RESULTS FOR THE FOURTH QUARTER 2024

Highlights

- Operational uptime of 90% and financial uptime of 88% in 4Q24 for the three units in operation, impacted by downtime events experienced by the SSV Victoria in November and in December
- Net Income of $23.5 million for 4Q24
- Adjusted EBITDA* of $17.4 million for 4Q24
- Free cash position of $46.5 million
- Secured a new contract for DS Carolina for a firm period of 910 days commencing in 2026 and increased the firm backlog by approximately $363 million
- Atlantic Zonda arrived in Brazil for final commissioning, acceptance tests and commencement of the three-year contract with Petrobras, expected to occur in 1Q2025

Subsequent events

- Entered into an agreement with the previous owners of SSV Catarina to pay a lump sum of $8.0 million to acquire the 17.5% earnout agreement and settle all other amounts outstanding
- Announced the order of interdiction affecting the DS Carolina issued by ANP (Brazilian oil, natural gas and biofuels regulatory body)

We were very pleased to announce during Q4 the new long-term contract for the DS Carolina with Petrobras, with an added backlog of $363 million. Our operations this quarter were adversely affected by two significant downtime events experienced by the SSV Victoria, while our other two operating rigs maintained an uptime greater than 95%. Backed by our industry-leading cost structure, we delivered financial results which strengthened our cash position and reduced our interest-bearing debt during the quarter. Ventura continues to be well positioned to secure additional backlog for our units offering attractive re-contracting economics.

Guilherme Coelho, Chief Executive Officer

Operations

Both the DS Carolina and SSV Victoria operated under its long-term contracts with Petrobras for the full quarter. DS Carolina delivered an uptime of 95% but operations for SSV Victoria were impacted mostly by two events: a failure on the KBOS equipment caused by water ingress on the insert chamber, which required pulling the BOP and causing 249 hours of downtime, and a failure from the padeyes on lifeboat during load testing, which damaged the lifeboat causing 102 hours of downtime. The issue with the KBOS has since been resolved and a new lifeboat is expected to be resolved imminently, with no additional offhire time expected.

The SSV Catarina continued to operate under its 4 well contract with ENI Indonesia, with an uptime of 96%. It is currently estimated that the current firm wells will keep the unit utilized into the fourth quarter of 2025. In addition to the current firm wells, ENI has options for an additional five fixed-price wells, four in Indonesia and one in Vietnam.

Operational uptime for the fourth quarter was 90% for the 3 owned rigs and with a financial uptime of 88%.

On December 17, 2024, the Company announced that DS Carolina was awarded a new contract with Petrobras to operate on the Sepia and Atapu fields located in the Santos basin. The contract is for a firm period of 910 days and with a Petrobras' unilateral optional period of 305 days. The contract totalizes approximately $363 million for the 910-day firm contract term and includes $26 million for mobilization payments. Additionally, the contract can be further extended by up to 1,215 days by mutual agreement. The unit is currently on contract with Petrobras until the second quarter of 2026, whereby it will undergo essential contract preparation works and class inspections before commencing operations under the new contract in 2026.

The Atlantic Zonda, which the Company operates under a management agreement, arrived in Brazil on November 27th for final commissioning and acceptance tests. The unit is currently expected to commence a three-year contract in Brazil with Petrobras during the first quarter of 2025.

As a subsequent operational event to Q4, 2024, in January the DS Carolina was subject to an order of interdiction (i.e. suspension) from ANP (the regulatory body for oil, natural gas and biofuels industries in Brazil). ANP is of the view that certain emergency procedures used by the industry should be improved. The Company has a constructive dialogue with Petrobras and expects the order of interdiction to be lifted within short time.

The Company's position is that the financial impact of the suspension should not be material and is in ongoing discussions with its client. The Company will provide further updates on this matter as soon as there is a material development.

Financial results 4Q24

The Company reported for the three-months' period ending December 31, 2024, a net profit of $23.5 million and an adjusted EBITDA of $17.4 million as per the table below. Cash flow from operating activities for our owned and managed drilling unts in the three-month period was positive with $18.8 million mainly as a result of the operations of our drilling units and managed drilling units, collection of a mobilization fee related to SSV Catarina and other working capital changes.

The Company reported gross revenues of $96.0 million which includes revenues of $13.9 million related to reimbursable income and management services of the managed units, and $22.9 million related to amortization of an unfavourable contract liability identified in a Purchase Price Allocation ("PPA") performed in May 2024, when acquiring the shares of UER and establishing estimated fair values for the acquired assets and liabilities. The three drilling units owned by the Company generated revenues of approximately $59.2 million in the fourth quarter, which includes recognition of $2.8 million in recognized amortization of mobilization fees.

Rig Operating and Maintenance Expenses in the fourth quarter was $48.5 million, where $35.4 million relates to the owned units as per the table below. Approximately $5.6 million of the $35.4 million relates to ancillary services under the SSV Catarina contract which are fully reimbursed by the customer plus a market-based margin. The remaining balance of $29.8 million implies a daily average OPEX of approximately $ 108,000 based on 276 rig operating days for our 3 owned units in the quarter. It is the Company's objective is to maintain a low daily opex for its drilling units.

General and Administrative Expenses in the fourth quarter was $7.3 million which included certain year-end accruals. The Company expects average recurring SG&A cost per quarter in 2025 to be approximately $2 million lower than the Q4 cost of $7.3 million.

The Company has expensed about $4.8 million of interest cost related to the bond loan in the fourth quarter that includes amortization deferred loan cost. As part of the acquisition and commencement of the current drilling contract for SSV Catarina, we also entered into a Revolving Credit Facility ("RCF") of $30 million to fund working capital requirements. The interest expense in the fourth quarter was about $0.4 million. The RCF has a duration of up to two years.

The table below includes operating revenues and expenses for the Company's owned rigs in the period from October 1 to December 31, 2024, and Operating Revenues includes $2.8 million in amortized mobilization fees for the relevant period.

ADJUSTED EBITDA 4Q24	**USD '000**
Revenues	
Operating Revenues – Owned units *	59,216
Management fee Income – Net of cost*	823
Total Revenues	60,039
Operating Expenses	
Rig Operating and Maintenance Expenses owned rigs	(35,381)
General and Administrative Expenses	(7,283)
Total Expenses	(42,664)
Adjusted EBITDA	17,375

*Operating revenues are excluding non-cash revenue related to amortization of Unfavourable Contract Liability, and Management fee Income is presented as a net amount of gross revenues, less rig operating and maintenance expenses for managed vessels.

We refer to the half-year financial statements that were published on August 30, 2024, and our third quarter report that was published on November 28, 2024, for comments related to the respective periods.

Financing and liquidity

As of December 31, 2024, the Company had $46.5 million in free cash plus $1.3 million in a restricted bank deposits used as collateral related a performance bond for the Catarina. We have further deposited $9.5 million as a time deposit with a local bank in Indonesia as security for a performance bond for the Catarina, which is not reflected under Cash and Cash Equivalents in our balance sheet but presented in Other Current Assets. We are expecting this time deposit to be replaced by a bank guarantee under the Company's RCF during the first quarter of 2025.

The company held an additional restricted cash of $10.8 million on behalf of the owners of the managed drilling unit to cover upcoming operating expenditure and capital expenditures.

As of December 31, 2024, the outstanding balance on the Company's bond loan was $175.0 million after paying down its first instalment of $10.0 million on the loan in October. The bond loan carries 10% interest and has a duration of three years with quarterly amortization of $10.0 million and interest payments and matures in April 2027. The free liquidity covenant is $15 million including the unutilized portion of the RCF.

The Company raised a Revolving Credit Facility of $30 million in July for working capital purposes. The RCF has the flexibility to be utilized for either cash withdrawals or issuance of guarantees. The RCF carries an interest margin of 3.75%, plus a term SOFR interest rate when used for cash withdrawals. The outstanding balance as of December 31, 2024, was $10.8 million that has been used for cash collaterals related to the performance bonds required under the drilling contract in Indonesia.

As a subsequent event to Q4, 2024, the Company announced on February 10, 2025, that the Company had reached an agreement with UMAS 1 AS whereby the Company agreed to pay a lump sum amount of $8 million as full and final settlement of:

- Any and all earnings under the profit split with UMAS since the ENI contract for Catarina commenced 17 August 2024
- The five-year 17.5% profit split for the Catarina unit for its current and future rig contracts
- All amounts outstanding in relation to the final accounts and working capital of Catarina in connection with its acquisition which was completed in July 2024

In connection with closing of the transaction which took place on February 13th, 2025, the Company utilized an additional $8.0 million under the RCF facility.

During the quarter the Company had $2.3 million of CAPEX on its 3 owned units.

Market Update

The offshore E&P spending is experiencing a slowdown in demand for offshore services in several regions as oil companies' are balancing expenditures with shareholder returns and supply chain restrictions, such as FPSOs, causing delays in significant projects. Despite the reductions, offshore spending is still estimated to be close to 3% YOY growth in 2025 with Petrobras contributing significantly to the growth of offshore spending while majors are focused on a disciplined approach.

In Asia, some potential tenders have been delayed or are in the process of retendering. The PTTEP deepwater tender is in the retendering phase with an estimated mobilization time for early 2026. ENI continues to develop the Indonesia hub with demand for deepwater rigs. SSV Catarina operations continue to progress in developing areas like West Ganal and East Sepinggan, which contributes to the production output of ENI Indonesia. The current plan for the SSV Catarina also includes East Ganal and Muara Bakau blocks and indicates the demand for SSV Catarina to extend into 2026. ENI Indonesia is also proceeding with two expected tenders, one for a long duration, 5 firm wells and 7 optional, and another short-term demand for 1 firm well and 1 option. Apart from Southeast Asia, the company remains optimistic about opportunities in India that have a strong possibility of materializing in 2025.

The South America region, and Brazil in particular, continues to be a key area for the deepwater market with solid demand and favorable contract terms averaging 2 years. Projected upstream investments in the region remain stable and are projected to be 5% CAGR from 2023 to 2027 according to Rystad.

Petrobras remains the major player in South America and globally in terms of upstream expenditure. In line with its 5-year business plan published in late 2024, a recent meeting held by Petrobras with suppliers confirmed the overall demand for well services over the next 5 years. A total of 10 new FPSOs are confirmed to be online by 2029, with an additional 11 FPSOs to be confirmed, including Búzios 12. The rig demand has been confirmed to stay between 25 and 30 rig-years with a possible upside depending on exploration results and additional P&A work. Petrobras' recent tender processes confirm the execution of the business plan, with ongoing shallow water tender processes for a jack-up to work in the northeast as part of the P&A program, and, on the floater side, Roncador field hiring 2 rigs, the pool tender process contracting 3 rigs, and the successful hiring of 3 rigs for Sepia Atapu.

Petrobras has indicated that tender activity in 2025 will focus on maintaining the same level of rigs available in Brazil following the business plan guidelines. There is a jack-up tender process ongoing that aims to initiate operations in 2026 and additional floaters are estimated to initiate operations in 2027, which, as confirmed by Petrobras, would require mobilization and acceptance still in 2026. The indicated Petrobras' rig demand plan aligns with Ventura's availability of the SSV Victoria, which is well positioned to compete with the 11 rigs rolling out contracts in 2025 and 2026. Petrobras has confirmed the demand for, among other fields, SEAP, Mero, and Búzios, for rigs and several well services, such as wellheads, cement services, and completion equipment that will be contracted during 2025 and mobilized late in 2025 and throughout 2026.

Lastly, Petrobras continues to dedicate resources to exploring new frontiers. Pelotas and Equatorial margin remain the main focuses of the exploration campaign. However, the recent announcement of the pre-salt discovery in the Santos basin supports the strategy to continue pursuing gains in other areas and diversifying the portfolio of opportunities. The most recent tender processes hired rigs capable of operating in the most demanding exploration areas and secured the assets to initiate the exploration once all licenses are approved. Recent developments in the political landscape indicate a broader interest in initiating exploration in new areas.