

SLB announces successful early tender results and amendment of Exchange Offer

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SLB subsidiaries announce successful early tender results and amendment of Exchange Offer and Consent Solicitations

[Schlumberger Ltd.](#) ("SLB") (NYSE: SLB) today announced the early tender results and the amendment of the previously announced offers by Schlumberger Holdings Corporation, an indirect wholly owned subsidiary of SLB ("SHC"), to exchange certain series of notes listed below (the "Existing SISA Notes"), issued by Schlumberger Investment S.A. ("SISA"), for up to \$2,000,000,000 aggregate principal amount (such amount, as it may be amended, the "Maximum Exchange Amount") of new notes listed below (the "New SHC Notes"), to be issued by SHC, and to be fully and unconditionally guaranteed on a senior unsecured basis by SLB. The offers to exchange each series of Existing SISA Notes for the corresponding series of New SHC Notes are collectively referred to herein as the "Offers" and each such offer individually as an "Offer." The Offers are made upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum and Consent Solicitation Statement, dated February 27, 2025 (as may be amended or supplemented from time to time, the "Exchange Offer Memorandum"). Capitalized terms used but not defined in this press release have the meanings given to them in the Exchange Offer Memorandum. All documentation relating to the Offers, including the Exchange Offer Memorandum, together with any updates, are available from the Information Agent and Exchange Agent (as defined below) and are available at the following website: <http://www.dfking.com/slb>.

The table below identifies the aggregate principal amount of each series of Existing SISA Notes validly tendered (and not validly withdrawn) in the Offers as of 5:00 p.m., New York City time, on March 12, 2025 (the "Early Tender Time"), and accepted for exchange:

Title of Existing SISA Notes	CUSIP Number / Principal Amount ISIN Outstanding	Acceptance Priority Level	Principal Amount Tendered	Percent of Outstanding Principal Amount Tendered
5.000% Senior Notes due 2034 ("2034 Notes")	806854 AM7 / US806854AM76	1	\$394,428,000	78.89%
4.850% Senior Notes due 2033 ("2033 Notes")	806854 AL9 / US806854AL93	2	\$382,552,000	76.51%
4.500% Senior Notes due 2028 ("2028 Notes")	806854 AK1 / US806854AK11	3	\$309,302,000	61.86%
2.650% Senior Notes due 2030 ("2030 Notes")	806854 AJ4 / US806854AJ48	4	\$793,042,000	63.44%

According to information provided by D.F. King & Co., Inc., the Information Agent and Exchange Agent for the Offers (the "Information Agent and Exchange Agent"), a total of (i) \$394,428,000 aggregate principal amount of 2034 Notes, (ii) \$382,552,000 aggregate principal amount of 2033 Notes, (iii) \$309,302,000 aggregate principal amount of 2028 Notes, and (iv) \$793,042,000 aggregate principal amount of 2030 Notes

was tendered for exchange by registered holders of Existing SISA Notes (the "Holders") as of the Early Tender Time. The Existing SISA Notes tendered for exchange are subject to the Acceptance Priority Levels set forth in the table above (the "Acceptance Priority Levels"), the Maximum Exchange Amount, and proration, as described in the Exchange Offer Memorandum.

SHC expects to accept all 2034 Notes, 2033 Notes, 2028 Notes, and 2030 Notes validly tendered, and not validly withdrawn, at or before the Early Tender Time. SHC also announced the amendment of the Maximum Exchange Amount, from up to \$2,000,000,000 aggregate principal amount of New SHC Notes to be issued by SHC, to \$1,879,324,000 (such amount, as amended, the "New Maximum Exchange Amount"), in order to accept for exchange all Existing SISA Notes validly tendered, and not validly withdrawn, at or prior to the Early Tender Time. Because any additional Existing SISA Notes that would be validly tendered, and not validly withdrawn, after the Early Tender Time would exceed the New Maximum Exchange Amount of New SHC Notes to be issued pursuant to the Offers, SHC does not anticipate accepting any additional tenders of Existing SISA Notes in the Offers.

In conjunction with the Offers, and on the terms and subject to the conditions set forth in the Exchange Offer Memorandum, SISA announced that, as part of its solicitations (the "Consent Solicitations") of consents (the "Consents") from Holders to certain proposed amendments (the "Proposed Amendments") to the indentures governing the Existing SISA Notes (the "SISA Notes Indentures"), SISA has received, as of the Early Tender Time, Consents in connection with more than 50% of the aggregate outstanding principal amount of each of the series of 2034 Notes, 2033 Notes, 2028 Notes, and 2030 Notes, and all 2034 Notes, 2033 Notes, 2028 Notes and 2030 Notes tendered have been accepted for exchange in the related Offer, which satisfies the requirements for the effectiveness of the Proposed Amendments for all such series of Existing SISA Notes.

SISA and SLB intend to execute a supplemental indenture to the applicable SISA Notes Indentures with The Bank of New York Mellon as trustee with respect to the Proposed Amendments, with respect to the 2034 Notes, 2033 Notes, 2028 Notes, and 2030 Notes, promptly following the Early Tender Time.

Withdrawal rights for the Offers and Consent Solicitations expired as of the Early Tender Time, at 5:00 p.m., New York City time, on March 12, 2025. Holders of Existing SISA Notes who validly tendered and did not previously withdraw their Existing SISA Notes in the Offers may no longer withdraw Existing SISA Notes except in certain limited circumstances where additional withdrawal rights are required by law.

Details of the Offers and Consent Solicitations

The Offers will expire at 5:00 p.m., New York City time, on March 27, 2025 (unless the Offers are extended or earlier terminated) (such date and time, as the same may be extended, the "Expiration Time"). Holders who validly tendered their Existing SISA Notes at or before the Early Tender Time are eligible to receive the applicable Early Exchange Consideration (which includes the applicable Total Exchange Consideration and the applicable Early Exchange Premium (as each term is defined in the Exchange Offer Memorandum)).

The issuance of New SHC Notes in exchange for Existing SISA Notes validly tendered at or prior to the Early Tender Time and accepted for exchange will occur reasonably promptly following the Early Tender Time and is expected to be on March 17, 2025, the third business day after the Early Tender Time (the "Early Settlement Date").

The Offers are not conditioned upon any minimum amount of any series of Existing SISA Notes being tendered. The Offers are subject to the Acceptance Priority Levels, the New Maximum Exchange Amount and proration, as described in the Exchange Offer Memorandum.

None of the Offers or the Consent Solicitations is conditioned upon the completion of any other Offer or Consent Solicitation. Eligible Holders of Existing SISA Notes that have tendered such Existing SISA Notes have been deemed to have given Consent to the Proposed Amendments with respect to the Existing SISA Notes.

Each New SHC Note issued in exchange for an Existing SISA Note will have an interest rate and maturity date that are the same as the current interest rate and maturity date of such tendered Existing SISA Note, as well as the same interest payment dates and optional redemption terms. No accrued and unpaid interest will

be paid on the Existing SISA Notes in connection with the Offers. Holders of Existing SISA Notes that are accepted for exchange will be deemed to have waived the right to receive any payment from SISA for interest accrued from the date of the last interest payment date for their Existing SISA Notes. However, the first interest payment for the New SHC Notes issued in the exchange will include interest from the most recent interest payment date for such corresponding tendered Existing SISA Note on the principal amount of such New SHC Notes.

SHC has retained Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC and SG Americas Securities, LLC to act as the Dealer Managers in connection with the Offer (collectively, the "Dealer Managers"). Questions regarding terms and conditions of the Offers and the Consent Solicitations should be directed to Goldman Sachs & Co. LLC by calling toll-free at (800) 828-3182 or collect at (212) 934-0773 (collect), Morgan Stanley & Co. LLC by calling toll-free at (800) 624-1808 or collect at (212) 761-1057, or SG Americas Securities, LLC by calling collect at (855) 851 2108 or via email at us-glfi-syn-cap@sgcib.com.

Questions in connection with the Offers and the Consent Solicitations may be directed to D.F. King & Co., Inc. by calling toll free (800) 791-3320 or collect at (212) 269-5550 or via e-mail at slb@dfking.com. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offers and the Consent Solicitations. The Exchange Offer Memorandum can be accessed at the following website: <http://www.dfking.com/slb>.

Neither this press release nor the Exchange Offer Memorandum, or the electronic transmission thereof, constitutes an offer to sell or buy Existing SISA Notes or New SHC Notes, as applicable, in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this press release in certain jurisdictions may be restricted by law. In those jurisdictions where the securities, blue sky or other laws require the Offers to be made by a licensed broker or dealer and the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offers shall be deemed to be made by the Dealer Managers or such affiliate (as the case may be) on behalf of SHC in such jurisdiction.

About SLB

SLB (NYSE: SLB) is a global technology company that drives energy innovation for a balanced planet. With a global footprint in more than 100 countries and employees representing almost twice as many nationalities, we work each day on innovating oil and gas, delivering digital at scale, decarbonizing industries, and developing and scaling new energy systems that accelerate the energy transition. Find out more at slb.com.

Cautionary Statement Regarding Forward-Looking Statements:

This press release contains "forward-looking statements" within the meaning of the federal securities laws, which include any statements that are not historical facts. Such statements often contain words such as "expect," "may," "can," "plan," "potential," "expectations," "estimate," "intend," "anticipate," "target," "think," "should," "could," "would," "will," "see," "likely," and other similar words. Forward-looking statements address matters that are, to varying degrees, uncertain, such as statements regarding the terms and timing for completion of the Offers and the Consent Solicitations, including the acceptance for exchange of any Existing SISA Notes validly tendered and the expected Early Settlement Date, and the consideration of the Offers. SLB, SHC and SISA cannot give any assurance that such statements will prove correct. These statements are subject to, among other things, the risks and uncertainties detailed in SLB's most recent Forms 10-K, 10-Q, and 8-K filed with or furnished to the Securities and Exchange Commission. If one or more of these or other risks or uncertainties materialize (or the consequences of any such development changes), or should SLB's, SHC's or SISA's underlying assumptions prove incorrect, actual results or outcomes may vary materially from those reflected in the forward-looking statements. The forward-looking statements speak only as of March 13, 2025, and SLB, SHC and SISA disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.

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