in any part of the world whether as principal, agent, contractor or otherwise. More generally, the Company may participate in any manner in all commercial, industrial, financial and other enterprises of Luxembourg or foreign nationality through the acquisition by participation, subscription, purchase, option or by any other means of all shares, stocks, debentures, bonds or securities; the acquisition of patents and licences which it will administer and exploit; it may lend or borrow with or without security, provided that any monies so borrowed may only be used for the purposes of the Company, or companies which are subsidiaries of or associated with or affiliated to the Company; it may grant assistance, including, without limitation, grant parent company

guarantees, to any affiliated company and take any measure for the control and supervision of such companies; in general it may undertake any operations directly or indirectly connected with these objects."

The full text of the Company's Articles of Incorporation, as amended, is available on Subsea7's website.

Business

The Board of Directors has set strategies and targets for the Company's business. Since 1 January 2021, the Group has structured itself around its diversified strengths, reporting through two operational business units: Subsea and Conventional, and Renewables.

The Subsea and Conventional business unit is a global leader in offshore energy services, delivering design, engineering, procurement, construction and installation (EPCI) and decommissioning projects in all water depths, operating under the Subsea7 brand.

The Renewables business unit is an experienced partner for the delivery of offshore wind farm projects and specialist foundations and cable-lay services, mainly operating under the Seaway7 brand.

Further details of the Group's business units are outlined in the 'Our Strategy' and 'Business Unit Review' sections on pages 10 to 19.

Board of Directors: composition and independence

As a Luxembourg-incorporated entity, the Company does not have a corporate assembly.

The Board of Directors comprises seven Directors. The majority of the Directors were, during the year ended 31 December 2023, considered independent in accordance with both the rules of the Oslo Stock Exchange, on which Subsea 7 S.A. is listed, and the independence criteria of the Norwegian Code of Practice for Corporate Governance.

The Board has a Senior Independent Director elected from among its independent members to provide a sounding board for the Chairman and to serve as an intermediary for the other Directors when necessary.

Biographies of the individual Directors are detailed on pages 50 to 51.

The charters of the permanent committees do not permit executive management to be members. The composition of the Company's Board of Directors and the controls to avoid conflicts of interest are in accordance with both Luxembourg company law and good corporate governance practice.

The Board of Directors has adopted a Board Diversity Policy, the purpose of which is to ensure an inclusive and diverse membership of the Board of Directors and that the Board as a whole has the skills, expertise and experience to guide the business and strategy of the Company for the benefit of its shareholders as a whole, having regard to the interests of all its stakeholders.

The Board Diversity Policy, as referenced on page 48, is applicable to the Board only but sits alongside the Company's Code of Conduct and associated global policies, which set out the Company's broader commitment to diversity and inclusion. Other details of the Company's practices and initiatives in relation to diversity are disclosed on page 23.

The Board of Directors' objective is to have at least 30% female representation on the Board, with a commitment to have a minimum of one female Director.

The Corporate Governance and Nominations Committee is responsible for ensuring that the Board has the right balance of skills, experience and knowledge and shall, among other things, report annually, in the Company's Annual Report, on the implementation of the Board Diversity policy and other matters as required by regulatory and statutory requirements applicable to the Company.

Prior to proposing candidates to the relevant general meeting for election to the Board of Directors, the Corporate Governance and Nominations Committee seeks to consult with the Company's major shareholders.

Directors are elected by a general meeting for a term not exceeding two years and may be re-elected. Directors need not be shareholders. At a general meeting the shareholders may dismiss any Director, with or without cause, at any time notwithstanding any agreement between the Company and the Director. Such dismissal may not prejudice the claims that a Director may have for indemnification as provided for in the Articles of Incorporation or for a breach of any contract existing between him or her and the Company.

If there is a vacancy on the Board of Directors, the remaining Directors appointed at a general meeting have the right to appoint a replacement Director until the next meeting of shareholders, which will be asked to confirm such appointment.

With the exception of a candidate recommended by the Board of Directors, or a Director whose term of office expires at a general meeting of the Company, no candidate may be appointed unless at least three days and no more than 22 days before the date of the relevant meeting, a written proposal, signed by a duly authorised shareholder, shall have been deposited at the registered office of the Company together with a written declaration, signed by the proposed candidate, confirming his or her wish to be appointed.

The Directors of the Board are encouraged to hold shares in the Company as the Board of Directors believes it promotes a common financial interest between the members of the Board of Directors and the shareholders of the Company. Details of the Directors' shareholdings are on page 70.

Governance continued

Work of the Board of Directors

The Board of Directors adheres to the Board Charter, which sets out the instructions for the Board.

The main responsibilities of the Board of Directors are:

1. Setting the Values used to guide the affairs of the Group. This includes the Group's commitment to achieving its health and safety vision and the Group's adherence to the highest ethical standards in all of its operations worldwide.
2. Integrating environmental improvement into business plans and strategies, and seeking to embed sustainability and climate-related matters into the Group's business processes.
3. Overseeing the Group's compliance with its statutory and regulatory obligations and ensuring that systems and processes are in place to enable these obligations to be met.
4. Setting the strategy and targets of the Group.
5. Establishing and maintaining an effective corporate structure for the Group.
6. Overseeing the Group's compliance with financial reporting and disclosure obligations.
7. Overseeing the risk management of the Group.
8. Overseeing Group communications.
9. Determining its own composition, subject to the provisions of the Company's Articles of Incorporation.
10. Ensuring the effective corporate governance of the Group.
11. Setting the Remuneration Policy for the Directors, including the Non-Executive Directors' fees, as well as the CEO's remuneration, and approving the Remuneration Report as proposed by the Compensation Committee.
12. Setting and approving policies.

The Board of Directors' Charter is available on the Subsea7 website.

2023 Meeting attendance

	Board	Audit Committee*	Corporate Governance and Nominations Committee*	Compensation Committee
Kristian Siem**	9/9		4/4	4/4
David Mullen	8/9	6/6	4/4	
Dod Fraser***	2/2	1/1		
Jean Cahuzac	9/9			4/4
Niels Kirk	9/9		4/4	4/4
Eldar Sætre	9/9	6/6		
Louisa Siem	9/9			
Elisabeth Proust Van Heeswijk***	7/7	5/5		
Total meetings in 2023***	9	6	4	4

* A joint session of the Audit Committee and the Corporate Governance and Nominations Committee was held on 28 February 2023 at which all members of both committees were present.

** Following the appointment of Treveri S.à r.l. at the AGM on 18 April 2023, Kristian Siem attended meetings in his capacity as the permanent representative of Treveri S.à r.l.

***Each Director's attendance is shown as a proportion of the total number of meetings they were eligible to attend.

Responsibilities during the year

During the year, the Board of Directors sets a plan for its work for the following year, which includes a review of strategy, objectives and their implementation, the review and approval of the annual budget and the review and monitoring of the Group's current year financial performance. In 2024, the Board of Directors is scheduled to convene on seven occasions, but the schedule is flexible to react to operational or strategic changes in the market and circumstances affecting the Group.

The Board of Directors has overall responsibility for the management of the Group and has delegated daily management and operations to the CEO, who is appointed by and serves at the discretion of the Board of Directors. The CEO is supported by the other members of the Executive Management Team, further details of which are on pages 52 to 53.

The Executive Management Team has the collective duty to deliver Subsea7's strategic, financial and other objectives, as well as to safeguard the Group's assets, organisation and reputation. The Board of Directors has internal regulations for its own operation and approves objectives for its own work, as well as the work of the Executive Management Team, with particular emphasis on clear internal allocation of responsibility and duties.

It is the duty of the Executive Management Team to provide the Board of Directors with appropriate, precise and timely information on the operations and financial performance of the Group, in order for the Board of Directors to perform its duties. The Board of Directors has established a Corporate Governance and Nominations Committee, a Compensation Committee, a Tender Committee and an Audit Committee, each of which has a charter approved by the Board of Directors. Matters are delegated to the committees as appropriate. The Directors appointed to these committees are selected based on their experience and to ensure the committees operate in an

effective manner. The minutes of all committee meetings are circulated to all Directors.

The performance and expertise of the Board of Directors is monitored and reviewed annually, including an evaluation of its composition and the manner in which its members function, both individually and as a collegiate body. In line with best practice, the evaluation of the performance of the Board of Directors is conducted by an external facilitator every third year. During 2023, the evaluation of the performance of the Board of Directors was conducted internally and the results of the evaluation were shared with the Corporate Governance and Nominations Committee. The most recent external review was conducted in respect of the year 2021; accordingly, the next external review is due at the end of 2024.

Risk management and internal control

The Board of Directors acknowledges its responsibility for the Group's identification and management of risk along with the system of internal control and for reviewing the effectiveness of this system. The Group's system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can only provide reasonable, not absolute, assurance against material financial misstatement or loss. The Board of Directors carries out an annual review of the Group's most important areas of exposure to risk and its internal control arrangements, having regard to the changing nature of risks and the Group's ability to cope with them.

The Group adopts internal controls appropriate to its business activities and geographical spread. The key components of the Group's system of risk management and internal control are described in the 'Risk Management' section on pages 28 to 47. The Group has in place clearly defined lines of responsibility and limits of delegated authority.

Comprehensive procedures provide for the appraisal, approval, control and review of capital expenditure.

An Executive Risk Committee meets bi-annually to review and discuss the Group's risk and risk management procedures and reports to the Board. The Executive Management Team also meets with functional senior management on a regular basis to discuss particular issues, including key operational and commercial risks, health and safety performance, sustainability and climate-related matters, environmental factors, and legal and financial matters.

The Group has a comprehensive annual planning and management reporting process. A detailed annual budget is prepared in advance of each year and supplemented by forecasts updated during the course of the year. Financial results are reported monthly to the Executive Management Team and quarterly to the Board of Directors and compared to budget, forecasts, market consensus and prior year results.

The Board of Directors reviews reports on actual financial performance and forward-looking financial guidance.

The Board of Directors derives further assurances from the reports of the Audit Committee. The Audit Committee has been delegated responsibility to review the effectiveness of the internal financial control systems implemented by management and is assisted by the internal audit function and the external auditor where appropriate.

Sustainability

The Board of Directors is responsible for guiding the Company's strategy in relation to sustainability and climate-related matters, and when defining the objectives, strategies and risk profiles for the Company's business activities, sustainability risks and opportunities are considered.

Sustainability and climate-related matters represent a permanent feature on every routine Board agenda, and this is in line with the Board's aim to carry out business in a manner that is sustainable for the Company's shareholders, having regard to financial, social and environmental considerations.

Governance continued

Corporate Governance and Nominations Committee

Committee members

David Mullen
Committee Chairman

Kristian Siem

Niels Kirk

The Board of Directors has established a Corporate Governance and Nominations Committee. The composition of this Committee is for the Board of Directors to determine in accordance with the Company's Articles of Incorporation. The Board of Directors believes that the Committee, comprising certain members of the Board of Directors, the majority of whom are independent of the Company's main shareholders, has the most suitable level of understanding of the Company to carry out the duties of the Committee.

The Corporate Governance and Nominations Committee's main responsibilities are:

1. Actively seeking and evaluating individuals qualified to become Directors of the Company and nominating candidates to the Board of Directors.
2. Periodically reviewing the composition and duties of the Company's permanent committees and recommending any changes to the Board of Directors.
3. Periodically reviewing the compensation of the Non-Executive Directors and making any recommendations to the Board of Directors.
4. Annually reviewing the duties and performance of the Chairman of the Board and recommending to the Board of Directors a Director for election by the Board of Directors to the position of Chairman of the Board.
5. Annually reviewing the Company's corporate governance guidelines, procedures and policies for the Board of Directors and recommending to the Board of Directors any changes and/or additions thereto that it believes are desirable and/or required. These governance guidelines include the following:
 - How the Board of Directors is selected and compensated (for example, the size of the Board, Directors' compensation, qualifications, independence, retirement and conflicts of interest).
 - How the Board of Directors functions (for example, procedures for Board meetings, agendas, committee structure and format and distribution of Board materials).
 - How the Board of Directors interacts with shareholders and management (for example, selection and evaluation of the CEO, succession planning, communications with shareholders and access to management).
6. Overseeing the annual evaluation of the Board of Directors' performance.
7. Overseeing all aspects of Subsea7's compliance and ethics programme. This includes a regular review of the structure of the compliance function, the scope of its activities and the effective implementation of the programme (including procedures for employees to raise concerns about breaches of the Code of Conduct and for such concerns to be investigated and remediated).
8. Annually reviewing the Committee's own performance.

The Corporate Governance and Nominations Committee Charter is available on the Subsea7 website.

Audit Committee

Committee members

Eldar Sætre
Committee Chairman

David Mullen

Elisabeth Proust
Van Heeswijk

The Audit Committee is responsible for ensuring that the Group has an independent and effective external and internal audit process. The Audit Committee supports the Board of Directors in the administration and exercise of its responsibility for supervisory oversight of financial reporting and internal control matters and to maintain appropriate relationships with the external auditor. A majority of the Audit Committee, including the Chairman, are independent as required by Luxembourg law.

The Audit Committee's main responsibilities include:

1. Monitoring the financial reporting process and submitting recommendations or proposals to ensure its integrity.
2. Monitoring the effectiveness of the Company's and the Group's internal quality controls, internal audit function, financial controls framework and, where applicable, risk management systems.
3. Monitoring the statutory audit of the Company's Annual Accounts and the Consolidated Financial Statements of the Group, in particular its performance, taking into account any findings and conclusions of the competent authority.
4. Reviewing the quarterly, half-yearly and annual financial statements of the Group before their approval by the Board of Directors.
5. Informing the Board of Directors of the outcome of the statutory audit, and explaining how the statutory audit contributed to the integrity of financial reporting and the role of the Committee in that process.
6. Reviewing and monitoring the independence of the external auditor, in particular with respect to the appropriateness of the provision of additional non-audit services to the Company and the Group, and putting in place procedures and making recommendations with respect to the selection and appointment of the external auditor.
7. Reviewing the report from the external auditor on key matters arising from the Group and the Company statutory audits.
8. Dealing with complaints received directly or via management, including information received confidentially and anonymously, in relation to accounting, financial reporting, internal controls and external audit issues.
9. Reviewing the disclosure of transactions involving related parties.
10. Annually reviewing the Audit Committee's own performance.

The Audit Committee Charter is available on the Subsea7 website.

The terms of reference of the Audit Committee, as set out in the Audit Committee Charter, satisfy the requirements of applicable law and are in accordance with the Articles of Incorporation.

The Chairman of the Audit Committee is Eldar Sætre, whose biography can be found on page 50. The Board of Directors has determined that Mr Sætre is the Audit Committee's financial expert and competent in accounting and audit practice, with recent and relevant financial experience. The Audit Committee Charter requires that the Audit Committee shall consist of not less than three Directors. The Audit Committee meets at least four times a year and its meetings are attended by representatives of the external auditor and by the head of the internal audit function.

Governance continued

Compensation Committee

Committee members

Kristian Siem

Committee Chairman

Jean Cahuzac

Niels Kirk

The Compensation Committee is a committee of the Board of Directors which has been established to assist in developing a fair compensation programme for executive officers and to ensure compliance with legal requirements as to the compensation of executive officers.

The Compensation Committee's main responsibilities are:

1. Annually reviewing and approving the compensation paid to the executive officers of the Company, with the exception of the CEO where the Compensation Committee may make a recommendation to the Board of Directors.
2. Reviewing the CEO's performance against objectives and making a proposal to the Board of Directors for the CEO's compensation based on its evaluation.
3. Overseeing the Company's remuneration plans in accordance with the objectives of the Company and making recommendations to the Board of Directors.
4. Reviewing remuneration plans and programmes and making recommendations to the Board of Directors regarding existing executive officer's compensation plans, and regarding the adoption of new plans or programmes relating to executive officers.
5. Recommending to the Board of Directors the terms of any contractual agreements and other similar arrangements that may be entered into with executive officers of the Company and its subsidiaries.
6. Approving appointments of the CEO, the CEO's direct reports and certain other roles.
7. Approving the Remuneration Report to be included in the Company's Annual Report and Consolidated Financial Statements.
8. Annually reviewing the Compensation Committee's own performance.

The Compensation Committee Charter is available on the Subsea7 website.

Tender Committee

Committee members

Kristian Siem

Committee Chairman

Jean Cahuzac

Eldar Sætre

The Tender Committee has been established by the Board to review tenders. Dependent on the tender value and complexity (such as technology and partnering), the Company has escalating levels of approval requirements. Tenders meeting specific financial and risk criteria must be reviewed and approved by the Tender Committee.

The Tender Committee's main responsibilities are:

1. Assessing tenders meeting specific financial and risk criteria as set by the Board.
2. Determining on behalf of the Board of Directors whether or not to authorise the CEO/management to proceed with such tenders, based on a summary of the tender provided by management addressing key items including margin, contingency, risk assessment and cash flow.
3. Calling for any further information that it may require from management in arriving at a decision on proposed tenders.
4. Communicating the outcome of each tender review to management as soon as reasonably possible.

The Tender Committee Charter is available on the Subsea7 website.

Governance continued

Communication with stakeholders

Implementation and reporting on corporate governance

Subsea 7 S.A. acknowledges the division of roles between shareholders, the Board of Directors and the Executive Management Team. The Group further ensures good governance is adopted by holding regular Board of Directors' meetings, which the Executive Management Team attends and at which strategic, operational and financial matters are presented.

The Group's vision is: To make possible the global delivery of offshore energy for today and tomorrow.

The Group's Values are safety, integrity, sustainability, innovation, performance and collaboration.

In pursuit of the six Values, the Group has an Ethics Policy Statement and a Code of Conduct which reflect its commitment to clients, shareholders, employees and other stakeholders to conduct business legally, and with integrity and honesty. The Ethics Policy Statement and the Code of Conduct were approved by the Board of Directors, were issued to all Directors, officers and employees, and are subject to periodic review and updating.

General meetings

The Articles of Incorporation provide that the Annual General Meeting (AGM) shall be held within six months from the end of the financial year and in 2024 it will be held on 2 May.

The notice of meeting and agenda documents for the AGM are posted on the Group's website (and published in such media as selected by the Board of Directors and in the Luxembourg official gazette (RESA)) at least 30 days prior to the meeting. Documentation from previous AGMs

is available on the Subsea7 website.

All shareholders that are registered with the Norwegian Central Securities Depository System receive a written notice of the AGM. The record date for common shareholders will be 14 days before the AGM at midnight (Luxembourg time), with a differing deadline for American Depositary Receipt (ADR) holders. Subject to the procedures described in the Articles of Incorporation, all shareholders holding individually or collectively at least 5% of the issued shares have the right to add items to the agenda of the AGM and draft resolutions for items included or to be included in the AGM. All shareholders on the register as at the record date will be eligible to attend in person, or vote by proxy, at the AGM.

Proxy forms are available and may be submitted by eligible shareholders; the forms allow separate voting instructions to be given for each proposed resolution to one of the representatives indicated on the proxy form and also allow a person to be nominated to vote on behalf of shareholders as their proxy. There will be a separate vote for each candidate nominated for election to the Board of Directors. Details will be provided in the resolutions and supporting information distributed to shareholders ahead of the AGM.

Under Luxembourg law, there are minimum quorum requirements for extraordinary general meetings but no minimum quorum requirement for AGMs. Decisions will be validly made at the AGM regardless of the number of shares represented if approval is obtained from a majority of the votes of those shareholders who are present or represented.

The Articles of Incorporation of the Company provide that the AGM will be chaired by the Chairman of the Board of Directors. However, the Board of Directors ordinarily

delegates authority to the Company Secretary to chair the AGM. If a majority of the shareholders request an alternative independent chairman, one will be appointed.

At the AGM, the shareholders, inter alia, elect members of the Board of Directors for nominated terms of appointment, approve the Company's Annual Accounts, approve the Group's Annual Report and Consolidated Financial Statements, discharge the Directors from their duties for the financial year, approve (by an advisory vote) the Company's Remuneration Report and the Company's Remuneration Policy, and approve the statutory auditor's appointment. In accordance with Luxembourg law and the Company's Articles of Incorporation, the Chairman of the Board is elected by the Board of Directors based on its insight into who has the most suitable level of understanding of the Company to carry out the duties of the Chairman.

Equity and dividends

Shareholders' equity

Total shareholders' equity on 31 December 2023 was \$4.4 billion (2022: \$4.5 billion) which the Board of Directors believes is satisfactory given the Group's strategy, objectives and risk profile.

Dividend policy

It is Subsea7's objective to give its shareholders an attractive return on their invested capital. The Group's commitment to returning capital to shareholders is confirmed in its formal Dividend policy to pay a regular dividend of NOK 6.00 per share each year. Dividends will normally be paid in two instalments in the month following the AGM, and six months thereafter.

At the AGM on 2 May 2024 shareholders will be asked to approve the payment of a dividend of NOK 6.00 per share.

Equity mandates

At the extraordinary general meeting held on 18 April 2023, the Board of Directors' authority to approve the purchase of the Company's shares up to a maximum of 30,000,000 common shares (representing approximately 10% of the issued common shares as of 17 March 2023) was granted until 18 April 2025. This authority is subject to certain purchase price conditions and is conditional on such purchases being made in open market transactions through the Oslo Stock Exchange, subject to certain limitations. The Board of Directors was also granted authority for a period ending on 18 October 2025 to cancel shares repurchased under such authorisation and to reduce the issued share capital through such cancellations.

At the same extraordinary general meeting the Company's shareholders approved the renewal of the authorised share capital at \$900,000,000 (including the issued share capital) with authority for the Board of Directors to issue new common shares within the authorised unissued share capital and with any authorised but unissued common shares lapsing on 5 May 2025. Additionally, the Board of Directors was authorised to issue new shares within the authorised unissued share capital. The Board of Directors was authorised to waive, suppress or limit existing shareholders' preferential subscription rights up to a maximum of 30,000,000 common shares (representing approximately 10% of the issued common shares as of 17 March 2023). These authorisations were granted for a period of two years, expiring on 5 May 2025, to reduce inter alia the administrative burden of convening an extraordinary general meeting annually.

Equal treatment of shareholders and transactions with close associates

One class of shares

The Company has one class of shares which are listed on the Oslo Stock Exchange. Each share carries equal rights including an equal voting right at annual or extraordinary general meetings of shareholders of the Company. No shares carry any special control rights. The Articles of Incorporation contain no restrictions on voting rights.

Share issues

The Board of Directors is authorised to suppress the pre-emptive rights of shareholders under certain circumstances and within the limits set out previously. This is to allow flexibility to deal with matters deemed to be in the best interest of the Company.

In the event of the Board of Directors resolving to issue new shares and waive the pre-emptive rights of existing shareholders, the Board of Directors intends to comply with the recommendation of the Norwegian Code of Practice for Corporate Governance that the justification for such waiver is noted in the stock exchange announcement relating to such a share issue.

Related party transactions

Any transactions between the Group and members of the Board of Directors, executive management or close associates are detailed in Note 34 'Related party transactions' to the Consolidated Financial Statements.

The Charter of the Board of Directors contains provisions on how the Board of Directors and executive management will handle agreements between the Company and related parties, and the Board of Directors will, from time to time, determine the necessity of obtaining third-party valuations on transactions between the Company and related parties. Any material transaction between the Company and a related party shall be subject to the prior approval of the Board of Directors, unless entered into in the ordinary course of business and concluded on normal market terms,

in which case the Board of Directors shall establish an internal procedure to periodically assess whether these conditions are fulfilled.

The Group's Code of Conduct requires any Director or employee to declare if they hold any direct or indirect financial interest in any transaction entered into by the Group. Under Luxembourg law, Directors may not vote on transactions in which they have a direct or indirect financial interest conflicting with that of the Company.

Freely negotiable shares

Subsea 7 S.A.'s shares are traded as common shares on the Oslo Stock Exchange and as ADRs over the counter in the US.

All shares are freely negotiable. The Articles of Incorporation contain no form of restriction on the negotiability of shares in the Company.

Auditor

The external auditor meets the Audit Committee annually regarding the planning and preparation of the audit of the Group's Consolidated Financial Statements and the Company's Annual Accounts.

The Audit Committee members hold separate discussions with the external auditor during the year without members of the Executive Management Team being present. The scope, resources and level of fees proposed by the external auditor in relation to the Group's and the Company's audits and related activities are approved by the Audit Committee.

The Audit Committee recognises that it is occasionally in the interest of the Group to engage its external auditor to undertake certain non-prohibited non-audit assignments. Fees paid to the external auditor for audit and non-audit services are reported in Note 6 'Net operating income' to the Consolidated Financial Statements, which are in turn approved at the AGM. The Audit Committee also requests the external auditor to confirm annually in writing that the external auditor remains independent.

Governance continued

Communication with stakeholders continued

In 2022, a formal tender for a five-year engagement for the role of the Company's external auditor was conducted, and a contract awarded. The external auditor's appointment will be approved annually at the AGM.

Take-overs

Subsea 7 S.A.'s Board of Directors endorses the principles concerning equal treatment of all shareholders. In the event of a take-over bid, it is obliged to act in accordance with the requirements of applicable Luxembourg and Norwegian law provisions and in accordance with the applicable principles for good corporate governance.

The Company has been notified of the following significant shareholders who control 5% or more of the voting rights (i.e. total shares excluding shares held in Treasury) of the Company:

	% ^(a)
Siem Industries S.A.	23.6
Folketrygdfondet	8.2

a. Information is correct as of 31 December 2023.

Additionally, based upon notifications submitted to the Company, pursuant to Articles 8, 9, 12 or 12a of the Luxembourg Transparency Law the following shareholders hold more than 5% of the voting rights in the Company:

	%
Elliott Investment Management L.P.	10.0
Société Générale S.A.	5.1

Information and communications

Subsea 7 S.A.'s Board of Directors concurs with the principles of equal treatment of all shareholders and the Group is committed to reporting financial results and other information on an accurate and timely basis. The Group provides information to the market through quarterly and annual reports, investor and analyst presentations which are available to the media, and operational and financial information available on Subsea7's website.

Announcements are released through notification to the company disclosure systems of the Oslo Stock Exchange and the Luxembourg Commission de Surveillance du Secteur Financier, and simultaneously on the Subsea7 website. As a listed company, the Company complies with the relevant regulations regarding disclosure. Information is only provided in English.

The Company complies in all material respects with 'The Oslo Børs Code of Practice for IR', which is available at www.oslobors.no.

Directors' and Chief Executive Officer's responsibility statement

We confirm that, to the best of our knowledge, the Consolidated Financial Statements and the Unconsolidated Financial Statements for the year ended 31 December 2023 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and the Group taken as a whole. We also confirm that, to the best of our knowledge, the 2023 Annual Report, Consolidated Financial Statements and Unconsolidated Financial Statements include a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties facing the Group.

By Order of the Board of Directors of Subsea 7 S.A.

Kristian Siem
Chairman

John Evans
Chief Executive Officer

Remuneration Report

Letter from the Chairman of the Compensation Committee

As Chairman of the Compensation Committee, I am pleased to present the Board's report on Subsea7's Executive Officers' remuneration, as well as that of the Non-Executive Directors of Subsea 7 S.A. for the year ended 31 December 2023 (the 2023 Remuneration Report), which will be submitted for advisory vote to shareholders at the 2024 AGM. During 2023, in addition to the remuneration report for the financial year ended 31 December 2022, the Board approved Subsea 7 S.A. Directors' remuneration policy (the Remuneration Policy) applicable to Executive Officers and Non-Executive Directors of the Company. At the 2023 AGM, the Company's shareholders approved by an advisory vote both the 2022 Remuneration Report and the Remuneration Policy. The intention is for the Remuneration Policy to be effective for the years 2023, 2024, 2025 and 2026, if no material changes are contemplated.

2023 Overview

2023 has seen continued high levels of global recruitment, to support the delivery of our strong backlog, the significant increase in tendering, and the securing of specialist skills needed to diversify into emerging energies. This is made more challenging in the current competitive employment market, as the industry fights for talent to deliver the opportunities presented by the improving subsea market and to support global ambitions to achieve energy transition goals.

The Annual Salary Review conducted in 2023 recognised inflation levels, ensured alignment with the market and recognised our people for their contributions to Subsea7's goals.

The Short Term Incentive Plan 2023 (STIP 2023) triggers for payment were met with an Adjusted EBITDA exceeding the threshold of \$700 million. A payout will be made to all participants in 2024, taking into account the achievement of plan measures and individual performance and contribution to business goals.

The Long Term Incentive Plan 2020 award (LTIP 2020) measured Total Shareholder Return (TSR) against a peer group, and Return on Average Invested Capital (ROAIC) over a performance period of three years from 1 July 2020 to 30 June 2023. The performance criteria of the two measures were not met and, as a result, vesting did not occur.

In 2023, to continue to retain and incentivise Subsea7's leaders and key employees, awards (LTIP 2023 Awards) were made under the 2022 Long Term Incentive Plan (2022 LTIP Plan). LTIP 2023 Awards were made to approximately 150 leaders and key employees to incentivise and reward participants over the long term for sustained performance, delivery of the business strategy and shareholder value. The performance conditions included those within the existing plan: TSR, ROAIC and Cash Conversion. LTIP 2023 Awards were effective 1 October 2023 with a three-year performance period from 1 July 2023 to 30 June 2026 for all performance measures.

To attract and retain talent across Subsea7, we continue to focus on our employer brand of Being7, which is the foundation of our culture. In 2023 we refreshed and relaunched Being7 around the world both for our long-serving talent, and to support our new talent's understanding of our culture, of which we are very proud. At Subsea7, we offer our people a career they can be proud of, an incredible journey

and an environment where they can thrive. Our Being7 offer is supported through our learning and development, diversity and inclusion (D&I) and health and wellbeing strategies, with a regular employee survey, allowing us to understand where we need to focus our efforts to improve Subsea7 as an employer.

In 2023, to support new talent joining the Company, we focused on our induction and onboarding programmes, introducing a new buddy system in many of our countries. We continued to encourage a culture of learning through our annual Festival of Learning which took place during the month of October, with the 2023 theme being 'Incredible Journey'. We had record-breaking attendance with 7,000 of our onshore and offshore people taking part across 90 sessions.

In Q4 2023 we received the third set of results from our employee survey, which provided great insight into what's important to our people and how we can continue to make Subsea7 a great place to work. Overall results for engagement, diversity and inclusion and wellbeing for onshore teams were in line with or an improvement upon our previous results. For offshore teams our results had improved across all three dimensions, demonstrating the positive impact of actions we've taken to respond to the feedback received.

Remuneration arrangements for 2024

In relation to 2024, the structure of remuneration arrangements will be in line with that of 2023 and as detailed in the Remuneration Policy.

As the market continues to grow in 2024 and beyond, we expect competition for talent to continue and this will be taken into account when considering the Annual Salary Review in 2024.

Governance continued

Remuneration Report continued

The Company will continue to operate its annual Short Term Incentive Plan with targets set by the Compensation Committee. The current performance conditions for Executive Officers will continue to be based upon the following metrics and weightings: Financial performance (45%), Project performance (20%), Safety performance (10%) and Personal objectives (25%).

The Company will continue to operate its 2022 LTIP Plan as approved at the AGM in 2022. The current performance conditions for Executive Officers will continue to be based upon the following metrics: Total Shareholder Return, Cash Conversion Ratio and Return on Average Invested Capital.

The full details of 2023 remuneration can be read in the below report. On behalf of the Compensation Committee and the Board of Directors, we hope you find this report clear and informative.

2023 Remuneration

The Group's Remuneration Policy is set by the Compensation Committee and is designed to provide remuneration packages which will help to attract, retain and motivate our people to achieve the Group's strategic objectives and to enhance shareholder value. The Compensation Committee also seeks to ensure that the Remuneration Policy is applied consistently across the Group and that remuneration is fair and transparent, while encouraging high performance.

The Compensation Committee benchmarks Executive Officers' remuneration against comparable companies and seeks to ensure that the Group offers rewards and incentives which are competitive with those offered by the Group's peers.

Remuneration is composed of base salary, benefits, pension, and short-term and long-term incentives, further details of which can be found in the Remuneration Policy at www.subsea7.com.

Annual Salary Review

The Annual Salary Review is a key annual process that allows the Group to recognise our employees' performance through an increase to base salary in line with Group performance and individual contribution, with an understanding of local market rates.

In the third quarter, we applied a salary increase that reflected general inflation, market conditions and recognised our people for their contributions to Subsea7's goals. As a result of the continued competitive labour market, we recognised increases in some external local markets and specialist functions, and performed adjustments where appropriate.

The global offshore market remains very competitive, with offshore operational activity increasing pressure on salaries. This was recognised in the Annual Salary Review applied to our offshore populations.

In line with the Annual Salary Review process, outlined in the Remuneration Policy, along with the approach taken in the wider organisation, the CEO and CFO received an increase to base salary effective 1 July 2023. The base salary adjustments were reviewed and approved by the Compensation Committee taking into account:

- the individual's role, performance and experience
- business performance, and the external environment
- base salary increases across the Group
- base salary levels for comparable roles at relevant, comparable businesses.

The CEO was awarded a 4% increase to base salary, resulting in a new annual salary of \$721,847.

The CFO was awarded a 4% increase to base salary, resulting in a new annual salary of \$478,224.

Note: payments are made in GBP. The amounts have been translated into USD using an average exchange rate of 0.806819 for the year.

Benefits and pension

Benefits and pension awarded to the CEO and CFO during 2023 were in accordance with the Remuneration Policy. Benefits included private healthcare, life insurance, personal accident insurance and a car allowance, along with the opportunity to purchase additional flexible benefits.

The CEO received a cash allowance in lieu of a pension contribution, in line with the Company policy in the UK on lifetime allowances, which is paid less applicable employer national insurance contributions. The CFO received a cash allowance in lieu of pension contributions, less applicable employer national insurance contributions, for four months during 2023. For the remaining eight months the CFO participated in the UK defined contribution pension plan.

Short Term Incentive Plan

The Group operates a Short Term Incentive Plan (STIP), an annual bonus scheme, with targets set by the Compensation Committee. The current performance objectives for the CEO and CFO are based upon the following metrics and weightings:

- Financial performance (45%)
- Project performance (20%)
- Safety performance (10%)
- Personal objectives (25%).

For the CEO and CFO, the maximum bonus opportunity in respect of 2023 was 150% and 100% of base salary, respectively.

For the performance period from 1 January 2023 to 31 December 2023, the financial targets were achieved whilst the safety performance targets were not achieved. The Compensation Committee evaluated the Group's performance compared to STIP 2023 targets and recommended approval of payment of the STIP 2023 bonuses, to the Board of Directors.

Based on the performance outcome against STIP 2023 targets, the bonus for the CEO was 81.0% of salary, resulting in a payment of \$561,960. For the CFO, the bonus was 54.0% of salary, resulting in a payment of \$248,259.

Note: payments are made in GBP. The amounts have been translated into USD using an average exchange rate of 0.806819 for the year.

Long Term Incentive Plan

The Group currently operates a Long Term Incentive Plan (LTIP). The LTIP provides for conditional share awards based upon performance conditions over a three-year performance period.

The 2018 Long Term Incentive Plan (2018 LTIP Plan) was approved by the Company's shareholders at the Annual General Meeting on 17 April 2018 and was valid for a period up to five years until 2023. Awards under the 2018 LTIP Plan were made in 2018, 2019, 2020 and 2021.

The 2022 LTIP Plan was approved by the Company's shareholders at the Annual General Meeting on 12 April 2022, superseding the 2018 LTIP Plan, and is valid for a period of five years until 2027. The principles of the plan remained as previous years whereby a conditional award of shares is made that provides for share awards which vest over a three- to five-year period subject to performance measures. A new measure of Cash Conversion Ratio (CCR) has been added to the plan and the percentage weighting of each measure adjusted to reflect this.

The 2022 LTIP Plan has a five-year term with awards being made annually in October. The aggregate number of shares which may be granted in any calendar year is limited to 0.5% of issued share capital on 1 January of that calendar year. The total number of shares that may be delivered pursuant to awards under the plan shall not exceed 11,500,000. The total number of share awards and shares granted to the CEO and CFO are recommended by the Compensation Committee for approval by the Board of Directors. The 2022 LTIP Plan is an essential component of the Company's reward strategy and is designed to align the interests of participants with those of Subsea7's shareholders; it also enables participants to share in the success of the Company.

The 2022 LTIP Plan provides for conditional awards of shares based upon performance conditions measured over a performance period of three years. Performance conditions are based upon three measures and weightings as determined by the Compensation Committee:

- Total Shareholder Return (65%)
- Cash Conversion Ratio (20%)
- Return on Average Invested Capital (15%).

All three performance conditions are determined over a three-year period from 1 July in the year of award to 30 June three years later. Subject to the achievement of the performance conditions, awards will vest in equal tranches after three, four and five years from award date.

Under the terms of the LTIP, participants are not entitled to receive dividend-equivalent payments during the performance and holding periods. On 31 December 2023, there were approximately 150 participants in the active LTIP schemes (2018 LTIP and 2022 LTIP Plans). Individual award caps are in place such that no participant may be granted shares under the 2022 LTIP Plan in a single calendar year that have an aggregate fair market value in excess of 150%, in the case of the CEO, CFO and other members of the Executive Management Team, and 100%, in the case of other employees, of their annual base salary at the date of the award. Additionally, a holding requirement for the CEO, CFO and other members of the Executive Management Team applies under which they must hold 50% of all awards that vest until they have built up a shareholding with a market value of 150% of their annual base salary, and this must be maintained throughout their tenure.

Governance continued

Remuneration Report continued

Total Shareholder Return based awards

The Company will have to achieve a Total Shareholder Return (TSR) ranking above the median for any awards to vest. If the ranked TSR position of Subsea7 during the three-year performance period, as converted to a percentage, is equal to 50%, 20% of the share award will vest. If the ranked TSR position of the Company is greater than 50% and below 90%, the vesting of the share award between 20% and 65% is determined by linear interpolation. The maximum award of 65% would vest if the Company achieved a ranked TSR position equal to or greater than 90%.

The table below summarises the TSR performance condition applicable to the 2022 LTIP Plan:

Performance		Vesting level (% of total award)
<50%	Below median	0%
=50%	Median	20%
	Linear interpolation between 20% and 65%	
>50%	Between median and upper decile	65%
≥90%	Upper decile	65%

TSR will be measured relative to the following peer group:

- Aker Solutions ASA
- Baker Hughes Company
- Fugro N.V.
- Halliburton Company
- Oceaneering International Inc.
- Petrofac Limited
- Saipem S.p.A.
- Sapura Energy Berhad
- SBM Offshore N.V.
- Schlumberger Limited
- TechnipFMC plc
- Transocean Ltd.
- John Wood Group PLC
- Worley Limited

Cash Conversion Ratio based awards

The Cash Conversion Ratio (CCR) measures the conversion of Adjusted EBITDA into a form of cash. The Board believes this measure is an important addition to the LTIP as it aligns with shareholder interests in making sure the business converts

profitability into cash generated from our operations in a timely manner. The Group can exert significant influence in achieving this goal. Furthermore, it is clear and predictable, and, as with the other two measures, the elements of the calculation are readily identifiable from the Group's Financial Statements.

CCR is calculated for each of the three years of the performance period on a quarterly basis and the table below summarises the CCR performance condition applicable to the 2022 LTIP Plan.

Performance	Vesting level (% of total award)
Below 0.7	0%
0.7	5%
0.9	10%
1.1 or above	20%

Vesting will be calculated on a linear interpolation basis between 0.7 and 0.9 and between 0.9 and 1.1.

Return on Average Invested Capital based awards

Return on Average Invested Capital (ROAIC) is calculated for each of the three years of the performance period on a quarterly basis. The table below summarises the ROAIC performance condition applicable to the 2022 LTIP Plan:

Performance	Vesting level (% of total award)
Below 9%	0%
9%	2.167%
11%	6.5%
14% or above	15%

Vesting will be calculated on a linear interpolation basis between 9% and 11% and between 11% and 14%.

Vesting of LTIP 2020 award

The performance conditions applicable to the share awards granted in 2020 under the 2018 LTIP Plan that were due to vest during 2023 were based upon two measures: Total Shareholder Return and Return on Average Invested Capital, with a weighting of 65% and 35%, respectively. Subject to these performance conditions the vested shares are transferred to participants in equal tranches on the third, fourth and fifth anniversaries of the award date.

The performance conditions for the vesting of the share awards granted in 2020 under the 2018 LTIP Plan are set out below. For LTIP 2020 awards, both performance conditions were assessed over the three-year period, and neither met the required threshold for vesting under the plan rules, therefore did not vest.

LTIP metric	% of share awards under each metric	Range	Result	% of shares under metric to vest	Shares to vest (max over 3 years)
TSR	65%	50%-100%	38.4% ^(a)	–	–
		9%-14%			
ROAIC	35%	(average %)	(2.1)% ^(b)	–	–
Total	100%				–

- a. Subsea7 ranked 9th out of the 14 companies within the selected peer group (below the median). This resulted in 0% vesting for the TSR portion.
- b. The average over the three-year performance period was (2.1)%. This resulted in 0% vesting for the ROAIC portion.

During 2023, in accordance with the terms of the 2018 LTIP Plan, shares totalling 272,496 were transferred to participants.

The table below shows the number of vested share awards transferred to the CEO and CFO during 2023:

Award year	John Evans Chief Executive Officer		Mark Foley Chief Financial Officer	
	2023	2022	2023	2022
2017 (2013 LTIP Plan)	–	3,360	–	–
2018 (2018 LTIP Plan)	9,568	9,287	–	–
2019 (2018 LTIP Plan)	4,695	4,695	–	–
2020 (2018 LTIP Plan)	–	–	–	–
Total	14,263	17,342	–	–

The numbers of vested share awards in the above table are gross, and exclude the impact of income taxes and social security costs borne by the employee.

Long Term Incentive Plan awards in 2023

Conditional share awards were made to approximately 150 leaders and key employees on 1 October 2023, comprising 1,448,900 (2022: 1,391,000) shares under the terms of the 2022 LTIP Plan.

60,000 shares were awarded to the CEO, equivalent to 117% of base salary.

38,000 shares were awarded to the CFO, equivalent to 112% of base salary.

Summary of 2023 Executive Officer remuneration

Total remuneration for the CEO and CFO in 2022 and 2023 was as follows:

For the year ended (in \$ thousands)	John Evans Chief Executive Officer		Mark Foley Chief Financial Officer	
	2023 31 Dec (a)(b)	2022 31 Dec (a)(b)	2023 31 Dec (a)(b)	2022 31 Dec (a)(b)
Base salary	708.0	656.1	469.0	446.3
Short-term incentive bonus ^(c)	562.0	532.3	248.3	225.2
Other short-term remuneration ^(d)	–	–	–	133.7
Taxable benefits ^(e)	20.0	19.9	15.5	15.5
Share-based payments ^(f)	189.2	159.7	–	–
Cash in lieu of pension ^(g)	62.3	57.3	13.7	23.1
Pension contributions made by employer ^(h)	–	–	31.8	12.8
Total	1,541.5	1,425.3	778.3	856.6

- a. Amounts in the table are shown gross before deductions of income taxes and social security costs borne by the employee.
- b. Payments are made in GBP. The 2023 amounts have been translated to USD using an average exchange rate of 0.806819 for the year. The amount represents the cash paid in respect of the year.
- c. Short-term incentive bonus in respect of performance during the year.
- d. Other short-term remuneration represents amounts paid after 12 months' service for forfeiture of award from previous employer.
- e. Taxable benefits represent the taxable value of benefits provided during the year, including private healthcare insurance and car allowances.
- f. Share-based payments represents the market value of the shares transferred to the participants during the year which vested under the 2018 Long Term Incentive Plan. The shares were transferred when the participant met the service criteria associated with the Plan.
- g. The CEO and CFO each received a cash allowance in lieu of a pension contribution.
- h. Employer pension contributions represents the cash value of defined pension contribution payments made by the Group during the year.

Governance continued

Remuneration Report continued

Non-Executive Director fees

Details of fees payable to Non-Executive Directors are set out below.

In 2023, following a review of the fees payable to Non-Executive Directors, the fee structure was amended in order to better align with market practice.

Name	Annual fee (\$)	Member of Audit Committee ^(a)	Member of other committees ^(b)	2023 31 Dec \$	2022 31 Dec \$
Kristian Siem	200,000	–	15,000	215,000	200,000
Jean Cahuzac	105,000	–	10,000	115,000	107,382
Dod Fraser ^(c)	30,450	4,060	–	34,510	119,000
Niels Kirk	105,000	–	10,000	115,000	105,000
David Mullen	125,000	6,000	5,000	136,000	111,000
Elisabeth Proust ^(c)	74,550	4,260	–	78,810	–
Eldar Sætre	105,000	11,680	5,000	121,680	108,618
Louisa Siem	105,000	–	–	105,000	105,000

- The Chair of the Audit Committee receives \$14,000 per annum and the members receive \$6,000 per annum.
- Members of the Corporate Governance and Nominations Committee, Compensation Committee and Tender Committee receive \$5,000 per annum, per committee. For details on the members of the committees please refer to pages 50 and 51.
- Dod Fraser's mandate expired on 18 April 2023. Elisabeth Proust Van Heeswijk was appointed as a Director with effect from 18 April 2023.

Share ownership of the Executive Management Team and Non-Executive Directors

Details of total performance shares and shares held in the Company by the Executive Management Team and Non-Executive Directors as at 31 December 2023 are shown in the table below.

Name	Total performance shares ^(a)	Total owned shares
John Evans	174,836	108,937
Mark Foley	110,000	–
Olivier Blaringham	110,822	27,019
Stuart Fitzgerald	110,822	36,119
Nathalie Louys	96,258	41,350
Kate Lyne	92,015	13,244
Phil Simons	110,419	16,968
Marcelo Xavier	79,451	5,592

- Total performance shares held represent the maximum future entitlement assuming all vesting conditions are met.

Details of shares held in the Company by the Non-Executive Directors as at 31 December 2023 are shown in the table below.

Name	Total owned shares
Kristian Siem ^(a)	–
Jean Cahuzac	198,131
Niels Kirk	–
David Mullen	15,000
Elisabeth Proust Van Heeswijk	830
Eldar Sætre	7,000
Louisa Siem	–

- At 31 December 2023, Siem Industries S.A., which is a company controlled by Mr Siem, owned 70,829,916 shares, representing 23.3% of the total common shares of the Company.

The Directors are encouraged to own shares in the Company but no longer participate in any incentive or share option schemes.