Noble Corporation Plc Announces Third Quarter 2022 Results And Share Repurchase Authorization

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- Business combination with Maersk Drilling closed on October 3, 2022. Consolidated results for the quarter reflect Noble Corporation prior to the business combination.
- Initiates shareholder return program with share repurchase authorization of up to \$400 million.
- Q3 Net Income of \$34 million, EPS of \$0.41 and Adjusted EBITDA of \$97 million.
- Q3 Cash Flow from Operations of \$74 million and Free Cash Flow of \$44 million.

SUGAR LAND, Nov. 2, 2022 - Noble Corporation plc (NYSE: NE, CSE: NOBLE, "Noble", or the "Company") today report quarter 2022 results.

	Three Months En	nded	
(in millions, except per share amounts)	September 30, 2022	September 30, 2021	June 30, 2022
Total Revenue	\$ 306	\$ 250	\$ 275
Contract Drilling Services Revenue	289	231	262
Net Income (Loss)	34	(24)	37
Adjusted EBITDA*	97	47	84
Adjusted Net Income (Loss)*	41	7	33
Diluted Earnings (Loss) Per Share	0.41	(0.36)	0.45
Adjusted Diluted Earnings (Loss) Per Share*	0.50	0.10	0.40

^{*} A Non-GAAP supporting schedule is included with the statements and schedules attached to this press release.

Robert W. Eifler, President and Chief Executive Officer of Noble Corporation plc, stated "Our third quarter financial resuccion improvement, driven by rising dayrates and consistently strong utilization. We are excited to have closed the combination between Noble and Maersk Drilling in early October and are well underway with integration activities. Ensuseamless service excellence for our customers, maintaining leadership in innovation and sustainability, and capturing sin synergies within two years remain key priorities. We anticipate that the combination of our robust financial profile and backlog will position Noble very well going forward, and we are pleased to deliver on a key transaction rationale with to announcement of a \$400 million share repurchase authorization."

Third quarter results

Third quarter financial highlights for legacy Noble Corporation on a standalone basis are as follows. Contract drilling se revenue for the third quarter of 2022 totaled \$289 million compared to \$262 million in the second quarter. Marketed flee was 89% in the three months ended September 30, 2022 compared to 85% in the previous quarter. Contract drilling se for the third quarter were \$186 million, up from \$178 million in the second quarter of 2022. Adjusted EBITDA for the three ended September 30, 2022 was \$97 million compared to \$84 million in the second quarter of 2022. Capital expenditure \$41 million in the third quarter and \$117 million through the nine months ending September 30, 2022. Net cash provide operating activities for the three months ended September 30, 2022 was \$74 million and free cash flow was \$44 million

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For additional reference, unaudited historical-basis financial highlights for legacy Maersk Drilling during the third quarter of 2022 included total revenue of \$283 million, adjusted EBITDA of \$63 million, and capital expenditures of \$35 million.

Shareholder return authorization

Noble's Board of Directors has authorized a share repurchase program that allows the Company to repurchase up to \$ of outstanding Company stock or warrants. The \$400 million authorization does not have a fixed expiration, and may be suspended or discontinued at any time. The program does not obligate the Company to acquire any particular amount

Balance sheet

The company's pro forma balance sheet as of September 30, 2022 when taking into consideration the Business Combi proceeds from the sale of the five jackups had a net debt balance of approximately \$190 million. In November, we expecomplete the Compulsory Purchase for the remaining shares of Maersk Drilling that were not acquired during the volun exchange.

As recently disclosed, Noble has received preliminary commitments from a group of banks to enter into a \$350 million, loan to replace the existing Maersk Drilling syndicated facilities. Additionally, Noble has received a preliminary commitn \$150 million, 3-year term loan to replace the existing Maersk Drilling loan with Danish Ship Finance. Each loan has an initial interest rate of Term SOFR (secured overnight funding rate) plus 3.50%, with margin increases beginning in year loans remain subject to final documentation and customary closing conditions, which Noble anticipates will be complete fourth quarter.

Operating highlights and backlog

Noble's marketed fleet of nine floaters was 96% contracted through the third quarter, similar to the legacy Maersk Drillin fleet which had full contracted utilization across seven marketed floaters. Contracting activity remains firm, reflecting the condition of the high-end drillship market segment, with leading edge dayrates for deepwater rigs well into the low to meet per day range.

Noble's jackup utilization was 82% in the third quarter, and current utilization (following the significant transaction-related to the composition of our jackup fleet) is now 92% with 12 out of 13 jackups currently under contract. The jackup Noble was recently awarded a contract for a four well intervention scope in the UK North Sea at a dayrate of \$87,500.

Per our fleet status report dated November 2, 2022, Noble's current backlog stands at \$3.9 billion.

Outlook

For the fourth quarter of 2022, Noble today announces a guidance range for Adjusted EBITDA of \$155 to \$175 million. expenditures are expected to range between \$65 and \$85 million. These estimates reflect the October 3, 2022 closing Maersk Drilling business combination and the October 5, 2022 sale of five jackups to Shelf Drilling.⁽¹⁾

Commenting on Noble's outlook, Mr. Eifler stated, "Our leadership team's extensive worldwide travel to meet with empl customers in recent weeks has only reinforced our confidence in the talent that we have assembled and the tremendou opportunity at hand for Noble. Despite global macroeconomic uncertainty, the fundamentals in our business, particularl deepwater segment, remain very promising, and Noble is poised and ready to execute as a new and dynamic leader in drilling."

¹ Due to the forward-looking nature of Adjusted EBITDA, management cannot reliably predict certain of the necessary components of the most directly comparable forward-looking GAAP measure. Accordingly, the company is unable to present a quantitative reconciliation of such forward-looking non-GAAP financial measure to the most directly comparable forward-looking GAAP financial measure without unreasonable effort.

Conference call

Noble will host a conference call related to its third quarter 2022 results on Thursday, November 3, 2022, at 8:00 a.m. Use Time. Interested parties may dial +1 929-203-0901 and refer to conference ID 31391 approximately 15 minutes prior to scheduled start time. Additionally, a live webcast link will be available on the Investor Relations section of the Company A webcast replay will be accessible for a limited time following the scheduled call.

For additional information, visit www.noblecorp.com or email investors@noblecorp.com

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About Noble Corporation plc

Noble is a leading offshore drilling contractor for the oil and gas industry. The Company owns and operates one of the most modern, versatile, and technically advanced fleets in the offshore drilling industry. Noble and its predecessors have been engaged in the contract drilling of oil and gas wells since 1921. Noble performs, through its subsidiaries, contract drilling services with a fleet of offshore drilling units focused largely on ultra-deepwater and high specification jackup drilling opportunities in both established and emerging regions worldwide. Additional information on Noble is available at www.noblecorp.com.

Successor reporting

Upon emergence from our restructuring on February 5, 2021, Noble adopted fresh-start accounting which resulted in N becoming a new reporting entity for accounting and financial reporting purposes. Accordingly, financial statements and February 5, 2021 are not comparable to financial statements and notes prior to that date. As required by GAAP, results as "Predecessor" for the period up to February 5, 2021 and "Successor" for all dates after.

Cautionary and Forward-looking statements

The shares may be repurchased under the new repurchase program in open market purchases, privately negotiated trace through plans, instructions or contracts established under applicable rules under the Securities Exchange Act of 1934, amended, through block trades, by effecting a tender offer, by way of accelerated share repurchase transactions or oth transactions, or by any combination of the foregoing. The manner, timing, pricing and amount of any repurchases will do by the Company at its discretion and may be based upon a number of factors, including market conditions, the Company price, earnings, capital requirements, financial conditions, available liquidity and competing uses for cash that may arise future, compliance with the Company's debt and other agreements, applicable legal requirements, and other considerate will effect a capital reduction connection with the repurchase program through a legal sanctioning process that is expect conclude in November.

This communication includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and of the Exchange Act. All statements other than statements of historical facts included in this communication, including t regarding future guidance, the offshore drilling market and momentum, contract commitments, commencements, novat extensions or renewals, contract tenders, share repurchases, plans and objectives of management for future operation mobilizations and scheduling, industry conditions, capital reductions, worldwide economic conditions, and benefits or reacquisitions or dispositions are forward-looking statements. When used in this communication, the words "anticipate," "could," "estimate," "expect," "intend," "may," "might," "plan," "prepare," "project," "schedule," "should," "shall" and "will" expressions are intended to be among the statements that identify forward-looking statements. Although we believe that expectations reflected in such forward-looking statements are reasonable, we cannot assure you that such expectation to be correct. These forward-looking statements speak only as of the date of this communication and we undertake no revise or update any forward-looking statement for any reason, except as required by law. We have identified factors, in not limited to, the business combination with Maersk Drilling (including but not limited to the effect of the announcemen completion of the Business Combination on Noble's business relationships, performance and business generally, the ri Business Combination disrupts current plans and potential difficulties in employee retention as a result of the Business Combination, the outcome of any legal proceedings that may be instituted against related to the Business Combination requirements, conditions or costs that may be imposed in connection with obtaining regulatory approvals in connection Business Combination, the ability to implement business plans, forecasts, and other expectations (including with respesynergies and financial and operational metrics, such as EBITDA and free cash flow) in connection with the Business C and to identify and realize additional opportunities, the failure to realize anticipated benefits of the Business Combination impact of the consummation of the Business Combination on relationships with third parties, and risks associated with that parties make in connection with the parties' critical accounting estimates and other judgments), the effects of public threats, such as the ongoing outbreak of COVID-19, and the adverse impact thereof on our business, financial conditio of operations (including but not limited to our operating costs, supply chain, availability of labor, logistical capabilities, c demand for our services and industry demand generally, our liquidity, the price of our securities, our ability to access ca markets, and the global economy and financial markets generally), the effects of actions by, or disputes among OPECwith respect to production levels or other matters related to the price of oil, market conditions, factors affecting the leve the oil and gas industry, supply and demand of drilling rigs, factors affecting our drilling contracts, including duration, do dayrates, operating hazards and delays, risks associated with operations outside the US, actions by regulatory authorit rating agencies, customers, joint venture partners, contractors, lenders and other third parties, legislation and regulatio drilling operations, compliance with regulatory requirements, violations of anti-corruption laws, shipyard risk and timing, mobilization of rigs, hurricanes and other weather conditions, and the future price of oil and gas, that could cause actual results to differ materially from those included in any forward-looking statements. These factors include those "Risk Fac referenced or described in the Company's most recent Form 10-K, Form 10-Q's, and other filings with the SEC. We can such risk factors and other uncertainties, and in many cases, we cannot predict the risks and uncertainties that could care actual results to differ materially from those indicated by the forward-looking statements. You should consider these ris uncertainties when you are evaluating us.

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Noble Corporation plc (formerly known as Noble Finco Limited) AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share amounts)

(Unaudited)		
	Successor	
	Three Months	Ended September 30,
	2022	2021
Operating revenues		
Contract drilling services	\$ 289,494	\$ 231,154
Reimbursables and other	16,378	19,217
	305,872	250,371
Operating costs and expenses		
Contract drilling services	186,482	188,552
Reimbursables	13,284	16,462
Depreciation and amortization	24,868	25,248
General and administrative	18,089	14,982
Merger and integration costs	9,338	5,033
(Gain) loss on sale of operating assets, net	354	3,146
Hurricane losses and (recoveries), net	1,896	10,441
	254,311	263,864
Operating income (loss)	51,561	(13,493)
Other income (expense)		
Interest expense, net of amounts capitalized	(7,943)	(8,870)
Loss on extinguishment of debt, net	(196)	<u> </u> -
Interest income and other, net	3,235	973
Income (loss) before income taxes	46,657	(21,390)
Income tax provision	(13,072)	(2,275)
Net income (loss)	\$ 33,585	\$ (23,665)
Per share data		
Basic:		
Net income (loss)	\$ 0.48	\$ (0.36)

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Diluted:		
Net income (loss)	\$ 0.41	\$ (0.36)

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Noble Corporation plc (formerly known as Noble FInco Ltd.) AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - CONTINUED (In thousands, except per share amounts) (Unaudited)

	Successor	Successor	
		Period from	Period from
		February 6, 2021	January 1, 2021
	Nine Months Ended	through	through
	September 30, 2022	September 30, 2021	February 5, 2021
Operating revenues			
Contract drilling services	\$ 746,992	\$ 515,680	\$ 74,051
Reimbursables and other	44,263	46,467	3,430
	791,255	562,147	77,481
Operating costs and expenses			
Contract drilling services	530,710	456,853	46,965
Reimbursables	37,095	41,577	2,737
Depreciation and amortization	77,109	64,831	20,622
General and administrative	52,300	47,939	5,727
Merger and integration costs	27,916	13,786	_
(Gain) loss on sale of operating assets, net	(3,105)	3,146	_
Hurricane losses and (recoveries), net	4,701	10,441	_
	726,726	638,573	76,051
Operating income (loss)	64,529	(76,426)	1,430
Other income (expense)			
Interest expense, net of amounts capitalized	(23,338)	(23,628)	(229)
Gain on bargain purchase	-	64,479	-
Loss on extinguishment of debt, net	(196)	-	-
Interest income and other, net	4,766	7,490	399
Reorganization items, net	-	-	252,051
Income (loss) before income taxes	45,761	(28,085)	253,651

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Income tax benefit (provision)	(11,775)	6,631	(3,423)
Net income (loss)	\$ 33,986	\$ (21,454)	\$ 250,228
Per share data			
Basic:			
Net income (loss)	\$ 0.49	\$ (0.35)	\$ 1.00
Diluted:			
Net income (loss)	\$ 0.42	\$ (0.35)	\$ 0.98

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Noble Corporation plc (formerly known as Noble Finco Limited) AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands) (Unaudited)

	<u> </u>		
	Successor		
	September 30, 2022	December 31, 2021	
ASSETS			
Current assets			
Cash and cash equivalents	\$ 422,486	\$ 194,138	
Accounts receivable, net	274,175	200,419	
Prepaid expenses and other current assets	57,965	61,089	
Total current assets	754,626	455,646	
Intangible assets	25,324	61,849	
Property and equipment, at cost	1,341,132	1,555,975	
Accumulated depreciation	(119,442)	(77,275)	
Property and equipment, net	1,221,690	1,478,700	
Assets held for sale	299,016	-	
Other assets	84,853	77,247	
Total assets	\$ 2,385,509	\$ 2,073,442	
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable	\$ 144,498	\$ 120,389	
Accrued payroll and related costs	36,402	48,346	
Other current liabilities	87,919	79,659	
Total current liabilities	268,819	248,394	
Long-term debt	434,368	216,000	
Other liabilities	133,761	108,421	
Total liabilities	836,948	572,815	
Commitments and contingencies			
Total shareholders' equity	1,548,561	1,500,627	
Total liabilities and equity			

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\$ 2,385,509

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\$ 2,073,442

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Noble Corporation plc (formerly known as Noble Flnco Ltd.) AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands) (Unaudited)

Nine Months Ended February through September 30, 2022 September 30, 2023 September 30, 20			
Nine Months Ended February through September 30, 2022 September 30, 2023 September 30, 20		Successor	-
September 30, 2022 Septemb			Period from
Cash flows from operating activities September 30, 2022 September 20, 2022 September 30, 2022 September 20, 2023		Nine Months Ended	February 6,
Cash flows from operating activities \$ 33,986 \$ (21,454) Adjustments to reconcile net income (loss) to net cash flow from operating activities: 77,109 64,831 Depreciation and amortization 77,109 64,831 Amortization of intangible assets 36,525 37,127 Gain on bargain purchase - (64,479) Reorganization items, net - - Changes in components of working capital 118 13,810 Net changes in other operating assets and liabilities (37,932) (5,807) Net cash provided by (used in) operating activities 109,806 24,028 Cash flows from investing activities (109,235) (117,750) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities - - Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)			through
Net income (loss) \$ 33,986 \$ (21,454) Adjustments to reconcile net income (loss) to net cash flow from operating activities:		September 30, 2022	September
Adjustments to reconcile net income (loss) to net cash flow from operating activities: Depreciation and amortization 77,109 64,831 Amortization of intangible assets 36,525 37,127 Gain on bargain purchase - (64,479) Reorganization items, net	Cash flows from operating activities		
Depreciation and amortization 77,109 64,831 Amortization of intangible assets 36,525 37,127 Gain on bargain purchase - (64,479) Reorganization items, net - - Changes in components of working capital - - Change in taxes receivable 118 13,810 Net changes in other operating assets and liabilities (37,932) (5,807) Net cash provided by (used in) operating activities 109,806 24,028 Cash flows from investing activities (109,235) (117,750) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities - - Issuance of second lien notes - - Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Net income (loss)	\$ 33,986	\$ (21,454)
Amortization of intangible assets 36,525 37,127 Gain on bargain purchase - (64,479) Reorganization items, net	Adjustments to reconcile net income (loss) to net cash flow from operating activities:		
Gain on bargain purchase - (64,479) Reorganization items, net - Changes in components of working capital - Change in taxes receivable 118 13,810 Net changes in other operating assets and liabilities (37,932) (5,807) Net cash provided by (used in) operating activities 109,806 24,028 Cash flows from investing activities (109,235) (117,750) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities - - Issuance of second lien notes - - Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Depreciation and amortization	77,109	64,831
Reorganization items, net Changes in components of working capital Change in taxes receivable Changes in other operating assets and liabilities (37,932) (5,807) Net cash provided by (used in) operating activities Cash flows from investing activities Capital expenditures (109,235) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) Cash flows from financing activities Issuance of second lien notes - Borrowings on credit facilities (27,500)	Amortization of intangible assets	36,525	37,127
Changes in components of working capital Change in taxes receivable 118 13,810 Net changes in other operating assets and liabilities (37,932) (5,807) Net cash provided by (used in) operating activities 109,806 24,028 Cash flows from investing activities Capital expenditures (109,235) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities Issuance of second lien notes Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Gain on bargain purchase	-	(64,479)
Change in taxes receivable 118 13,810 Net changes in other operating assets and liabilities (37,932) (5,807) Net cash provided by (used in) operating activities 109,806 24,028 Cash flows from investing activities (109,235) (117,750) Capital expenditures (109,235) (117,750) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities - - Issuance of second lien notes - - Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Reorganization items, net	-	-
Net cash provided by (used in) operating activities Cash flows from investing activities Capital expenditures Cash acquired in stock-based business combination Proceeds from disposal of assets, net Net cash provided by (used in) investing activities (109,235) (117,750) 7- 15,756 11,247 11,247 11,248 11,247 11,248 11,247 11,248 11,247 11,248 11,247 11,248 11,248 11,247 11,248 11,248 11,247 11,248	Changes in components of working capital		
Net cash provided by (used in) operating activities Cash flows from investing activities Capital expenditures (109,235) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) Cash flows from financing activities Issuance of second lien notes	Change in taxes receivable	118	13,810
Cash flows from investing activities Capital expenditures (109,235) (117,750) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities Issuance of second lien notes Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828)	Net changes in other operating assets and liabilities	(37,932)	(5,807)
Capital expenditures (109,235) (117,750) Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities	Net cash provided by (used in) operating activities	109,806	24,028
Cash acquired in stock-based business combination - 54,970 Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities	Cash flows from investing activities		
Proceeds from disposal of assets, net 15,756 31,247 Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities Issuance of second lien notes - Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828)	Capital expenditures	(109,235)	(117,750)
Net cash provided by (used in) investing activities (93,479) (31,533) Cash flows from financing activities Issuance of second lien notes Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Cash acquired in stock-based business combination	-	54,970
Cash flows from financing activities Issuance of second lien notes Borrowings on credit facilities 220,000 Repayments of debt (1,828) (27,500)	Proceeds from disposal of assets, net	15,756	31,247
Issuance of second lien notes Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Net cash provided by (used in) investing activities	(93,479)	(31,533)
Borrowings on credit facilities 220,000 40,000 Repayments of debt (1,828) (27,500)	Cash flows from financing activities		
Repayments of debt (1,828) (27,500)	Issuance of second lien notes	-	-
	Borrowings on credit facilities	220,000	40,000
	Repayments of debt	(1,828)	(27,500)
Debt issuance costs - -	Debt issuance costs	-	-

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Warrants exercised	784	647
Taxes withheld on employee stock transactions	(4,926)	-
Net cash provided by (used in) financing activities	214,030	13,147
Net increase (decrease) in cash, cash equivalents and restricted cash	230,357	5,642
Cash, cash equivalents and restricted cash, beginning of period	196,722	113,993
Cash, cash equivalents and restricted cash, end of period	\$ 427,079	\$ 119,635

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OPERAT	IONAL INFORMATION	nown as Noble Finco Limi	ited) AND SUBSIDIARIES
(Unaudite	∍d) 		
	Average Rig Utilization		
	Successor	11	
	Three Months Ended	Three Months Ended	Three Months Ended
	September 30, 2022	June 30, 2022	September 30, 2021
Floaters	78 %	81 %	73 %
Jackups	82 %	68 %	75 %
Total	80 %	76 %	74 %
		#	
	Operating Days		
		II	II
	Successor	п	п
	Three Months Ended	Three Months Ended	Three Months Ended
	September 30, 2022	June 30, 2022	September 30, 2021
Floaters	792	813	806
Jackups	606	495	828
Total	1,398	1,308	1,634
		 	
	Average Dayrates		
	Successor	п	-11
	Three Months Ended	Three Months Ended	Three Months Ended
	September 30, 2022	June 30, 2022	September 30, 2021
Floaters	\$ 285,362	\$ 266,887	\$ 214,304
Jackups	118,209	120,824	87,972
Total	\$ 212,958	\$ 211,626	\$ 150,287

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Denominator:

Per share data

Net income (loss)

Net income (loss)

Basic:

Diluted:

Weighted average shares outstanding - basic

Weighted average shares outstanding - diluted

Dilutive effect of share-based awards

Dilutive effect of warrants

Noble Corporation plc (formerly known as Noble FInco Ltd.) AND SUBSIDIARIES CALCULATION OF BASIC AND DILUTED NET INCOME/(LOSS) PER SHARE (In thousands, except per share amounts) (Unaudited) The following tables presents the computation of basic and diluted income (loss) per share: Successor Period fro Nine Months February (Three Months Ended September 30, Ended through 2022 2021 September 30, 2022 Septembe Numerator: Basic Net income (loss) \$ 33,585 \$ (23,665) \$ 33,986 \$ (21,454) Diluted Net income (loss) \$ 33,585 \$ (23,665) \$ 33,986 \$ (21,454)

70,318

3,388

8,220

81,926

\$ 0.48

\$ 0.41

66.623

66,623

\$ (0.36)

\$(0.36)

69,260

3,388

8,718

81,366

\$ 0.49

\$ 0.42

61,847

61,847

\$ (0.35)

\$ (0.35)

Noble Corporation plc (formerly known as Noble Finco Limited) AND SUBSIDIARIES NON-GAAP MEASURES AND RECONCILIATION

Certain non-GAAP measures and corresponding reconciliations to GAAP financial measures for the Company have been provided for meaningful comparisons between current results and prior operating periods. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that excludes or includes amounts that are not normally included or excluded

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in the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles. The Company defines "Adjusted EBITDA" as net income (loss); interest income and other, net; gain (loss) on extinguishment of debt, net; interest expense, net of amounts capitalized; loss on impairment; reorganization items, net; certain corporate projects and legal matters; certain infrequent operational events; and depreciation and amortization expense. We believe that the Adjusted EBITDA measure provides greater transparency of our core operating performance. We prepare Adjusted Diluted Earnings (Loss) per Share by eliminating from Diluted Earnings per Share the impact of a number of non-recurring items we do not consider indicative of our on-going performance. We prepare Adjusted Net Income (Loss) by eliminating from Net Income (Loss) the impact of a number of non-recurring items we do not consider indicative of our on-going performance.

In order to fully assess the financial operating results, management believes that the results of operations, adjusted to exclude the following items, which are included in the Company's press release issued on November 2, 2022, are appropriate measures of the continuing and normal operations of the Company:

- (i) In the second and third quarter of 2022 and the third quarter of 2021, merger and integration costs; (gain) loss on sale of operating assets, net; hurricane losses and (recoveries), net; intangible contract amortization and discrete tax items.
- (ii) In addition, the third quarter of 2022 included loss on extinguishment of debt.
- (iii) The quarters also included professional services costs related to corporate initiatives. For the quarter ended September 30, 2022, the Company disclosed free cash flow as a non-GAAP liquidity measure. Free cash flow of \$44 million was calculated as Net cash provided by operating activities of \$74 million less cash paid for capital expenditures of \$30 million for the quarter ended September 30, 2022.

These non-GAAP adjusted measures should be considered in addition to, and not as a substitute for, or superior to, contract drilling revenue, contract drilling cost, contract drilling margin, average daily revenue, operating income, cash flows from operations, or other measures of financial performance prepared in accordance with GAAP. Please see the following non-GAAP Financial Measures and Reconciliations for a complete description of the adjustments.

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Noble Corporation plc (formerly known as Noble FInco Ltd.) AND SUBSIDIARIES NON-GAAP MEASURES (In thousands, except per share amounts) (Unaudited)

(Unaudited)			
Reconciliation of Adjusted EBITDA	Successor		
	Three Months	Ended September 30,	Three Months Ended
	2022	2021	June 30, 2022
Net income (loss)	\$ 33,585	\$ (23,665)	\$ 37,057
Income tax provision	13,072	2,275	3,908
Interest expense, net of amounts capitalized	7,943	8,870	7,715
Interest income and other, net	(3,235)	(973)	(1,081)
Depreciation and amortization	24,868	25,248	26,636
Intangible contract amortization	8,170	14,412	14,256
Loss on extinguishment of debt	196	-	-
Professional services - corporate projects	400	1,787	145
Merger and integration costs	9,338	5,033	9,057
(Gain) loss on sale of operating assets, net	354	3,146	1,103
Hurricane losses and (recoveries), net	1,896	10,441	(14,407)
Adjusted EBITDA	\$ 96,587	\$ 46,574	\$ 84,389
Reconciliation of Income Tax (Provision) Bene	efit Successor		
, , ,	Ti Ti	Ended September 30,	Three Months Ended
	2022	2021	June 30, 2022
Income tax provision	\$ (13,072)	\$ (2,275)	\$ (3,908)
Adjustments			
Intangible contract amortization	(1,716)	(3,027)	(2,994)
Hurricane losses and (recoveries), net	(398)		(164)
Discrete tax items	(10,628)	(1,483)	(11,105)
Total Adjustments	(12,742)	(4,510)	(14,263)
Adjusted income tax provision	\$ (25,814)	\$ (6,785)	\$ (18,171)

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Noble Corporation plc (formerly known as Noble Finco Limited) AND SUBSIDIARIES NON-GAAP RECONCILIATION (In thousands, except per share amounts) (Unaudited)

(Unaudited)			
Reconciliation of Net Income (Loss)	Successor		
	Three Months E	Ended September 30,	Three Months Ended
	2022	2021	June 30, 2022
Net income (loss)	\$ 33,585	\$ (23,665)	\$ 37,057
Adjustments			
Intangible contract amortization, net of tax	6,454	11,385	11,262
Professional services - corporate projects	400	1,787	145
Merger and integration costs	9,338	5,033	9,057
(Gain) loss on sale of operating assets, net	354	3,146	1,103
Hurricane losses and (recoveries), net	1,498	10,441	(14,571)
Loss on extinguishment of debt	196	_	-
Discrete tax items	(10,628)	(1,483)	(11,105)
Total Adjustments	7,612	30,309	(4,109)
Adjusted net income (loss)	\$ 41,197	\$ 6,644	\$ 32,948
Reconciliation of Diluted EPS	Successor		
	Three Months E	Ended September 30,	Three Months Ended
	2022	2021	June 30, 2022
Unadjusted diluted EPS	\$ 0.41	\$ (0.36)	\$ 0.45
Adjustments			
Intangible contract amortization	0.08	0.17	0.14
Professional services - corporate projects	-	0.02	-
Merger and integration costs	0.12	0.08	0.11
(Gain) loss on sale of operating assets, net	-	0.05	0.01
Hurricane losses and (recoveries), net	0.02	0.16	(0.18)
Loss on extinguishment of debt	_	-	-

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Discrete tax items	(0.13)	(0.02)	(0.13)	
Total Adjustments	0.09	0.46	(0.05)	
Adjusted diluted EPS	\$ 0.50	\$ 0.10	\$ 0.40	
Reconciliation of Free Cash Flow	Successor			
	Three Months Ended		Nine Months Ended]
	September 30, 2022	June 30, 2022	September 30, 2022]
View original vided by operating activities content https://www.prnewswire.com/news	\$ 73,507	\$ 88,112	\$ 109,806 ces-third-quarter-2022	-results-and-s
' '	(29,710)	II .	(109,235)	Toodito and 5
SOURCE <u>Noble Corporation plc</u> Free cash flow	\$ 43,797	\$ 55,632	\$ 571]

Contact

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