

Who we are

# Leading company in oil and gas asset integrity, ensuring long-term environmental sustainability

For 47 years, we have been a Brazilian company developing subsea solutions for the oil and gas market, ensuring long-term environmental sustainability.

We operate in prevention, contingency, and engineering to mitigate environmental risks of our clients' activities and to extend the lifespan of their assets.

Our services include inspection, intervention, and monitoring of subsea structures through comprehensive solutions for the oil and gas and renewable energy industries, serving maritime construction and supporting major projects.

To meet diverse subsea engineering needs, we offer 17 vessels and 55 ROVs, including 13 Work Class ROVs capable of reaching depths of up to 3,000 meters.

We are Oceânica, a company that combines environmental and social responsibility with excellence in offshore services.







### Q3 2025 Highlights



## R\$ 437.2 million

Net revenue

75% higher than in Q3 2024



## Mobilization complete

Oceanicasub XIV finished its mobilization



### 55 ROVs

42 Observation ROVs and 13 Work Class ROVs



### R\$ 172.1 million

Adjusted EBITDA

151% higher than in Q3 2024



### R\$ 8.2 billion

Backlog



### 17 vessels

Operational fleet (18 in October)



### Bond Reopening

USD 150 million additional notes



## **Diversified Contract base**

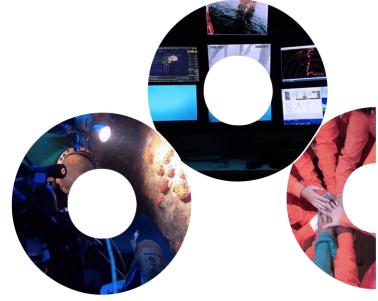
40 active contracts serving different segments and services

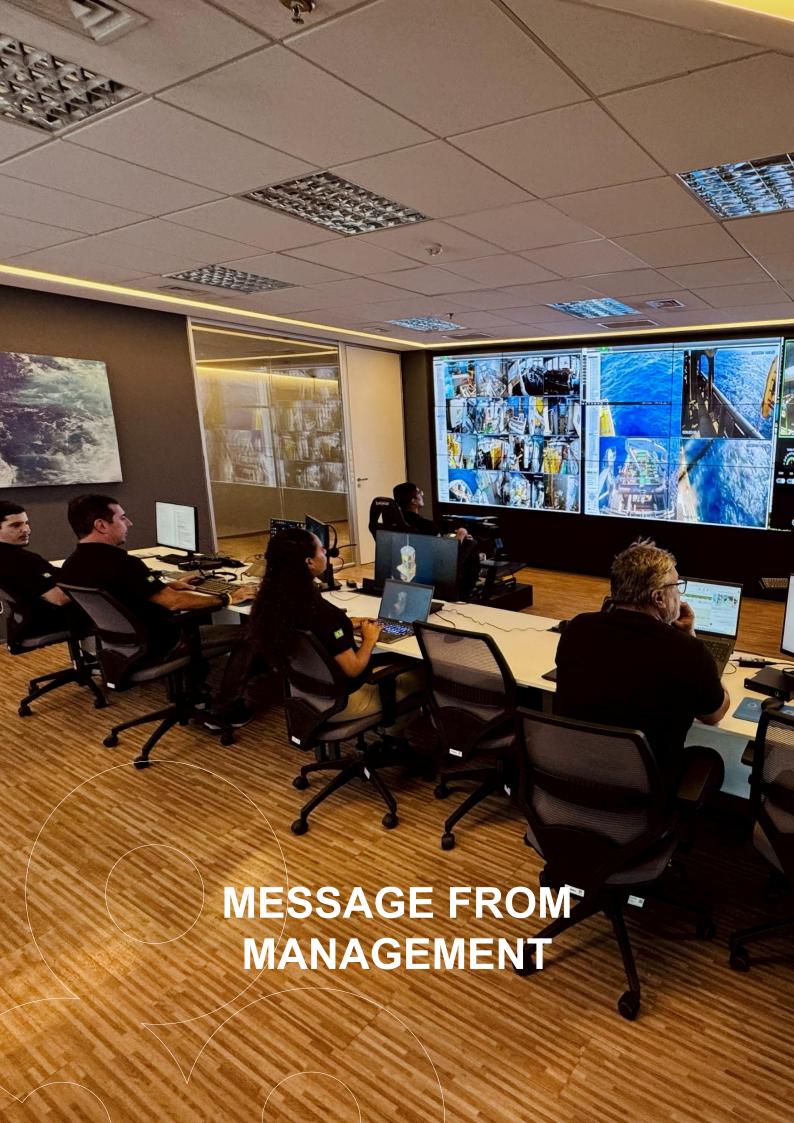


# Vessel acquisition

Acquisition of Oceanicasub XIX







Earnings Release | Q3 2025 November 13, 2025



#### **Message from Management**

In accordance with regulatory requirements, the Management of Oceânica Engenharia e Consultoria S.A., a leading company in maintaining the integrity of oil and gas assets in the Brazilian market, is pleased to present the Management Report and the Quarterly Information for the period ended September 30, 2025, prepared in accordance with accounting practices adopted in Brazil and international financial reporting standards (IFRS) issued by the International Accounting Standards Board (IASB).

We achieved another strong quarter in terms of financial performance, showing that our strategy for 2025 has been well-designed and we have executed consistently throughout the year. We continue to focus on delivering our backlog with operational efficiency, meeting our clients' needs while optimizing our costs and expenses.

Net revenue reached R\$ 437.2 million, a 75% increase compared to 3Q24, and Adjusted EBITDA was R\$ 172.1 million, with a 39% margin, 151% higher than in 3Q24 and 8% lower than in 2Q25. Annualizing our 9M25 EBITDA would result in R\$ 735.0 million, with 3.1x net debt / EBITDA, consistent with the improvement we have shown throughout the year as we deploy and improve the performance of our assets.

The positive performance in 3Q25 was driven by the results from engineering contracts, SUB IX's return to a full quarter of operations after docking in 2Q25, continued high-standard operations from SUB X, and improved operational performance across other contracts, particularly SUB XI.

While we delivered solid results in 3Q25, our results do not yet fully capture the potential of our backlog. Notably, three vessels - Oceanicasub XIV, Oceanicasub XV, and Oceanicasub XVII (the latter acquired in January 2025) - were undergoing mobilization for their respective contracts during the quarter. In the month of October, we acquired Oceanicasub XIX, through our newly formed unrestricted subsidiary, Ocean XIX. This vessel will commence operations in 2026 to fulfill its contract.

Regarding our main client, Petrobras, our total backlog now stands at R\$ 8.2 billion, supported by 40 active contracts.

Our fleet currently comprises 17 operational vessels, 55 remotely operated vehicles (ROVs), including 13 Work Class ROVs, as well as diving systems and specialized tools, which enable us to deliver our services.

As of 3Q25, our workforce comprised 2,334 employees, our most valuable assets. To enhance and empower our team members, we provided ongoing training and workshops across various departments; implemented a critical operational procedure review program to ensure safety and quality; resumed our employee engagement survey to identify areas of strength and improvement in the work environment; and introduced a comprehensive onboarding program for new hires, focusing on our core values and promoting a strong Oceânica culture.

In our ESG efforts, we remain committed to good governance and transparency. We completed our greenhouse gas inventory, covering scopes 1, 2, and 3, and published our third annual Sustainability Report.

These efforts align with our strategic plan for growth and social impact, which is grounded in our vision to maintain our position as Brazil's leading subsea services provider and forefront developer of innovative subsea solutions in the energy sector.





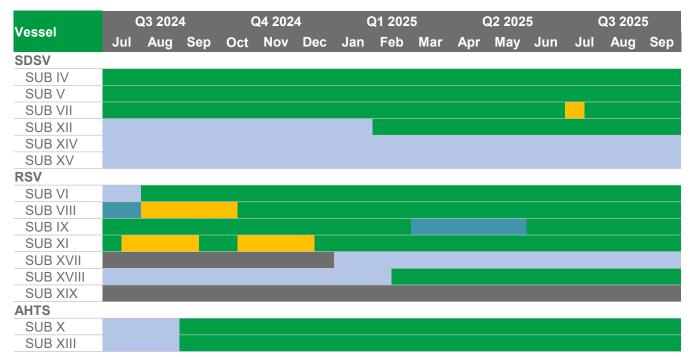
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#### Operational information

#### Q3 2025 Highlights



#### Vessel status\*



#### **Operational performance**

Our operational recovery, started in September 2024, continued to gain momentum in 3Q25, with net revenue reaching R\$ 437.2 million, 75% higher than 2Q24. This growth was driven by strong results from engineering contracts, SUB IX's full-quarter contribution, and high performance from SUB X and SUB XI. With most mobilizations now complete, we have only three remaining vessels to deploy (Oceanicasub XV, Oceanicasub XVIII and Oceanicasub XIX). For the sake of clarity, the vessel which we formerly referred to as Oceanicasub XVII was substituted by Oceanicasub XIX. We anticipate the recovery momentum to continue in 4Q25 and into 2026.

Regarding the ongoing mobilizations, Oceanicasub XV is scheduled to commence operations in 4Q25, Oceanicasub XVII and Oceanicasub XIX in 1Q26.

<sup>\*</sup> Table of vessels with long-term contracts with Petrobras



Operating
Docking
Mobilization
Unscheduled maintenance

#### **Financial information**

#### Q3 2025 Highlights



Net revenue of R\$ 437.2 million, 75% higher than in Q3 2024



Gross income of R\$ 128.7 million, 163% higher than in Q3 2024



Adjusted EBITDA of R\$ 172.1 million, 151% higher than in Q3 2024



Net loss of R\$ 25.2 million, against net loss of R\$ 46.6 in Q2 2024



**Backlog** of R\$ 8.2 billion

In R\$ thousand	Q3 2025 (A)	Q3 2024 (B)	9M25 (C)	9M24 (D)	(A)/(B)	(C)/(D)
Gross revenue	489.451	281.831	1.422.880	767.882	74%	85%
Deductions from revenue	(52.260)	(31.722)	(147.626)	(85.131)	65%	73%
Net revenue	437.191	250.109	1.275.254	682.751	75%	87%
Cost of services and sales	(308.449)	(201.100)	(853.135)	(604.737)	53%	41%
Gross income	128.742	49.009	422.119	78.014	163%	441%
Gross margin	29%	20%	33%	11%		
Expenses / operating revenue						
Administrative expenses	(38.667)	(24.379)	(92.620)	(69.662)	59%	33%
Other operating expenses	(13.055)	(7.896)	(45.534)	(34.967)	65%	30%
EBIT	77.020	16.734	283.965	(26.615)	360%	-1167%
Depreciation	41.906	31.577	119.332	96.395	33%	24%
Appropriation of costs incurred to fulfill contracts with customers	41.175	18.014	109.090	42.044	129%	159%
EBITDA	160.100	66.325	512.387	111.824	141%	358%
Adjustments	12.003	2.374	38.868	25.909	406%	50%
Adjusted EBITDA	172.103	68.699	551.255	137.733	151%	300%
EBITDA Margin	39%	27%	43%	20%		
Financial result						
Financial income	442.866	5.449	923.802	17.758	8027%	5102%
Financial expenses	(572.049)	(98.207)	(1.178.043)	(257.223)	482%	358%
Earnings before taxes	(52.163)	(76.024)	29.724	(266.080)	-31%	
Income tax and social contribution	27.006	29.456	20.754	97.161	-8%	-79%
Net income	(25.157)	(46.568)	50.478	(168.919)	-46%	
Net margin	-6%	-19%	4%	-25%		

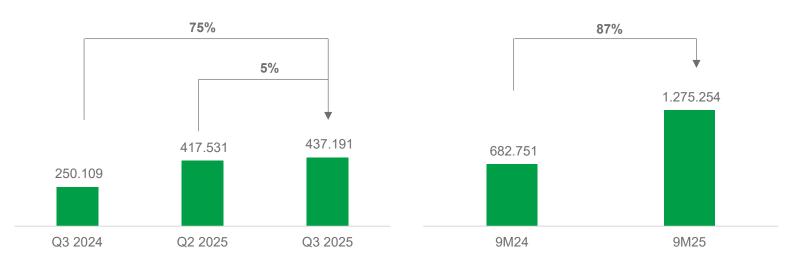


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#### **Consolidated Results**

In R\$ thousands

#### **Net revenue**



The R\$ 187.1 million increase in Q3 2025 net revenue compared to Q3 2024 was driven by the results from engineering contracts, SUB IX's return to a full quarter of operations after docking in 2Q25, continued high-standard operations from SUB X, and improved operational performance across other contracts, particularly SUB XI. On a YTD basis, net revenue reached R\$ 1,275.3 million, R\$ 592.5 million higher than the same period in 2024, with 99% derived from Petrobras contracts.

#### **Costs and Expenses**

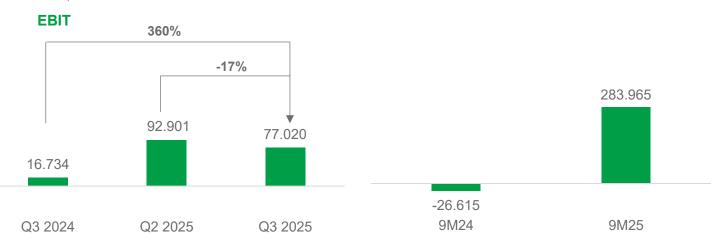


The R\$ 126.8 million increase in Q3 2025 costs and expenses compared to Q3 2024 is primarily due to the commencement of operations of new contracts throughout 2H24 and in 1H25, notably the Hull Inspection and SDSV SUB V contracts in 2024, and SDSV SUB XII contract and SUB XVIII in Hull Inspection in 2025.

Costs and expenses increased by R\$ 35.5 million in Q3 2025 compared to Q2 2025, driven by personnel, service inputs and third-party services increase. On a YTD basis, costs and expenses were R\$ 281.9 million higher than the same period in 2024.



In R\$ thousands



EBIT reached R\$ 77.0 million in Q3 2025, with a 18% margin, representing an increase of R\$ 60.3 million compared to Q3 2024. Compared to Q2 2025, EBIT was R\$ 15.9 million lower.

	Q3 2025 (A)	Q3 2024	9M25 (C)	9M24	(A)/(B)	(C)/(D)
EBIT	77.020	(B) 16.734	283.965	(D) (26.615)	360%	-1167%
Depreciation	41.906	31.577	119.332	96.395	33%	24%
Prepaid expense amortization	41.174	18.014	109.090	42.044	129%	159%
EBITDA	160.100	66.325	512.387	111.824	141%	358%
Adjustments	12.003	2.374	38.868	25.909	406%	50%
Adjusted EBITDA	172.103	68.699	551.255	137.733	151%	300%

#### **Adjusted EBITDA**



The R\$ 103.4 million increase in adjusted EBITDA in Q3 2025 compared to Q3 2024 is primarily driven by the commencement of operations of several vessels after July 2024. Specifically, with Oceanicasub XIII starting work on the Hull Inspection contract in August and Oceanicasub X operations commenced also in August, following a delay due to the IBAMA server strike. Additionally, Oceanicasub XII and Oceanicasub XVIII began operations in 2025. These new contracts more than offset the conclusion of two lump sum contracts in 2024 (Hibernation and Plug and Abandonment).

Compared to Q2 2025, adjusted EBITDA for Q3 2025 was 8% lower. On a YTD basis, adjusted EBITDA increased by R\$ 413.5 million compared to the same period in 2024.



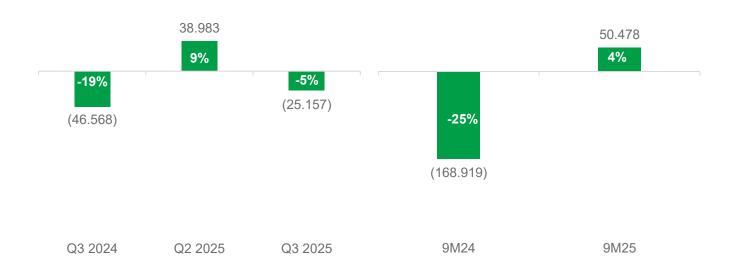
In R\$ thousands

#### **Financial result**

	Q3 2025 (A)	Q3 2024 (B)	9M25 (C)	9M24 (D)	(A)/(B)	(C)/(D)
Financial income	442.867	5.449	923.802	17.758	8027%	5102%
Income from investments	68.892	116	230.058	989	59409%	23153%
Interest income	1.453	952	8.927	1.147	53%	678%
Foreign exchange gain	369.432	3.583	661.161	12.983	10208%	4992%
Derivatives income	3.090	798	23.656	2.639	287%	797%
Financial expenses	(572.051)	(98.207)	(1.178.043)	(257.223)	-482%	-358%
Interest expenses	(158.196)	(91.967)	(511.346)	(213.299)	-72%	-140%
Banking fees	(9.384)	(1.485)	(21.820)	(5.879)	-532%	-271%
Lease financing expenses	(764)	(675)	(1.898)	(3.470)	-13%	45%
Foreign exchange loss	(376.950)	(3.418)	(598.100)	(25.121)	-10927%	-2281%
Derivatives expenses	(11.127)	(19)	(18.982)	(6.544)	-59757%	-190%
Other financial expenses	(15.630)	(643)	(25.897)	(2.910)	-2332%	-790%
Net financial result	(129.184)	(92.758)	(254.241)	(239.465)	39%	6%

The Q3 2025 financial was a negative R\$ 129.2 million, compared to a negative R\$ 92.8 million in Q3 2024. On a YTD basis, the financial result was a negative R\$ 254.2 million, compared to a negative R\$ 239.5 million in the same period of 2024.

#### Net income (loss)



In Q3 2025, we reported a net loss of R\$ 25.2 million, compared to a net loss of R\$ 46.6 million in Q3 2024. Compared to Q2 2025, net income decreased by R\$ 64.1 million.

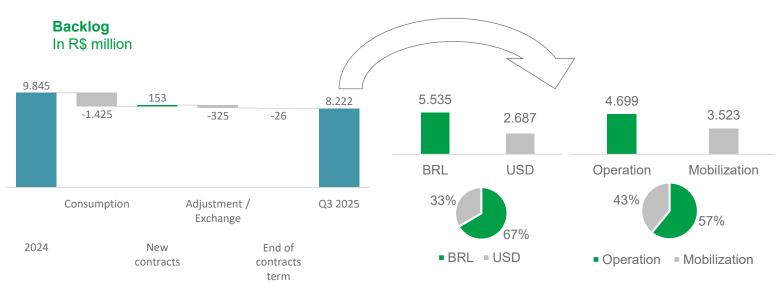
On a YTD basis, net income reached R\$ 50.5 million, representing a R\$ 219.4 million turnaround from the net loss of R\$ 168.9 million in the same period of 2024.



#### **Indebtedness and Leverage**

In R\$ thousand	LTM Q3 2025	2024	(B)/(C)
	(B)	(C)	
Gross bank debt	5.240.514	5.135.088	2%
Lease payables	21.098	19.817	6%
Total gross debt	5.261.613	5.154.904	2%
Cash	840.885	203.778	313%
Financial investments	2.176.677	2.381.099	-9%
Derivatives	(11.084)	67.356	
Net debt	2.255.135	2.502.671	-10%
Adjusted EBITDA	721.560	308.038	
Net debt / EBTIDA	3,1x	8,1x	

The internalization of the bond issued by our subsidiary Oceanica LUX was structured through the issuance of an exchange debenture. This transaction allowed us to receive the cash proceeds from the bond, while the debt associated with the bond remained recorded on the subsidiary's books. As a result, the company's gross debt appears to be doubled, reflecting both the subsidiary's debt and the parent company's debt. However, it is important to note that this doubling does not impact the company's net debt.



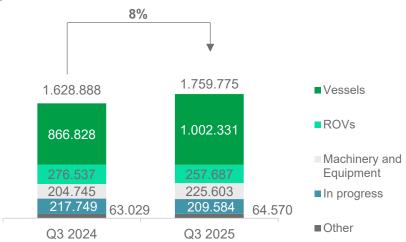
	Number of contracts	Average daily rate*	Backlog	Term
SDSV (charter + service)	12	376	2.581.511	until 2028
RSV (charter + service)	12	393	2.916.872	until 2028
AHTS (charter + service)	4	430	1.088.548	until 2029
Contingency	2	185	553.139	until 2028
Lump Sum Contracts	4	402	858.230	until 2027
Other	6	64	224.105	until 2026
Total	40		8.222.404	

<sup>\*</sup> Average daily rate in September 2025 (with contractual adjustment when applicable) – R\$ thousand



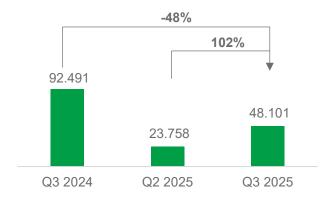
In R\$ thousands

#### Property, plant and equipment



The R\$ 130.1 million increase in the fixed assets balance in Q3 2025 compared to Q3 2024 is primarily due to the acquisition of vessels and other equipment for new projects.

#### **CAPEX**



CAPEX increased by R\$ 24.3 million in Q3 2025 compared to Q2 2025 and decreased by R\$ 44.4 million compared to Q3 2024.

#### **ROIC**



In Q3 2025, the Company delivered a ROIC of 9%, up from 2% in Q3 2024. This significant improvement was driven by a substantial increase in NOPAT, which rose 6.4 times compared to Q3 2024, reflecting the Company's enhanced operational performance.



### **Reconciliation of adjusted EBITDA** In R\$ thousand

	Q3 2025 (A)	Q3 2024 (B)	9M25 (C)	9M24 (D)	(A)/(B)	(C)/(D)
Net income	(25.157)	(46.568)	50.478	(168.919)	-46%	
Income Tax and Social Contribution	(27.006)	(29.456)	(20.754)	(97.161)	-8%	-79%
Profit before tax	(52.163)	(76.024)	29.723	(266.080)	-31%	
Financial result	129.182	92.758	254.241	239.465	39%	6%
Depreciation	41.906	31.577	119.332	96.395	33%	24%
Appropriation of costs incurred to fulfill contracts with customers	41.175	18.014	109.090	42.044	129%	159%
EBITDA	160.100	66.325	512.386	111.824	141%	358%
Adjustments						
Contractual fines	21.769	2.388	48.868	31.440	812%	55%
Gain/Loss on asset disposal	-	-	-	(3.931)		
Provision of allowance for bad debts	(6.346)	-	(6.346)	-		
Insurance recoveries	(3.420)	(13)	(3.653)	(1.599)	25342%	128%
Adjusted EBITDA	172.103	68.699	551.255	137.733	151%	300%

#### **Calculation of ROIC**

In R\$ thousand

	Annualized 9M25	LTM Q3 2025	LTM Q3 2024	(B)/(C)
	(A)	(B)	(C)	, , , ,
EBIT	378.619	395.407	28.074	1308%
Adjustments	51.825	52.215	41.336	26%
Adjusted NOPAT	284.093	295.431	45.811	545%
Gross debt	3.096.019	3.096.019	2.139.759	45%
Equity	16.283	16.283	(21.311)	
Invested capital	3.112.302	3.112.302	2.118.448	47%
ROIC	9%	9%	2%	



#### **Consolidated Balance Sheet**

In R\$ thousand

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	09/30/2025	12/31/2024
Asset		
Current		
Cash and Cash Equivalents	840.885	203.778
Restricted Financial Investments	180.801	55.630
Net Accounts Receivable	164.660	122.539
Inventory	49.222	39.403
Advances to Suppliers	8.683	5.788
Taxes Recoverable	50.431	124.643
Contractual Retention	23.274	19.145
Derivatives	-	92.957
Prepaid Expenses	153.679	134.790
Other Current Assets	6.625	5.057
Total Current Assets	1.478.260	803.730
Noncurrent		
Restricted Financial Investments	1.995.876	2.325.469
Prepaid Expenses	231.032	224.643
Taxes Recoverable	60.472	
Judicial Deposits	379	319
Deferred Income Tax and Social Contribution	150.635	194.706
Contractual Retention	27.416	21.001
Right of use	18.684	17.397
Property, Plant and Equipment (PPE)	1.759.775	1.694.690
Intangible Assets	1.290	2.263
Total Noncurrent Assets	4.245.559	4.480.488
Total assets	5.723.819	5.284.218
Liability		
Current		
Suppliers	140.913	125.439
Lease Payable	9.887	10.523
Loans and Financing	494.759	343.629
Payroll and related charges	101.064	66.838
Taxes and Contributions Payable	47.823	24.963
Contractual Penalties	95.283	52.566
Tax Installments	10.109	2.063
Derivatives	11.084	25.601
Total Current Liabilities	910.922	651.622
Noncurrent		
Suppliers	2.621	4.306
Provision for Contingencies	4.914	1.005
Lease Payable	11.211	11.704
Loans and Financing	4.745.755	4.791.459
Tax Installments	32.113	5.499
Total Noncurrent Liabilities	4.796.614	4.813.973
Finite		
Equity		== ^= :
Share Capital	57.671	57.671
Other comprehensive results	147.182	-
Net Income	(239.048)	(239.048)
Profit/(Loss) for the period	50.478	-
Total Equity	16.283	(181.377)
Total Liabilities and Equity	5.723.819	5.284.218

### Oceânica

#### **Cash Flow**

In R\$ thousand

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	09/30/2025	09/30/2024
Cash flows from operating activities	<u>'</u>	
Profit before income and social contribution taxes	29.724	(266.080)
Adjustments due to		
Income from financial investments	(221.984)	-
Appropriation of costs incurred to fulfil a contract with customers	109.090	42.044
Transaction costs amortization	21.769	-
Depreciation and amortization	113.979	87.218
Depreciation of right-of-use assets	5.353	9.177
Write-off of PP&E residual value	208	
Interest on borrowings and financing	511.346	213.299
Interest on leases	1.898	3.470
Foreign exchange gains/losses	(63.061)	12.138
Gain (loss) on hedge transactions and derivatives	(4.674)	3.905
Foreign exchange gain/loss on designated sales	(36.620)	0.000
Creation of the provision for contingencies	5.095	2.090
Residual value of leases	5.095	
	470.400	(3.931)
Total adjustments	472.123	103.330
(Increase) decrease in assets and increase (decrease) in liabilities		
Trade receivables	(42.121)	2.164
Inventory	(9.819)	(10.800)
Advance to suppliers	(2.895)	(2.104)
Recoverable taxes	14.845	(33.929)
Contract retention	(10.544)	(12.778)
Judicial deposits	(60)	(73)
Prepaid expenses - Costs incurred to fulfill contracts with customers	(134.387)	(208.913)
Other noncurrent assets	/	
	(1.569)	(4.494)
Trade payables	11.741	1.816
Payroll and related charges	34.226	20.132
Taxes and contributions payable	11.863	(5.539)
Contractual fines	42.717	9.312
Tax financing	34.660	3.837
Labor risk payment	(1.186)	-
Payment on loan interest	(352.091)	(198.139)
Lease interest payments	(1.607)	(3.470)
Net cash provided by (used in) operating activities	65.896	(339.648)
Cash flows from investment activities		
Restricted short-term investments	85.695	379
Acquisitions of property, plant and equipment	(178.977)	(542.488)
Acquisitions of intangible assets	,	,
Net cash used in investment activities	(37)	(1.727)
Net cash used in investment activities	(93.319)	(543.836)
Cash flows from financing activities		
Loans, financing and debentures secured	1.555.802	2.093.372
Addition of funding costs	(45.861)	_
Leases paid	(6.716)	(12.699)
Loans paid	(907.230)	(1.340.867)
Dividends paid	(507.250)	(3.000)
NDF (Non-Deliverable Forward) - Cash Settled	68.535	(3.905)
Net cash produced by (used in) financing activities	664.530	732.901
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Net increase (decrease) in cash and cash equivalents	637.107	(150.583)
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Cash and cash equivalents At beginning of year	203.778	212.929
At end of year	840.885	62.346
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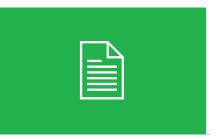


#### **ESG** information

#### Q3 2025 Highlights





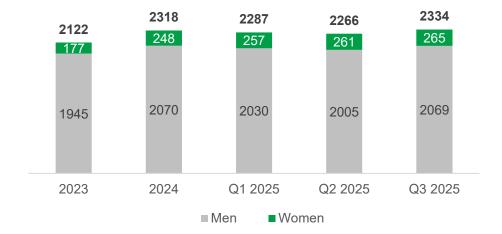


ROV Trainees One more class complete

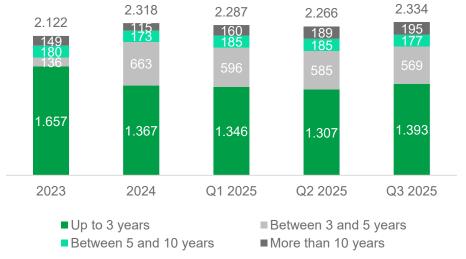
Oceânica Fit One more edition in Rio das Ostras

GHG Protocol Gold Seal Greenhouse gas inventory covering scopes 1, 2 and 3

#### **Employees profile**



#### Time of service









Pursuant to article 25 (VI) of CVM Directive 480/09, the officers hereby represent they have reviewed, discussed and accepted the opinions expressed in the Independent 'Report and the Quarterly Information for the period ended September 30, 2025.

#### **Relations with the Independent Auditors**

Pursuant to CVM Directive 381/03, we inform that Ernst & Young Auditores Independentes S.S. was engaged to provide independent auditing services for our Financial Statement in accordance with the accounting practices adopted in Brazil and International Financial Reporting Standards (IFRS).

We represent that in the period ended September 30, 2025, Ernst & Young did not provide us with any other services that could impair their professional independence.

#### **Glossary of terms**

**AHTS:** Anchor Handling and Tug Supply (a vessel that can act as a tugboat, handle anchors and transport supplies)

**FPSO:** Floating Production Storage and Offloading

**IMR:** Inspection, Maintenance and Repairs

**ROV:** Remotely Operated Vehicle

**RSV:** ROV Support Vessel

**SDSV:** Shallow Dive Support Vessel



