

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

(Mark one)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
**For the quarterly period ended June 30, 2020**  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

Commission file number 001-38373



**Transocean Ltd.**

(Exact name of registrant as specified in its charter)

**Switzerland**  
(State or other jurisdiction of incorporation or organization)

**98-0599916**  
(I.R.S. Employer Identification No.)

**Turmstrasse 30**  
**Steinhausen, Switzerland**  
(Address of principal executive offices)

**6312**  
(Zip Code)

**+41 (41) 749-0500**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Shares, CHF 0.10 par value	RIG	New York Stock Exchange
0.50% Exchangeable Senior Bonds due 2023	RIG/23	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 23, 2020, 614,612,545 shares were outstanding.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**INDEX TO QUARTERLY REPORT ON FORM 10-Q**  
**QUARTER ENDED JUNE 30, 2020**

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**PART I. FINANCIAL INFORMATION****Item I. Financial Statements****TRANSOCEAN LTD. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**(In millions, except per share data)  
(Unaudited)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2020	2019	2020	2019
<b>Contract drilling revenues</b>	\$ 930	\$ 758	\$ 1,689	\$ 1,512
<b>Costs and expenses</b>				
Operating and maintenance	525	510	1,065	1,018
Depreciation and amortization	196	219	402	436
General and administrative	45	45	88	94
	766	774	1,555	1,548
Loss on impairment	(429)	(1)	(597)	(1)
Gain (loss) on disposal of assets, net	1	(10)	—	(3)
<b>Operating loss</b>	(264)	(27)	(463)	(40)
<b>Other income (expense), net</b>				
Interest income	4	12	13	22
Interest expense, net of amounts capitalized	(153)	(168)	(313)	(334)
Gain (loss) on retirement of debt	4	(9)	(53)	(27)
Other, net	(56)	23	(44)	31
	(201)	(142)	(397)	(308)
Loss before income tax expense	(465)	(169)	(860)	(348)
Income tax expense	32	37	28	29
<b>Net loss</b>	(497)	(206)	(888)	(377)
Net income attributable to noncontrolling interest	—	2	1	2
<b>Net loss attributable to controlling interest</b>	\$ (497)	\$ (208)	\$ (889)	\$ (379)
<b>Loss per share</b>				
Basic	\$ (0.81)	\$ (0.34)	\$ (1.45)	\$ (0.62)
Diluted	\$ (0.81)	\$ (0.34)	\$ (1.45)	\$ (0.62)
<b>Weighted-average shares outstanding</b>				
Basic	615	612	615	612
Diluted	615	612	615	612

See accompanying notes.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**

(In millions)

(Unaudited)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2020	2019	2020	2019
<b>Net loss</b>	\$ (497)	\$ (206)	\$ (888)	\$ (377)
Net income attributable to noncontrolling interest	—	2	1	2
<b>Net loss attributable to controlling interest</b>	(497)	(208)	(889)	(379)
Components of net periodic benefit costs before reclassifications	—	—	(9)	7
Components of net periodic benefit costs reclassified to net loss	2	1	4	1
Other comprehensive income (loss) before income taxes	2	1	(5)	8
Income taxes related to other comprehensive income	—	—	—	—
<b>Other comprehensive income (loss)</b>	2	1	(5)	8
Other comprehensive income attributable to noncontrolling interest	—	—	—	—
<b>Other comprehensive income (loss) attributable to controlling interest</b>	2	1	(5)	8
<b>Total comprehensive loss</b>	(495)	(205)	(893)	(369)
Total comprehensive income attributable to noncontrolling interest	—	2	1	2
<b>Total comprehensive loss attributable to controlling interest</b>	\$ (495)	\$ (207)	\$ (894)	\$ (371)

See accompanying notes.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In millions, except share data)  
(Unaudited)

	June 30, 2020	December 31, 2019
<b>Assets</b>		
Cash and cash equivalents	\$ 1,511	\$ 1,790
Accounts receivable, net of allowance of \$2 at June 30, 2020	703	654
Materials and supplies, net of allowance of \$122 and \$127 at June 30, 2020 and December 31, 2019, respectively	457	479
Restricted cash accounts and investments	437	558
Other current assets	176	159
Total current assets	3,284	3,640
Property and equipment	23,318	24,281
Less accumulated depreciation	(5,309)	(5,434)
Property and equipment, net	18,009	18,847
Contract intangible assets	507	608
Deferred income taxes, net	17	20
Other assets	1,008	990
Total assets	\$ 22,825	\$ 24,105
<b>Liabilities and equity</b>		
Accounts payable	\$ 264	\$ 311
Accrued income taxes	42	64
Debt due within one year	578	568
Other current liabilities	704	781
Total current liabilities	1,588	1,724
Long-term debt	8,480	8,693
Deferred income taxes, net	294	266
Other long-term liabilities	1,476	1,555
Total long-term liabilities	10,250	10,514
<b>Commitments and contingencies</b>		
Shares, CHF 0.10 par value, 824,648,925 authorized, 142,365,398 conditionally authorized, 639,674,414 issued and 614,612,545 outstanding at June 30, 2020, and 639,674,422 authorized, 142,365,398 conditionally authorized, 617,970,525 issued and 611,871,374 outstanding at December 31, 2019	60	59
Additional paid-in capital	13,438	13,424
Accumulated deficit	(2,188)	(1,297)
Accumulated other comprehensive loss	(329)	(324)
Total controlling interest shareholders' equity	10,981	11,862
Noncontrolling interest	6	5
Total equity	10,987	11,867
Total liabilities and equity	\$ 22,825	\$ 24,105

See accompanying notes.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**

(In millions)  
(Unaudited)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2020	2019	2020	2019
<b>Shares</b>				
Balance, beginning of period	\$ 60	\$ 59	\$ 59	\$ 59
Issuance of shares under share-based compensation plans	—	—	1	—
Balance, end of period	60	\$ 59	\$ 60	\$ 59
<b>Additional paid-in capital</b>				
Balance, beginning of period	\$ 13,431	\$ 13,396	\$ 13,424	\$ 13,394
Share-based compensation	7	10	15	19
Other, net	—	(1)	(1)	(8)
Balance, end of period	\$ 13,438	\$ 13,405	\$ 13,438	\$ 13,405
<b>Accumulated deficit</b>				
Balance, beginning of period	\$ (1,691)	\$ (213)	\$ (1,297)	\$ (67)
Net loss attributable to controlling interest	(497)	(208)	(889)	(379)
Effect of adopting accounting standards updates	—	—	(2)	25
Balance, end of period	\$ (2,188)	\$ (421)	\$ (2,188)	\$ (421)
<b>Accumulated other comprehensive loss</b>				
Balance, beginning of period	\$ (331)	\$ (296)	\$ (324)	\$ (279)
Other comprehensive income (loss) attributable to controlling interest	2	1	(5)	8
Effect of adopting accounting standards update	—	—	—	(24)
Balance, end of period	\$ (329)	\$ (295)	\$ (329)	\$ (295)
<b>Total controlling interest shareholders' equity</b>				
Balance, beginning of period	\$ 11,469	\$ 12,946	\$ 11,862	\$ 13,107
Total comprehensive loss attributable to controlling interest	(495)	(207)	(894)	(371)
Share-based compensation	7	10	15	19
Other, net	—	(1)	(2)	(7)
Balance, end of period	\$ 10,981	\$ 12,748	\$ 10,981	\$ 12,748
<b>Noncontrolling interest</b>				
Balance, beginning of period	\$ 6	\$ 7	\$ 5	\$ 7
Total comprehensive income attributable to noncontrolling interest	—	2	1	2
Balance, end of period	\$ 6	\$ 9	\$ 6	\$ 9
<b>Total equity</b>				
Balance, beginning of period	\$ 11,475	\$ 12,953	\$ 11,867	\$ 13,114
Total comprehensive loss	(495)	(205)	(893)	(369)
Share-based compensation	7	10	15	19
Other, net	—	(1)	(2)	(7)
Balance, end of period	\$ 10,987	\$ 12,757	\$ 10,987	\$ 12,757

See accompanying notes.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)

(Unaudited)

	Six months ended	
	June 30,	
	2020	2019
<b>Cash flows from operating activities</b>		
Net loss	\$ (888)	\$ (377)
Adjustments to reconcile to net cash provided by operating activities:		
Contract intangible asset amortization	101	92
Depreciation and amortization	402	436
Share-based compensation expense	15	19
Loss on impairment	597	1
Loss on impairment of investment in unconsolidated affiliate	59	—
Loss on disposal of assets, net	—	3
Loss on retirement of debt	53	27
Deferred income tax expense	30	109
Other, net	32	11
Changes in deferred revenues, net	(10)	4
Changes in deferred costs, net	(4)	(6)
Changes in other operating assets and liabilities, net	(348)	(217)
Net cash provided by operating activities	39	102
<b>Cash flows from investing activities</b>		
Capital expenditures	(153)	(138)
Proceeds from disposal of assets, net	3	40
Investments in unconsolidated affiliates	(6)	(62)
Proceeds from maturities of unrestricted and restricted investments	—	123
Other, net	—	3
Net cash used in investing activities	(156)	(34)
<b>Cash flows from financing activities</b>		
Proceeds from issuance of debt, net of discounts and issue costs	743	1,056
Repayments of debt	(1,009)	(834)
Other, net	(18)	(26)
Net cash provided by (used in) financing activities	(284)	196
Net increase (decrease) in unrestricted and restricted cash and cash equivalents	(401)	264
Unrestricted and restricted cash and cash equivalents, beginning of period	2,349	2,589
Unrestricted and restricted cash and cash equivalents, end of period	\$ 1,948	\$ 2,853

See accompanying notes.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

**NOTE 1—BUSINESS**

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Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. We specialize in technically demanding sectors of the offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our mobile offshore drilling fleet is considered one of the most versatile fleets in the world. We contract our drilling rigs, related equipment and work crews predominantly on a dayrate basis to drill oil and gas wells. As of June 30, 2020, we owned or had partial ownership interests in and operated a fleet of 39 mobile offshore drilling units, including 27 ultra-deepwater floaters and 12 harsh environment floaters. As of June 30, 2020, we were constructing two ultra-deepwater drillships.

**NOTE 2—SIGNIFICANT ACCOUNTING POLICIES**

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**Presentation**—We prepared our accompanying unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States (“U.S.”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the U.S. Securities and Exchange Commission. Pursuant to such rules and regulations, these financial statements do not include all disclosures required by accounting principles generally accepted in the U.S. for complete financial statements. The condensed consolidated financial statements reflect all adjustments, which are, in the opinion of management, necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods. Such adjustments are considered to be of a normal recurring nature unless otherwise noted.

Operating results for the three and six months ended June 30, 2020, are not necessarily indicative of the results that may be expected for the year ending December 31, 2020, or for any future period. The accompanying condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto as of December 31, 2019 and 2018, and for each of the three years in the period ended December 31, 2019, included in our annual report on Form 10-K filed on February 18, 2020.

**Accounting estimates**—To prepare financial statements in accordance with accounting principles generally accepted in the U.S., we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and assumptions, including those related to our allowance for credit losses, allowance for excess and obsolete materials and supplies, assets held for sale, property and equipment, intangibles, leases, income taxes, contingencies, share-based compensation and postemployment benefit plans. We base our estimates and assumptions on historical experience and other factors that we believe are reasonable. Actual results could differ from such estimates.

**Fair value measurements**—We estimate fair value at a price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal market for the asset or liability. Our valuation techniques require inputs that we categorize using a three-level hierarchy, from highest to lowest level of observable inputs, as follows: (1) significant observable inputs, including unadjusted quoted prices for identical assets or liabilities in active markets (“Level 1”), (2) significant other observable inputs, including direct or indirect market data for similar assets or liabilities in active markets or identical assets or liabilities in less active markets (“Level 2”) and (3) significant unobservable inputs, including those that require considerable judgment for which there is little or no market data (“Level 3”). When a valuation requires multiple input levels, we categorize the entire fair value measurement according to the lowest level of input that is significant to the measurement even though we may have also utilized significant inputs that are more readily observable.

**NOTE 3—ACCOUNTING STANDARDS UPDATE**

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*Recently adopted accounting standards*

**Financial instruments – credit losses**—Effective January 1, 2020, we adopted the accounting standards update that requires entities to estimate an expected lifetime credit loss on financial assets ranging from short-term trade accounts receivable to long-term financings. Our accounts receivable represent consideration earned for performing services in various countries for our customers, including integrated oil companies, government-owned or government-controlled oil companies and other independent oil companies, the majority of which currently have corporate family investment grade credit ratings. We established procedures to apply the requirements of the accounting standards update using the loss-rate method by reviewing our historical credit losses and evaluating future expectations, and we recorded the initial estimated allowance with a corresponding entry to accumulated deficit. Our adoption did not have a material effect on our condensed consolidated statements of financial position, operations or cash flows or on the disclosures contained in our notes to condensed consolidated financial statements.

**NOTE 4—UNCONSOLIDATED AFFILIATES**

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**Investments**—We hold investments in various partially owned, unconsolidated companies, the most significant of which is a 33.0 percent ownership interest in Orion Holdings (Cayman) Limited (together with its subsidiary, “Orion”), a Cayman Islands company that, through its wholly owned subsidiary, owns the harsh environment floater *Transocean Norge*. Additionally, we hold noncontrolling interests in certain companies that are involved in researching and developing technology to improve operational efficiency and reliability and to increase automation, sustainability and safety in drilling and other activities. In the six months ended June 30, 2020 and 2019, we made an



**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
(Unaudited)

aggregate cash contribution of \$6 million and \$59 million, respectively, to Orion. In the three months ended June 30, 2020, we recognized a loss of \$59 million, which had no tax effect, recorded in other, net, associated with the impairment of our investment in Orion upon determination that the carrying amount of our equity-method investment exceeded the estimated fair value and that the impairment was other than temporary. We estimated the fair value of our investment using the income method, which required us to use significant unobservable inputs, representative of a Level 3 fair value measurement, including applying an assumed discount rate of 12 percent and making assumptions about the future performance of the investment, including future demand and supply for harsh environment floaters, rig utilization, revenue efficiency and dayrates. At June 30, 2020 and December 31, 2019, the aggregate carrying amount of our investment in Orion was \$106 million and \$164 million, respectively, recorded in other assets.

**Related party transactions**—We engage in certain related party transactions with Orion under a management services agreement for the operation and maintenance of the harsh environment floater *Transocean Norge* and marketing services agreement for the marketing of the rig. Prior to the rig’s placement into service, we also engaged in certain related party transactions with Orion under a shipyard care agreement for the construction of the rig and other matters related to its completion and delivery. In the three and six months ended June 30, 2020, we received an aggregate cash payment of \$26 million and \$31 million, respectively, primarily related to the shipyard care agreement. In the three and six months ended June 30, 2019, we received an aggregate cash payment of \$20 million and \$33 million, respectively, primarily related to the commissioning, preparation and mobilization of *Transocean Norge* under the shipyard care agreement. We also lease the rig under a short-term bareboat charter agreement, which is currently expected to expire in March 2021.

**NOTE 5—REVENUES**

**Overview**—The duration of our performance obligation varies by contract. As of June 30, 2020, the drilling contract with the longest expected remaining duration, excluding unexercised options, extends through February 2028. To obtain contracts with our customers, we incur pre-operating costs to prepare a rig for contract and deliver or mobilize the rig to the drilling location. We defer such pre-operating costs and recognize the costs on a straight-line basis, consistent with the general pace of activity, in operating and maintenance costs over the estimated contract period. In the three and six months ended June 30, 2020, we recognized pre-operating costs of \$23 million and \$32 million, respectively. In the three and six months ended June 30, 2019, we recognized pre-operating costs of \$3 million and \$6 million, respectively. At June 30, 2020 and December 31, 2019, the unrecognized pre-operating costs to obtain contracts was \$38 million and \$34 million, respectively, recorded in other assets.

In June 2020, we entered into a settlement and mutual release agreement with a customer, which provided for the final settlement of disputes related to performance obligations satisfied in prior periods. In connection with the settlement, among other things, our customer agreed to pay us \$185 million in four equal installments through January 15, 2023. In the three and six months ended June 30, 2020, we recognized revenues of \$177 million, representing the discounted value of the future payments, and recorded corresponding accounts receivable and other assets of \$89 million and \$88 million, respectively, net of imputed interest, which we will recognize in interest income over the scheduled payment period. In the six months ended June 30, 2019, we recognized revenues of \$10 million, recognized on a cash basis, for performance obligations satisfied for another customer in prior periods.

**Disaggregation**—We recognized revenues as follows (in millions):

	Three months ended June 30, 2020					Three months ended June 30, 2019				
	U.S.	Norway	Brazil	Other	Total	U.S.	Norway	Brazil	Other	Total
Ultra-deepwater floaters	\$ 440	\$ —	\$ 57	\$ 139	\$ 636	\$ 309	\$ —	\$ 28	\$ 149	\$ 486
Harsh environment floaters	—	207	—	86	293	—	173	—	78	251
Deepwater floaters	—	—	—	—	—	—	—	—	1	1
Midwater floaters	—	—	—	1	1	—	—	—	20	20
Total revenues	<u>\$ 440</u>	<u>\$ 207</u>	<u>\$ 57</u>	<u>\$ 226</u>	<u>\$ 930</u>	<u>\$ 309</u>	<u>\$ 173</u>	<u>\$ 28</u>	<u>\$ 248</u>	<u>\$ 758</u>

  

	Six months ended June 30, 2020					Six months ended June 30, 2019				
	U.S.	Norway	Brazil	Other	Total	U.S.	Norway	Brazil	Other	Total
Ultra-deepwater floaters	\$ 727	\$ —	\$ 116	\$ 321	\$ 1,164	\$ 623	\$ —	\$ 54	\$ 285	\$ 962
Harsh environment floaters	—	414	—	99	513	—	354	—	155	509
Deepwater floaters	—	—	—	—	—	—	—	6	1	7
Midwater floaters	—	—	—	12	12	—	—	—	34	34
Total revenues	<u>\$ 727</u>	<u>\$ 414</u>	<u>\$ 116</u>	<u>\$ 432</u>	<u>\$ 1,689</u>	<u>\$ 623</u>	<u>\$ 354</u>	<u>\$ 60</u>	<u>\$ 475</u>	<u>\$ 1,512</u>

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
(Unaudited)

**Contract liabilities**—We recognize contract liabilities, recorded in other current liabilities and other long-term liabilities, for mobilization, contract preparation, paid pre-operating standby time, capital upgrades and deferred revenues for declining dayrate contracts using the straight-line method over the remaining contract term. Contract liabilities for our contracts with customers were as follows (in millions):

	June 30, 2020	December 31, 2019
Deferred contract revenues, recorded in other current liabilities	\$ 149	\$ 100
Deferred contract revenues, recorded in other long-term liabilities	370	429
Total contract liabilities	<u>\$ 519</u>	<u>\$ 529</u>

Significant changes in contract liabilities were as follows (in millions):

	Six months ended June 30,	
	2020	2019
Total contract liabilities, beginning of period	\$ 529	\$ 486
Decrease due to recognition of revenues for goods and services	(108)	(58)
Increase due to goods and services transferred over time	98	62
Total contract liabilities, end of period	<u>\$ 519</u>	<u>\$ 490</u>

## NOTE 6—DRILLING FLEET

**Construction work in progress**—The changes in our construction work in progress, including capital expenditures and other capital additions, were as follows (in millions):

	Six months ended June 30,	
	2020	2019
Construction work in progress, beginning of period	\$ 753	\$ 632
Capital expenditures		
Newbuild construction program	70	41
Other equipment and construction projects	83	97
Total capital expenditures	153	138
Changes in accrued capital additions	(31)	21
Property and equipment placed into service	(98)	(76)
Construction work in progress, end of period	<u>\$ 777</u>	<u>\$ 715</u>

**Impairments of assets held and used**—During the three months ended March 31, 2020, we identified indicators that the carrying amounts of our asset groups may not be recoverable. Such indicators included recent significant declines in commodity prices and the market value of our stock, a reduction of expected demand for our drilling services as our customers announced reductions of capital investments in response to commodity prices and a reduction of projected dayrates. As a result of our testing, we determined that the carrying amount of our midwater floater was impaired. In the six months ended June 30, 2020, we recognized a loss of \$31 million (\$0.05 per diluted share), which had no tax effect, associated with the impairment of our midwater floater. We measured the fair value of the drilling unit in this asset group by applying the market approach, using estimates of the exchange price that would be received for the assets in the principal or most advantageous markets for the assets in an orderly transaction between participants as of the measurement date. Our estimate of fair value required us to use significant other observable inputs, representative of Level 2 fair value measurements, including the marketability of the rig and prices of comparable rigs that may be sold for scrap value.

**Impairments of assets held for sale**—During the six months ended June 30, 2020, we announced our intent to sell or retire in an environmentally responsible way, the ultra-deepwater floater *GSF Development Driller II*, the harsh environment floaters *Polar Pioneer* and *Songa Dee* and the midwater floaters *Sedco 711*, *Sedco 714* and *Transocean 712*, along with related assets. In the three and six months ended June 30, 2020, we recognized an aggregate loss of \$419 million (\$420 million, or \$0.68 per diluted share, net of tax) and \$556 million (\$0.90 per diluted share), which had no tax effect, respectively, associated with the impairment of these assets, which we determined were impaired at the time we classified the assets as held for sale. We measured the impairment of the drilling units and related assets as the amount by which the carrying amount exceeded the estimated fair value less costs to sell. We estimated the fair value of the assets using significant other observable inputs, representative of Level 2 fair value measurements, including indicative market values for the drilling units and related assets to be sold for scrap value or other purposes.

**Dispositions**—During the six months ended June 30, 2020, in connection with our efforts to dispose of non-strategic assets, we completed the sale of the midwater floater *Sedco 714* and related assets. In the six months ended June 30, 2020, we received aggregate

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
(Unaudited)

net cash proceeds of \$2 million associated with the disposal of these assets, and we received aggregate net cash proceeds of \$1 million associated with the disposal of assets unrelated to rig sales.

During the six months ended June 30, 2019, we completed the sale of the ultra-deepwater floaters *Deepwater Frontier* and *Deepwater Millennium*, the harsh environment floater *Eirik Raude*, the deepwater floaters *Jack Bates* and *Transocean 706* and the midwater floaters *Actinia* and *Songa Delta*, along with related assets. In the six months ended June 30, 2019, we received aggregate net cash proceeds of \$37 million associated with the disposal of these assets. In the six months ended June 30, 2019, we received aggregate net cash proceeds of \$3 million and recognized an aggregate net loss of \$3 million associated with the disposal of assets unrelated to rig sales.

**Assets held for sale**—At June 30, 2020, the aggregate carrying amount of our assets held for sale, including the ultra-deepwater floater *GSF Development Driller II*, the harsh environment floaters *Polar Pioneer* and *Songa Dee* and the midwater floaters *Sedco 711* and *Transocean 712*, along with related assets, was \$14 million, recorded in other current assets. At December 31, 2019, we had no assets classified as held for sale.

**NOTE 7—DEBT**

**Overview**

**Outstanding debt**—The aggregate principal amounts and aggregate carrying amounts, net of debt-related balances, including unamortized discounts, premiums, issue costs and fair value adjustments of our debt, were as follows (in millions):

	Principal amount		Carrying amount	
	June 30, 2020	December 31, 2019	June 30, 2020	December 31, 2019
6.50% Senior Notes due November 2020	\$ 198	\$ 206	\$ 198	\$ 206
6.375% Senior Notes due December 2021	184	222	184	221
5.52% Senior Secured Notes due May 2022	156	200	155	198
3.80% Senior Notes due October 2022	182	190	181	189
0.50% Exchangeable Bonds due January 2023	863	863	862	862
5.375% Senior Secured Notes due May 2023	503	525	498	518
9.00% Senior Notes due July 2023	—	714	—	701
5.875% Senior Secured Notes due January 2024	626	667	616	656
7.75% Senior Secured Notes due October 2024	390	420	383	412
6.25% Senior Secured Notes due December 2024	406	437	399	430
6.125% Senior Secured Notes due August 2025	501	534	493	525
7.25% Senior Notes due November 2025	750	750	738	737
7.50% Senior Notes due January 2026	750	750	744	743
6.875% Senior Secured Notes due February 2027	550	550	542	541
8.00% Senior Notes due February 2027	750	—	743	—
7.45% Notes due April 2027	88	88	86	86
8.00% Debentures due April 2027	57	57	57	57
7.00% Notes due June 2028	300	300	305	306
7.50% Notes due April 2031	588	588	585	585
6.80% Senior Notes due March 2038	1,000	1,000	992	991
7.35% Senior Notes due December 2041	300	300	297	297
<b>Total debt</b>	<b>9,142</b>	<b>9,361</b>	<b>9,058</b>	<b>9,261</b>
Less debt due within one year				
6.50% Senior Notes due November 2020	198	206	198	206
5.52% Senior Secured Notes due May 2022	90	88	90	87
5.375% Senior Secured Notes due May 2023	31	16	29	14
5.875% Senior Secured Notes due January 2024	83	83	79	79
7.75% Senior Secured Notes due October 2024	60	60	58	58
6.25% Senior Secured Notes due December 2024	62	62	60	60
6.125% Senior Secured Notes due August 2025	66	66	64	64
Total debt due within one year	590	581	578	568
<b>Total long-term debt</b>	<b>\$ 8,552</b>	<b>\$ 8,780</b>	<b>\$ 8,480</b>	<b>\$ 8,693</b>

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
(Unaudited)

**Scheduled maturities**—At June 30, 2020, the scheduled maturities of our debt were as follows (in millions):

	<u>Total</u>
<b>Twelve months ending June 30,</b>	
2021	\$ 590
2022	618
2023	1,793
2024	643
2025	455
Thereafter	5,043
Total principal amount of debt	9,142
Total debt-related balances, net	(84)
Total carrying amount of debt	<u>\$ 9,058</u>

**Secured Credit Facility**—We have a \$1.3 billion secured revolving credit facility, established under a bank credit agreement, as amended most recently in December 2019 (the “Secured Credit Facility”), which is scheduled to expire on June 22, 2023. The Secured Credit Facility is guaranteed by Transocean Ltd. and certain wholly owned subsidiaries. We may borrow under the Secured Credit Facility at either (1) the reserve adjusted London interbank offered rate plus a margin (the “Secured Credit Facility Margin”), which ranges from 2.625 percent to 3.375 percent based on the credit rating of the Secured Credit Facility, or (2) the base rate specified in the credit agreement plus the Secured Credit Facility Margin, minus one percent per annum. Throughout the term of the Secured Credit Facility, we pay a facility fee on the amount of the underlying commitment which ranges from 0.375 percent to 1.00 percent based on the credit rating of the Secured Credit Facility. At June 30, 2020, based on the credit rating of the Secured Credit Facility on that date, the Secured Credit Facility Margin was 3.25 percent and the facility fee was 0.75 percent. At June 30, 2020, we had no borrowings outstanding, \$25 million of letters of credit issued, and we had \$1.3 billion of available borrowing capacity under the Secured Credit Facility.

**Interest rate adjustments**—The interest rates for certain of our notes are subject to adjustment from time to time upon a change to the credit rating of our non-credit enhanced senior unsecured long-term debt. As of June 30, 2020, the interest rate in effect for the 6.375% senior notes due December 2021, 3.80% senior notes due October 2022 and the 7.35% senior notes due December 2041 was 8.375 percent, 5.80 percent and 9.35 percent, respectively.

**Exchangeable bonds**—The 0.50% exchangeable senior bonds due January 30, 2023 (the “Exchangeable Bonds”) may be converted at any time prior to the maturity date at an exchange rate of 97.29756 shares per \$1,000 note, equivalent to a conversion price of \$10.28 per share, subject to adjustment upon the occurrence of certain events.

#### **Debt issuances**

**Priority guaranteed senior unsecured notes**—On January 17, 2020, we issued \$750 million aggregate principal amount of 8.00% senior unsecured notes due February 2027 (the “8.00% Senior Notes”), and we received aggregate cash proceeds of \$743 million, net of issue costs. The 8.00% Senior Notes are fully and unconditionally guaranteed by Transocean Ltd. and certain wholly owned subsidiaries of Transocean Inc. Such notes rank equal in right of payment to all of our existing and future unsecured unsubordinated obligations and rank structurally senior to the value of the assets of the subsidiaries guaranteeing the notes. We may redeem all or a portion of the 8.00% Senior Notes on or prior to February 1, 2023 at a price equal to 100 percent of the aggregate principal amount plus a make-whole provision, and subsequently, at specified redemption prices. The indenture that governs the 8.00% Senior Notes contains covenants that, among other things, limit our ability to incur certain liens on our drilling units without equally and ratably securing the notes, engage in certain sale and lease back transactions covering any of our drilling units, allow our subsidiaries to incur certain additional debt, and consolidate, merge or enter into a scheme of arrangement qualifying as an amalgamation.

**Senior secured notes**—On February 1, 2019, we issued \$550 million aggregate principal amount of 6.875% senior secured notes due February 2027 (the “6.875% Senior Secured Notes”), and we received aggregate cash proceeds of \$539 million, net of discount and issue costs. The 6.875% Senior Secured Notes are secured by the assets and earnings associated with the ultra-deepwater floater *Deepwater Poseidon* and the equity of the wholly owned subsidiaries that own or operate the collateral rig. Additionally, we were required to deposit \$19 million in restricted cash accounts to satisfy debt service requirements.

On May 24, 2019, we issued \$525 million aggregate principal amount of 5.375% senior secured notes due May 2023 (the “5.375% Senior Secured Notes”), and we received aggregate cash proceeds of \$517 million, net of discount and issue costs.

The 5.375% Senior Secured Notes are secured by the assets and earnings associated with the ultra-deepwater floaters *Transocean Endurance* and *Transocean Equinox* and the equity of the wholly owned subsidiaries that own or operate the collateral rigs. Additionally, we were required to deposit \$14 million in restricted cash accounts to satisfy debt service.

#### **Debt retirements**

During the six months ended June 30, 2020 and 2019, we retired certain notes as a result of redemptions, tender offers and open market repurchases. On February 18, 2020, we made a payment to redeem in full, together with a make-whole provision, our outstanding

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
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9.00% senior notes due July 2023. On February 5, 2019, we completed cash tender offers to purchase certain notes validly tendered. Additionally, during the six months ended June 30, 2020 and 2019, we repurchased in the open market certain notes.

The aggregate principal amounts, cash payments and recognized gain or loss for such transactions were as follows (in millions):

	Six months ended June 30,					
	2020			2019		
	Redeemed	Repurchased	Total	Tendered	Repurchased	Total
6.50% Senior Notes due November 2020	\$ —	\$ 8	\$ 8	\$ 57	\$ —	\$ 57
6.375% Senior Notes due December 2021	—	38	38	63	15	78
3.80% Senior Notes due October 2022	—	8	8	190	3	193
5.375% Senior Secured Notes due May 2023	—	22	22	—	—	—
9.00% Senior Notes due July 2023	714	—	714	200	112	312
Aggregate principal amount retired	<u>\$ 714</u>	<u>\$ 76</u>	<u>\$ 790</u>	<u>\$ 510</u>	<u>\$ 130</u>	<u>\$ 640</u>
Aggregate cash payment	\$ 767	\$ 63	\$ 830	\$ 522	\$ 136	\$ 658
Aggregate net gain (loss)	\$ (65)	\$ 12	\$ (53)	\$ (18)	\$ (9)	\$ (27)

## NOTE 8—INCOME TAXES

**Tax provision and rate**—In the six months ended June 30, 2020 and 2019, our effective tax rate was (3.2) percent and (8.3) percent, respectively, based on loss before income tax expense. In the six months ended June 30, 2020 and 2019, the effect of various discrete period tax items was a net tax benefit of \$9 million and \$30 million, respectively. In the six months ended June 30, 2020, such discrete items included the revenues recognized for the settlement of disputes, the loss on impairment of an investment in an unconsolidated affiliate, the carryback of net operating losses in the U.S. as a result of the Coronavirus Aid, Relief, and Economic Security Act, which included the release of valuation allowances previously recorded, as well as settlements and expirations of various uncertain tax positions, gains and losses on currency exchange rates and changes in valuation allowances. In the six months ended June 30, 2019, such discrete items included the settlement and reversal of various uncertain tax provisions and adjustments to our valuation allowance and adjustments to our deferred taxes for operating structural changes made in the U.S. In the six months ended June 30, 2020 and 2019, our effective tax rate, excluding discrete items, was (12.0) percent and (18.0) percent, respectively, based on loss before income tax expense.

**Tax returns**—Tax authorities in certain jurisdictions are examining our tax returns and, in some cases, have issued assessments. We are defending our tax positions in those jurisdictions. While we cannot predict or provide assurance as to the timing or the outcome of these proceedings, we do not expect the ultimate liability to have a material adverse effect on our condensed consolidated statement of financial position or results of operations, although it may have a material adverse effect on our condensed consolidated statement of cash flows.

**Brazil tax investigations**—In December 2005, the Brazilian tax authorities began issuing tax assessments with respect to our tax returns for the years 2000 through 2004. In January 2008, we filed a protest letter with the Brazilian tax authorities for these tax assessments, and we are currently engaged in the appeals process. In May 2014, the Brazilian tax authorities issued an additional tax assessment for the years 2009 and 2010, and in June 2014, we filed protests with the Brazilian tax authorities for these tax assessments. In the years ended December 31, 2018 and 2019, a portion of each of the two cases was favorably closed. As of June 30, 2020, the remaining aggregate tax assessment was for BRL 732 million, equivalent to approximately \$134 million, including penalties and interest. We believe our returns are materially correct as filed, and we are vigorously contesting these assessments. An unfavorable outcome on these proposed assessments could result in a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows.

**Other tax matters**—We conduct operations through our various subsidiaries in countries throughout the world. Each country has its own tax regimes with varying nominal rates, deductions and tax attributes. From time to time, we may identify changes to previously evaluated tax positions that could result in adjustments to our recorded assets and liabilities. Although we are unable to predict the outcome of these changes, we do not expect the effect, if any, resulting from these adjustments to have a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows.

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
(Unaudited)

**NOTE 9—LOSS PER SHARE**

The numerator and denominator used to compute loss per share were as follows (in millions, except per share data):

	Three months ended June 30,				Six months ended June 30,			
	2020		2019		2020		2019	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
<b>Numerator for loss per share</b>								
Net loss attributable to controlling interest	\$ (497)	\$ (497)	\$ (208)	\$ (208)	\$ (889)	\$ (889)	\$ (379)	\$ (379)
<b>Denominator for loss per share</b>								
Weighted-average shares outstanding	614	614	611	611	614	614	611	611
Effect of share-based awards and other equity instruments	1	1	1	1	1	1	1	1
Weighted-average shares for per share calculation	615	615	612	612	615	615	612	612
<b>Loss per share</b>	<u>\$ (0.81)</u>	<u>\$ (0.81)</u>	<u>\$ (0.34)</u>	<u>\$ (0.34)</u>	<u>\$ (1.45)</u>	<u>\$ (1.45)</u>	<u>\$ (0.62)</u>	<u>\$ (0.62)</u>

In the three and six months ended June 30, 2020, we excluded from the calculation 14.8 million and 13.0 million share-based awards, respectively, since the effect would have been anti-dilutive. In the three and six months ended June 30, 2019, we excluded from the calculation 12.6 million and 12.2 million share-based awards, respectively, since the effect would have been anti-dilutive. In the three and six months ended June 30, 2020, we excluded from the calculation 84.0 million shares issuable upon conversion of the Exchangeable Bonds since the effect would have been anti-dilutive. In the three and six months ended June 30, 2019, we excluded from the calculation 84.0 million shares issuable upon conversion of the Exchangeable Bonds since the effect would have been anti-dilutive.

**NOTE 10—CONTINGENCIES****Legal proceedings**

**Macondo well incident**—On April 22, 2010, the ultra-deepwater floater *Deepwater Horizon* sank after a blowout of the Macondo well caused a fire and explosion on the rig off the coast of Louisiana. At the time of the explosion, *Deepwater Horizon* was contracted to an affiliate of BP plc. Most claims, both civil and criminal, brought against us were consolidated by the U.S. Judicial Panel on Multidistrict Litigation and transferred to the U.S. District Court for the Eastern District of Louisiana (the “MDL Court”), all of which have now been resolved. We will vigorously defend against any future actions not resolved by our previous settlements and pursue all defenses available.

At December 31, 2019, the remaining liability for estimated loss contingencies that we believe were probable and for which a reasonable estimate could be made was \$124 million, recorded in other current liabilities, the majority of which is related to the settlement agreement that we and the Plaintiff Steering Committee filed with the MDL Court in May 2015 (the “PSC Settlement Agreement”), which was approved by the MDL Court on February 15, 2017. Through the PSC Settlement Agreement, we agreed to pay a total of \$212 million to be allocated between two classes of plaintiffs in exchange for a release of all respective claims each class has against us. As required under the PSC Settlement Agreement, we deposited the settlement amount into an escrow account established by the MDL Court. In June 2020, the MDL Court released the assets held in the escrow account to satisfy our remaining obligations under the PSC Settlement Agreement. At December 31, 2019, the balance held in the escrow account was \$125 million, recorded in restricted cash accounts and investments.

**Asbestos litigation**—In 2004, several of our subsidiaries were named, along with numerous other unaffiliated defendants, in complaints filed in the Circuit Courts of the State of Mississippi, and in 2014, a group of similar complaints were filed in Louisiana. The plaintiffs, former employees of some of the defendants, generally allege that the defendants used or manufactured asbestos containing drilling mud additives for use in connection with drilling operations, claiming negligence, products liability, strict liability and claims allowed under the Jones Act and general maritime law. The plaintiffs generally seek awards of unspecified compensatory and punitive damages, but the court-appointed special master has ruled that a Jones Act employer defendant, such as us, cannot be sued for punitive damages. At June 30, 2020, eight plaintiffs have claims pending in Louisiana, in which we have or may have an interest. We intend to defend these lawsuits vigorously, although we can provide no assurance as to the outcome. We historically have maintained broad liability insurance, although we are not certain whether insurance will cover the liabilities, if any, arising out of these claims. Based on our evaluation of the exposure to date, we do not expect the liability, if any, resulting from these claims to have a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows.

One of our subsidiaries has been named as a defendant, along with numerous other companies, in lawsuits arising out of the subsidiary’s manufacture and sale of heat exchangers, and involvement in the construction and refurbishment of major industrial complexes alleging bodily injury or personal injury as a result of exposure to asbestos. As of June 30, 2020, the subsidiary was a defendant in approximately 222 lawsuits with a corresponding number of plaintiffs. For many of these lawsuits, we have not been provided sufficient information from the plaintiffs to determine whether all or some of the plaintiffs have claims against the subsidiary, the basis of any such claims, or the nature of their alleged injuries. The operating assets of the subsidiary were sold in 1989. In September 2018, the subsidiary and certain insurers agreed to a settlement of outstanding disputes that leaves the subsidiary with funding, including cash, annuities and coverage in place settlement, that we believe will be sufficient to respond to both the current lawsuits as well as future lawsuits of a similar

**TRANSOCEAN LTD. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—continued**  
(Unaudited)

nature. While we cannot predict or provide assurance as to the outcome of these matters, we do not expect the ultimate liability, if any, resulting from these claims to have a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows.

**Other matters**—We are involved in various tax matters, various regulatory matters, and a number of claims and lawsuits, asserted and unasserted, all of which have arisen in the ordinary course of our business. We do not expect the liability, if any, resulting from these other matters to have a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of the litigation matters specifically described above or of any such other pending, threatened, or possible litigation or liability. We can provide no assurance that our beliefs or expectations as to the outcome or effect of any tax, regulatory, lawsuit or other litigation matter will prove correct and the eventual outcome of these matters could materially differ from management’s current estimates.

#### **Environmental matters**

We have certain potential liabilities under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”) and similar state acts regulating cleanup of hazardous substances at various waste disposal sites, including those described below. CERCLA is intended to expedite the remediation of hazardous substances without regard to fault. Potentially responsible parties (“PRPs”) for each site include present and former owners and operators of, transporters to and generators of the substances at the site. It is difficult to quantify the potential cost of environmental matters and remediation obligations. Liability is strict and can be joint and several.

One of our subsidiaries was named as a PRP in connection with a site located in Santa Fe Springs, California, known as the Waste Disposal, Inc. site. We and other PRPs agreed, under a participation agreement with the U.S. Environmental Protection Agency (the “EPA”) and the U.S. Department of Justice, to settle our potential liabilities by remediating the site. The remedial action for the site was completed in 2006. Our share of the ongoing operating and maintenance costs has been insignificant, and we do not expect any additional potential liabilities to be material. Resolutions of other claims by the EPA, the involved state agency or PRPs are at various stages of investigation. Nevertheless, based on available information, we do not expect the ultimate liability, if any, resulting from all environmental matters, and known potential legal claims that are likely to be asserted, to have a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows.

#### **NOTE 11—FINANCIAL INSTRUMENTS**

**Overview**—The carrying amounts and fair values of our financial instruments were as follows (in millions):

	<u>June 30, 2020</u>		<u>December 31, 2019</u>	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash and cash equivalents	\$ 1,511	\$ 1,511	\$ 1,790	\$ 1,790
Restricted cash and cash equivalents	437	437	558	558
Long-term debt, including current maturities	9,058	5,553	9,261	8,976

We estimated the fair value of each class of financial instruments by applying the following methods and assumptions:

**Cash and cash equivalents**—Our cash and cash equivalents are primarily invested in demand deposits, short-term time deposits and money market funds. The carrying amount of our cash and cash equivalents represents the historical cost, plus accrued interest, which approximates fair value because of the short maturities of the instruments.

**Restricted cash and cash equivalents**—Our restricted cash and cash equivalents, which are subject to restrictions due to collateral requirements, legislation, regulation or court order, are primarily invested in demand deposits, short-term time deposits and money market funds. The carrying amount of our restricted cash and cash equivalents represents the historical cost, plus accrued interest, which approximates fair value because of the short maturities of the instruments.

**Debt**—The carrying amount of our debt represents the principal amount, net of unamortized discounts, premiums, debt issue costs and fair value adjustments. We measured the estimated fair value of our debt using significant other observable inputs, representative of a Level 2 fair value measurement, including the terms and credit spreads for the instruments.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### FORWARD-LOOKING INFORMATION

The statements included in this quarterly report regarding future financial performance and results of operations and other statements that are not historical facts are forward-looking statements within the meaning of Section 27A of the United States ("U.S.") Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. Forward-looking statements in this quarterly report include, but are not limited to, statements about the following subjects:

- the effect, impact, potential duration or other implications of the outbreak of a novel strain of coronavirus ("COVID-19") and disputes and actions with respect to production levels by, among or between major oil and gas producing countries and any expectations we may have with respect thereto;
- our results of operations, our revenue efficiency and other performance indicators and our cash flow from operations;
- the offshore drilling market, including the effects of declines in commodity prices, supply and demand, utilization rates, dayrates, customer drilling programs, stacking and reactivation of rigs, effects of new rigs on the market, the impact of changes to regulations in jurisdictions in which we operate and changes in the global economy or market outlook for the various geographies in which we operate or for our classes of rigs;
- customer drilling contracts, including contract backlog, force majeure provisions, contract awards, commencements, extensions, terminations, renegotiations, contract option exercises, contract revenues, early termination payments, indemnity provisions and rig mobilizations;
- liquidity, including availability under our bank credit agreement, and adequacy of cash flows for our obligations;
- debt levels, including impacts of the current financial and economic downturn, and interest rates;
- newbuild, upgrade, shipyard and other capital projects, including completion, relinquishment or abandonment, delivery and commencement of operation dates, expected downtime and lost revenue, the level of expected capital expenditures and the timing and cost of completion of capital projects;
- the cost and timing of acquisitions and the proceeds and timing of dispositions;
- the optimization of rig-based spending;
- tax matters, including our effective tax rate, changes in tax laws, treaties and regulations, tax assessments and liabilities for tax issues, including those associated with our activities in Brazil, Norway, Switzerland, the United Kingdom ("U.K."), the U.S., Canada, Angola, and India, among other jurisdictions;
- legal and regulatory matters, including results and effects of current or potential legal proceedings and governmental audits and assessments, outcomes and effects of internal and governmental investigations, customs and environmental matters;
- insurance matters, including adequacy of insurance, renewal of insurance, insurance proceeds and cash investments of our wholly owned captive insurance company;
- effects of accounting changes and adoption of accounting policies; and
- investment in recruitment, retention and personnel development initiatives, defined benefit pension plan contributions, the timing of severance payments and benefit payments.

Forward-looking statements in this quarterly report are identifiable by use of the following words and other similar expressions:

- anticipates    ■ budgets    ■ estimates    ■ forecasts    ■ may    ■ plans    ■ projects    ■ should
- believes    ■ could    ■ expects    ■ intends    ■ might    ■ predicts    ■ scheduled

Such statements are subject to numerous risks, uncertainties and assumptions, including, but not limited to:

- those described under "Item 1A. Risk Factors" included in Part I of our annual report on Form 10-K for the year ended December 31, 2019 and in Part II of our quarterly report on Form 10-Q for the quarterly period ended March 31, 2020;
- the effects of public health threats, pandemics and epidemics, such as the outbreak of COVID-19, and the adverse impact thereof on our business, financial condition and results of operations, including, but not limited to, our growth, operating costs, supply chain, labor availability, logistical capabilities, customer demand for our services and industry demand generally, our liquidity, the price of our securities and trading markets with respect thereto, our ability to access capital markets, and the global economy and financial markets generally;
- the effects of actions by, or disputes among or between, members of the Organization of Petroleum Exporting Countries and other oil and natural gas producing countries with respect to production levels or other matters related to the prices of oil and natural gas;
- the adequacy of and access to our sources of liquidity;
- our inability to obtain drilling contracts for our rigs that do not have contracts;
- our inability to renew drilling contracts at comparable dayrates;
- operational performance;
- the cancellation of drilling contracts currently included in our reported contract backlog;
- losses on impairment of long-lived assets;
- shipyard, construction and other delays;
- the results of meetings of our shareholders;
- changes in political, social and economic conditions;
- the effect and results of litigation, regulatory matters, settlements, audits, assessments and contingencies; and
- other factors discussed in this quarterly report and in our other filings with the U.S. Securities and Exchange Commission ("SEC"), which are available free of charge on the SEC website at [www.sec.gov](http://www.sec.gov).

The foregoing risks and uncertainties are beyond our ability to control, and in many cases, we cannot predict the risks and uncertainties that could cause our actual results to differ materially from those indicated by the forward-looking statements. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement. We expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in our expectations or beliefs with regard to the statement or any change in events, conditions or circumstances on which any forward-looking statement is based, except as required by law.



## BUSINESS

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Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean”, “we,” “us” or “our”) is a leading international provider of offshore contract drilling services for oil and gas wells. As of July 23, 2020, we owned or had partial ownership interests in and operated 39 mobile offshore drilling units, including 27 ultra-deepwater floaters and 12 harsh environment floaters. As of July 23, 2020, we were constructing two ultra-deepwater drillships.

We provide contract drilling services in a single, global operating segment, which involves contracting our mobile offshore drilling fleet, related equipment and work crews primarily on a dayrate basis to drill oil and gas wells. We specialize in technically demanding regions of the offshore drilling business with a particular focus on ultra-deepwater and harsh environment drilling services. Our drilling fleet is one of the most versatile in the world, consisting of drillships and semisubmersible floaters used in support of offshore drilling activities and offshore support services on a worldwide basis.

Our contract drilling services operations are geographically dispersed in oil and gas exploration and development areas throughout the world. Although rigs can be moved from one region to another, the cost of moving rigs and the availability of rig-moving vessels may cause the supply and demand balance to fluctuate somewhat between regions. Still, significant variations between regions do not tend to persist long term because of rig mobility. Our fleet operates in a single, global market for the provision of contract drilling services. The location of our rigs and the allocation of resources to operate, build or upgrade our rigs are determined by the activities and needs of our customers.

## SIGNIFICANT EVENTS

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**Debt issuance**—On January 17, 2020, we issued \$750 million aggregate principal amount of 8.00% senior unsecured notes due February 2027 (the “8.00% Senior Notes”), and we received aggregate cash proceeds of \$743 million, net of issue costs. See “—Liquidity and Capital Resources—Sources and uses of liquidity.”

**Early debt retirement**—On January 17, 2020, we provided a notice to redeem in full our outstanding 9.00% senior notes due July 2023 (the “9.00% Senior Notes”). On February 18, 2020, we made a payment of \$767 million, including the make-whole provision, to redeem the 9.00% Senior Notes, and in the three months ended March 31, 2020, we recognized a loss of \$65 million associated with the retirement of debt. See “—Operating Results” and “—Liquidity and Capital Resources—Sources and uses of liquidity.”

In the six months ended June 30, 2020, we repurchased in the open market \$76 million aggregate principal amount of certain of our debt securities. We made an aggregate cash payment of \$63 million and recognized an aggregate net gain of \$12 million associated with the retirement of such debt. See “—Operating Results” and “—Liquidity and Capital Resources—Sources and uses of liquidity.”

**Settlement**—In June 2020, we entered into a settlement and mutual release agreement with a customer, which provided for the final settlement of disputes. In connection with the settlement, among other things, our customer agreed to pay us \$185 million in four equal installments through January 15, 2023. See “—Operating Results.”

**Impairments**—In the six months ended June 30, 2020, we recognized an aggregate loss of \$556 million primarily associated with the impairment of one ultra-deepwater floater, two harsh environment floaters and three midwater floaters, along with related assets, which we determined were impaired at the time we classified the assets as held for sale. See “—Operating Results.”

In the three months ended June 30, 2020, we recognized a loss of \$59 million, which had no tax effect, recorded in other, net, associated with the impairment of our investment in Orion Holdings (Cayman) Limited (together with its subsidiary, “Orion”) since we determined that the carrying amount of our investment exceeded the estimated fair value. See “—Operating Results.”

During the three months ended March 31, 2020, we identified indicators that the asset groups in our contract drilling services reporting unit may not be recoverable. As a result of our testing, we determined that the carrying amount of the remaining drilling rig and related assets in our midwater floater asset group was impaired. In the six months ended June 30, 2020, we recognized a loss of \$31 million associated with the impairment of these held and used assets. See “—Operating Results”.

## OUTLOOK

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**Drilling market**—During the latter part of 2019, the demand for our drilling services steadily increased and contract durations and dayrates substantially improved in all geographic market sectors. This momentum was interrupted, late in the first quarter 2020, by the economic disruption associated with the global COVID-19 pandemic and the significant decline of commodity prices spurred both by this pandemic and by production disputes among major oil producing countries, driving significant oversupply.

Since initiating efforts to mitigate the spread of COVID-19 many governments have begun to lift some of the restrictions on business and individual movement, and demand for hydrocarbons has begun to improve, although it has still not recovered to pre-pandemic levels. The market also remains in an oversupplied state due to the peak global production that coincided with a significant reduction in consumption. Additionally, the effects of COVID-19 continue to develop and change at a rapid pace. For instance, many countries that re-opened their economies beginning in the second quarter of 2020 have subsequently seen significant increases in the number of reported cases of COVID-19, causing governments to reimpose certain restrictions that had previously been lifted.

As a result, many of our customers have reduced capital expenditures and delayed investment decisions for the remainder of 2020 resulting in several previously sanctioned offshore projects being either delayed or cancelled. These actions have an adverse impact on our near-term market outlook, reversing the positive trends experienced in 2019. It is currently unclear how long these reductions and delays will persist.

Longer term, as the negative effects of these global events eventually subside, and oil prices improve and stabilize, we believe the prospects of the offshore drilling floater market will significantly improve, especially for the highest specification vessels. The structural efficiency gains achieved by the offshore oil and gas industry in the past six years have materially improved the economics of offshore development projects, and we believe such efficiency gains will make these projects attractive again when the commodity prices sufficiently recover from the current levels.

**Fleet status**—We refer to the availability of our rigs in terms of the uncommitted fleet rate. The uncommitted fleet rate is defined as the number of uncommitted days divided by the total number of rig calendar days in the measurement period, expressed as a percentage. An uncommitted day is defined as a calendar day during which a rig is idle or stacked, is not contracted to a customer and is not committed to a shipyard. The uncommitted fleet rates exclude the effect of priced options. As of July 15, 2020, the uncommitted fleet rates for the remainder of 2020 and each of the four years in the period ending December 31, 2024 were as follows:

	2020	2021	2022	2023	2024
<b>Uncommitted fleet rate</b>					
Ultra-deepwater floaters	47 %	67 %	84 %	83 %	83 %
Harsh environment floaters	35 %	51 %	63 %	80 %	98 %

## PERFORMANCE AND OTHER KEY INDICATORS

**Contract backlog**—Contract backlog is defined as the maximum contractual operating dayrate multiplied by the number of days remaining in the firm contract period, excluding revenues for mobilization, demobilization, contract preparation, other incentive provisions or reimbursement revenues, which are not expected to be significant to our contract drilling revenues. The contract backlog represents the maximum contract drilling revenues that can be earned considering the contractual operating dayrate in effect during the firm contract period. The contract backlog for our fleet was as follows:

	July 15, 2020	April 16, 2020	February 14, 2020
<b>Contract backlog</b>		(In millions)	
Ultra-deepwater floaters	\$ 6,487	\$ 6,936	\$ 7,282
Harsh environment floaters	2,403	2,662	2,836
Midwater floaters	—	—	45
Total contract backlog	\$ 8,890	\$ 9,598	\$ 10,163

We believe our industry-leading contract backlog sets us apart from the competition. Our contract backlog includes only firm commitments, which are represented by signed drilling contracts or, in some cases, by other definitive agreements awaiting contract execution. Our contract backlog includes amounts associated with our contracted newbuild unit that is currently under construction but excludes amounts related to the conditional agreement we have for our second newbuild unit under construction. The contractual operating dayrate may be higher than the actual dayrate we ultimately receive or an alternative contractual dayrate, such as a waiting on weather rate, repair rate, standby rate or force majeure rate, may apply under certain circumstances. The contractual operating dayrate may also be higher than the actual dayrate we ultimately receive because of a number of factors, including rig downtime or suspension of operations. In certain contracts, the dayrate may be reduced to zero if, for example, repairs extend beyond a stated period of time.

The COVID-19 pandemic and the volatility in oil prices in the first half of 2020, which have included precipitous drops in oil prices could have significant adverse consequences for the financial condition of our customers. This may result in contract cancellations, early terminations, customers seeking price reductions or more favorable economic terms, a reduced ability to ultimately collect receivables, or entry into lower dayrate contracts or having to idle, stack or retire more of our rigs.

**Average daily revenue**—Average daily revenue is defined as contract drilling revenues, excluding revenues for contract terminations, reimbursements and contract intangible amortization, earned per operating day. An operating day is defined as a calendar day during which a rig is contracted to earn a dayrate during the firm contract period after commencement of operations. The average daily revenue for our fleet was as follows:

	Three months ended		
	June 30, 2020	March 31, 2020	June 30, 2019
<b>Average daily revenue</b>			
Ultra-deepwater floaters	\$ 296,500	\$ 332,600	\$ 335,400
Harsh environment floaters	\$ 331,900	\$ 303,100	\$ 301,700
Midwater floaters	\$ 99,400	\$ 112,600	\$ 163,700
Total fleet average daily revenue	\$ 307,800	\$ 314,900	\$ 314,900

Our average daily revenue fluctuates relative to market conditions and our revenue efficiency. The average daily revenue may be affected by revenues for lump sum bonuses or demobilization fees received from our customers. Our total fleet average daily revenue is also affected by the mix of rig classes being operated, as deepwater floaters, midwater floaters and high-specification jackups are typically contracted at lower dayrates compared to ultra-deepwater floaters and harsh environment floaters. We no longer operate deepwater floaters, midwater floaters or high-specification jackups. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We remove rigs from the calculation upon disposal or classification as held for sale, unless we continue to operate rigs subsequent to sale, in which case we remove the rigs at the time of completion or novation of the contract.

**Revenue efficiency**—Revenue efficiency is defined as actual contract drilling revenues, excluding revenues for contract terminations and reimbursements, for the measurement period divided by the maximum revenue calculated for the measurement period, expressed as a percentage. Maximum revenue is defined as the greatest amount of contract drilling revenues, excluding revenues for contract terminations and reimbursements, the drilling unit could earn for the measurement period, excluding amounts related to incentive provisions. The revenue efficiency rates for our fleet were as follows:

	Three months ended		
	June 30, 2020	March 31, 2020	June 30, 2019
<b>Revenue efficiency</b>			
Ultra-deepwater floaters	98 %	97 %	98 %
Harsh environment floaters	97 %	89 %	95 %
Midwater floaters	79 %	87 %	130 %
Total fleet average revenue efficiency	97 %	94 %	98 %

Revenue efficiency measures our ability to ultimately convert our contractual opportunities into revenues. Our revenue efficiency rate varies due to revenues earned under alternative contractual dayrates, such as a waiting on weather rate, repair rate, standby rate, force majeure rate or zero rate, that may apply under certain circumstances. Our revenue efficiency rate is also affected by incentive performance bonuses or penalties. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We exclude rigs that are not operating under contract, such as those that are stacked.

**Rig utilization**—Rig utilization is defined as the total number of operating days divided by the total number of rig calendar days in the measurement period, expressed as a percentage. The rig utilization rates for our fleet were as follows:

	Three months ended		
	June 30, 2020	March 31, 2020	June 30, 2019
<b>Rig utilization</b>			
Ultra-deepwater floaters	61 %	61 %	50 %
Harsh environment floaters	80 %	63 %	76 %
Midwater floaters	25 %	39 %	39 %
Total fleet average rig utilization	66 %	60 %	56 %

Our rig utilization rate declines as a result of idle and stacked rigs and during shipyard and mobilization periods to the extent these rigs are not earning revenues. We include newbuilds in the calculation when the rigs commence operations upon acceptance by the customer. We remove rigs from the calculation upon disposal or classification as held for sale. Accordingly, our rig utilization can increase when idle or stacked units are removed from our drilling fleet.

## OPERATING RESULTS

### Three months ended June 30, 2020 compared to the three months ended June 30, 2019

The following is an analysis of our operating results. See “—Performance and Other Key Indicators” for definitions of operating days, average daily revenue, revenue efficiency and rig utilization.

	Three months ended June 30,		Change	% Change
	2020	2019		
	(In millions, except day amounts and percentages)			
Operating days	2,401	2,411	(10)	nm
Average daily revenue	\$307,800	\$314,900	\$ (7,100)	(2)%
Revenue efficiency	97 %	98 %		
Rig utilization	66 %	56 %		
Contract drilling revenues	\$ 930	\$ 758	\$ 172	23 %
Operating and maintenance expense	(525)	(510)	(15)	(3)%
Depreciation and amortization expense	(196)	(219)	23	11 %
General and administrative expense	(45)	(45)	—	nm
Loss on impairment	(429)	(1)	(428)	nm
Gain (loss) on disposal of assets, net	1	(10)	11	nm
Operating loss	(264)	(27)	(237)	nm
Other income (expense), net				
Interest income	4	12	(8)	(67)%
Interest expense, net of amounts capitalized	(153)	(168)	15	9 %
Gain (loss) on retirement of debt	4	(9)	13	nm
Other, net	(56)	23	(79)	nm
Loss before income tax expense	(465)	(169)	(296)	nm
Income tax expense	(32)	(37)	5	14 %
Net loss	\$ (497)	\$ (206)	\$ (291)	nm

“nm” means not meaningful.

**Contract drilling revenues**—Contract drilling revenues increased for the three months ended June 30, 2020, compared to the three months ended June 30, 2019, primarily due to the following: (a) \$177 million resulting from the settlement of disputes in the three months ended June 30, 2020, (b) approximately \$35 million resulting from the reactivations of two ultra-deepwater floaters in Brazil, (c) approximately \$25 million resulting from a harsh environment floater that we placed into service in August 2019 and (d) approximately \$21 million resulting from the early termination of a contract for the convenience of a customer. These increases were partially offset by the following decreases: (a) approximately \$70 million resulting from lower activity and (b) approximately \$20 million resulting from rigs sold or classified as held for sale.

**Costs and expenses**—Operating and maintenance costs and expenses increased for the three months ended June 30, 2020, compared to the three months ended June 30, 2019, primarily due to the following: (a) approximately \$30 million resulting from personnel and related costs associated with the COVID-19 pandemic, (b) \$30 million resulting from litigation and settlement costs, (c) approximately \$25 million resulting from the operations of the harsh environment floater that we placed into service in August 2019, (d) approximately \$10 million resulting from offshore and onshore severance costs and (e) approximately \$10 million resulting from the reactivations of two ultra-deepwater floaters in Brazil. These increases were partially offset by the following decreases: (a) approximately \$45 million resulting from reduced shipyard costs and delayed in-service maintenance costs, (b) approximately \$25 million resulting from rigs now stacked or idle and (c) approximately \$20 million resulting from rigs sold or classified as held for sale.

Depreciation and amortization expense decreased for the three months ended June 30, 2020, compared to the three months ended June 30, 2019, primarily due to \$20 million resulting from rigs sold or classified as held for sale subsequent to June 30, 2019.

**Loss on impairment of assets**—In the three months ended June 30, 2020, we recognized a loss on the impairment of assets, including an aggregate net loss of \$419 million associated with assets that we determined were impaired at the time we classified them as held for sale.

**Other income and expense**—Interest expense, net of amounts capitalized, decreased in the three months ended June 30, 2020, compared to the three months ended June 30, 2019, primarily due to a decrease of \$34 million resulting from debt retired or repaid, including the full redemption of the 9.00% Senior Notes in February 2020, partially offset by an increase of \$19 million resulting from debt issued, including the 8.00% Senior Notes in January 2020 and the 5.375% senior secured notes due May 2023 (the “5.375% Senior Secured Notes”) in May 2019.

In the three months ended June 30, 2020, we recognized an aggregate net gain of \$4 million associated with the retirement of \$21 million aggregate principal amount of our debt securities repurchased in the open market. In the three months ended June 30, 2019,

we recognized an aggregate net loss of \$9 million resulting from the retirement of \$130 million aggregate principal amount of our debt securities repurchased in the open market.

Other expense, net, increased in the three months ended June 30, 2020, compared to the three months ended June 30, 2019, primarily due to the following: (a) a loss of \$59 million associated with the impairment of our equity-method investment in Orion, (b) net increased loss of \$10 million resulting from currency exchange rates and (c) a gain of \$10 million recognized in the prior-year period resulting from the bargain purchase of Ocean Rig UDW Inc. (“Ocean Rig”), completed in the year ended December 31, 2018.

**Income tax expense**—In the three months ended June 30, 2020 and 2019, our effective tax rate was (6.8) percent and (21.9) percent, respectively, based on loss before income tax expense. In the three months ended June 30, 2020 and 2019, the effect of various discrete period tax items was a net tax expense of \$11 million and a net tax benefit of \$5 million, respectively.

In the three months ended June 30, 2020, such discrete items included the revenues recognized for the settlement of disputes, the loss on impairment of investment in an unconsolidated affiliate, certain return to provision adjustments, withholding tax accruals, gains and losses on currency exchange rates and changes to valuation allowances. In the three months ended June 30, 2019, such discrete items included settlements of various uncertain tax positions, partially offset by changes in the valuation allowance related to deferred tax assets and adjustments to our deferred taxes for operating structural changes made in the U.S.

In the three months ended June 30, 2020 and 2019, our effective tax rate, excluding discrete items, was (15.0) percent and (25.4) percent, respectively, based on loss before income tax expense.

Due to our operating activities and organizational structure, our income tax expense does not change proportionally with our income before income taxes. Significant decreases in our income before income taxes typically lead to higher effective tax rates, while significant increases in income before income taxes can lead to lower effective tax rates, subject to the other factors impacting income tax expense noted above. With respect to the effective tax rate calculation for the three months ended June 30, 2020, a significant portion of our income tax expense was generated in countries in which income taxes are imposed on gross revenues, with the most significant of these countries being Angola and India. Conversely, the countries in which we incurred the most significant income taxes during this period that were based on income before income tax include Brazil, Canada, the U.S., Switzerland, and the U.K. Our rig operating structures further complicate our tax calculations, especially in instances where we have more than one operating structure for the taxing jurisdiction and, thus, more than one method of calculating taxes depending on the operating structure utilized by the rig under the contract.

**Six months ended June 30, 2020 compared to the six months ended June 30, 2019**

The following is an analysis of our operating results. See “—Performance and Other Key Indicators” for definitions of operating days, average daily revenue, revenue efficiency and rig utilization.

	<b>Six months ended June 30,</b>		<b>Change</b>	<b>% Change</b>
	<b>2020</b>	<b>2019</b>		
	<small>(In millions, except day amounts and percentages)</small>			
Operating days	4,820	4,861	(41)	(1)%
Average daily revenue	\$ 311,300	\$ 310,700	\$ 600	nm
Revenue efficiency	96 %	98 %		
Rig utilization	63 %	56 %		
Contract drilling revenues	\$ 1,689	\$ 1,512	\$ 177	12 %
Operating and maintenance expense	(1,065)	(1,018)	(47)	(5)%
Depreciation and amortization expense	(402)	(436)	34	8 %
General and administrative expense	(88)	(94)	6	6 %
Loss on impairment	(597)	(1)	(596)	nm
Loss on disposal of assets, net	—	(3)	3	nm
Operating loss	(463)	(40)	(423)	nm
Other income (expense), net				
Interest income	13	22	(9)	(41)%
Interest expense, net of amounts capitalized	(313)	(334)	21	6 %
Loss on retirement of debt	(53)	(27)	(26)	(96)%
Other, net	(44)	31	(75)	nm
Loss before income tax expense	(860)	(348)	(512)	nm
Income tax expense	(28)	(29)	1	3 %
Net loss	<u>\$ (888)</u>	<u>\$ (377)</u>	<u>\$ (511)</u>	<u>nm</u>

“nm” means not meaningful.

**Contract drilling revenues**—Contract drilling revenues increased for the six months ended June 30, 2020, compared to the six months ended June 30, 2019, primarily due to the following: (a) \$177 million resulting from the settlement of disputes in the six months ended June 30, 2020, (b) approximately \$65 million resulting from the reactivations of two ultra-deepwater floaters in Brazil, (c) approximately \$40 million resulting from the operations of the harsh environment floater that we placed into service in August 2019, (d) approximately \$35 million resulting from increased dayrates and (e) approximately \$21 million resulting from the early termination of a contract for the

convenience of a customer. These increases were partially offset by the following decreases: (a) approximately \$115 million resulting from lower revenues on rigs stacked or idle, (b) approximately \$35 million resulting from lower revenue efficiency, (c) approximately \$30 million resulting from rigs sold or classified as held for sale.

**Costs and expenses**—Operating and maintenance costs and expenses increased for the six months ended June 30, 2020, compared to the six months ended June 30, 2019, primarily due to the following: (a) approximately \$55 million resulting from the harsh environment floater that we placed into service in August 2019, (b) approximately \$40 million resulting from the reactivations of two ultra-deepwater floaters in Brazil, (c) approximately \$30 million resulting from personnel and related costs associated with the COVID-19 pandemic, (d) \$30 million related to settlements and litigation and (e) approximately \$15 million resulting from offshore and onshore severance costs. These increases were partially offset by the following decreases: (a) approximately \$75 million resulting from reduced shipyard and delayed in-service maintenance costs, (b) approximately \$35 million resulting from rigs sold or classified as held for sale and (c) approximately \$15 million resulting from rigs now stacked or idle.

Depreciation and amortization expense decreased for the six months ended June 30, 2020, compared to the six months ended June 30, 2019, primarily due to \$31 million resulting from rigs sold or classified as held for sale subsequent to June 30, 2019.

General and administrative costs and expenses decreased for the six months ended June 30, 2020, compared to the six months ended June 30, 2019, primarily due to the following: (a) \$5 million resulting from costs recognized in the prior-year period related to the integration of Ocean Rig and (b) \$5 million resulting from reduced legal and professional fees, partially offset by (c) \$4 million resulting from increased costs related to our cybersecurity program.

**Loss on impairment of assets**—In the six months ended June 30, 2020, we recognized a loss on the impairment of assets, including an aggregate net loss of \$556 million associated with assets that we determined were impaired at the time we classified them as held for sale, a loss of \$31 million associated with the impairment of our midwater floater asset group and a loss of \$10 million associated with the impairment of other assets.

**Other income and expense**—Interest expense, net of amounts capitalized, decreased in the six months ended June 30, 2020, compared to the six months ended June 30, 2019, primarily due to a decrease of \$61 million resulting from the debt retired or repaid, including the full redemption of the 9.00% Senior Notes in February 2020, partially offset by an increase of \$42 million resulting from debt issued, including the 8.00% Senior Notes in January 2020, the 5.375% Senior Secured Notes in May 2019 and the 6.875% senior secured notes due February 2027 (the “6.875% Senior Secured Notes”) in February 2019.

In the six months ended June 30, 2020, we recognized a loss of \$65 million associated with the full redemption of the 9.00% Senior Notes, partially offset by an aggregate net gain of \$12 million resulting from the retirement of \$76 million aggregate principal amount of our debt securities repurchased in the open market. In the six months ended June 30, 2019, we recognized a loss of \$18 million associated with the retirement of notes validly tendered in the tender offers made in the prior-year period (the “2019 Tendered Notes”) and an aggregate net loss of \$9 million resulting from the retirement of \$130 million aggregate principal amount of our debt securities repurchased in the open market.

Other expense, net, increased in the six months ended June 30, 2020, compared to the six months ended June 30, 2019, primarily due to the following: (a) a loss of \$59 million associated with the impairment of our equity-method investment in Orion in the six months ended June 30, 2020 and (b) a gain of \$11 million recognized in the prior-year period resulting from the bargain purchase of Ocean Rig, completed in the year ended December 31, 2018.

**Income tax expense**—In the six months ended June 30, 2020 and 2019, our effective tax rate was (3.2) percent and (8.3) percent, respectively, based on loss before income tax expense. In the six months ended June 30, 2020 and 2019, the effect of various discrete period tax items was a net tax benefit of \$9 million and \$30 million, respectively. In the six months ended June 30, 2020, such discrete items included the revenues recognized for the settlement of disputes, the loss on impairment of investment in an unconsolidated affiliate, the carryback of net operating losses in the U.S. as a result of the Coronavirus Aid, Relief, and Economic Security Act which included the release of valuation allowances previously recorded, as well as settlements and expirations of various uncertain tax positions, gains and losses on currency exchange rates and changes to valuation allowances. In the six months ended June 30, 2019, such discrete items included settlements and reversals of various uncertain tax positions and adjustments to our deferred taxes for operating structural changes made in the U.S. In the six months ended June 30, 2020 and 2019, our effective tax rate, excluding discrete items, was (12.0) percent and (18.0) percent, respectively, based on loss before income tax expense. Our effective tax rate in the six months ended June 30, 2020 compared to the six months ended June 30, 2019, increased primarily due to the adoption of a new operating structure, which reduces our exposure to the U.S. base erosion and anti-abuse tax and other cash taxes in the U.S. in the current and future years. To a lesser extent, our effective tax rate decreased due to changes in the relative blend of income from operations in certain jurisdictions.

Due to our operating activities and organizational structure, our income tax expense does not change proportionally with our income before income taxes. Significant decreases in our income before income taxes typically lead to higher effective tax rates, while significant increases in income before income taxes can lead to lower effective tax rates, subject to the other factors impacting income tax expense noted above. With respect to the effective tax rate calculation for the six months ended June 30, 2020, a significant portion of our income tax expense was generated in countries in which income taxes are imposed on gross revenues, with the most significant of these countries being Angola and India. Conversely, the countries in which we incurred the most significant income taxes during this period that were based

on income before income tax include Brazil, Canada, the U.S., Switzerland, and the U.K. Our rig operating structures further complicate our tax calculations, especially in instances where we have more than one operating structure for the taxing jurisdiction and, thus, more than one method of calculating taxes depending on the operating structure utilized by the rig under the contract.

## LIQUIDITY AND CAPITAL RESOURCES

### Sources and uses of cash

At June 30, 2020, we had \$1.5 billion in unrestricted cash and cash equivalents and \$437 million in restricted cash and cash equivalents. In the six months ended June 30, 2020, our primary sources of cash were (a) net cash proceeds from the issuance of debt and (b) net cash provided by our operating activities. Our primary uses of cash were (a) repayments of debt and (b) capital expenditures.

	Six months ended June 30,		Change
	2020	2019 (In millions)	
<b>Cash flows from operating activities</b>			
Net loss	\$ (888)	\$ (377)	\$ (511)
Non-cash items, net	1,289	698	591
Changes in operating assets and liabilities, net	(362)	(219)	(143)
	<u>\$ 39</u>	<u>\$ 102</u>	<u>\$ (63)</u>

Net cash provided by operating activities decreased primarily due to cash payments of \$125 million released from restricted cash accounts to satisfy our remaining obligations under the Plaintiff Steering Committee settlement agreement (the “PSC Settlement Agreement”) in June 2020.

	Six months ended June 30,		Change
	2020	2019 (In millions)	
<b>Cash flows from investing activities</b>			
Capital expenditures	\$ (153)	\$ (138)	\$ (15)
Proceeds from disposal of assets, net	3	40	(37)
Investments in unconsolidated affiliates	(6)	(62)	56
Proceeds from unrestricted and restricted short-term investments	—	123	(123)
Other, net	—	3	(3)
	<u>\$ (156)</u>	<u>\$ (34)</u>	<u>\$ (122)</u>

Net cash used in investing activities increased primarily due to (a) proceeds from maturities of short-term investments in the six months ended June 30, 2019 with no comparable activity in the six months ended June 30, 2020, (b) reduced net proceeds from disposal of assets and (c) increased capital expenditures, partially offset by (d) reduced investments in unconsolidated affiliates.

	Six months ended June 30,		Change
	2020	2019 (In millions)	
<b>Cash flows from financing activities</b>			
Proceeds from issuance of debt, net of discounts and issue costs	\$ 743	\$ 1,056	\$ (313)
Repayments of debt	(1,009)	(834)	(175)
Other, net	(18)	(26)	8
	<u>\$ (284)</u>	<u>\$ 196</u>	<u>\$ (480)</u>

Net cash used in financing activities increased primarily due to (a) reduced net cash proceeds from the issuance of the 8.00% Senior Notes in the six months ended June 30, 2020 compared to the net cash proceeds from the issuance of the 5.375% Senior Secured Notes and the 6.875% Senior Secured Notes in the prior-year period and (b) increased cash used to repay debt related to the full redemption of the 9.00% Senior Notes and open market repurchases in the six months ended June 30, 2020 compared to the cash used to repay debt related to the 2019 Tendered Notes and open market repurchases in the prior-year period.

### Sources and uses of liquidity

**Overview**—We expect to use existing unrestricted cash balances, internally generated cash flows, borrowings under the Secured Credit Facility, proceeds from the disposal of assets or proceeds from the issuance of additional debt to fulfill anticipated obligations, which may include capital expenditures, working capital and other operational requirements, scheduled debt maturities or other payments. We may also consider establishing additional financing arrangements with banks or other capital providers. Additionally, at our 2020 annual general meeting, our shareholders approved a proposal to amend our Articles of Association to increase the total number of shares that may be issued using our authorized share capital to a maximum of approximately 185.0 million shares, representing approximately 30 percent of our issued shares as of March 10, 2020. Subject to market conditions and other factors, we may also be required to provide collateral for

future financing arrangements. In each case subject to then existing market conditions and to our expected liquidity needs, among other factors, we may continue to use a portion of our cash on hand, internally generated cash flows and proceeds from asset sales to reduce debt prior to scheduled maturities through debt repurchases, either in the open market or in privately negotiated transactions, or through debt redemptions or tender offers.

The effects of the COVID-19 pandemic and the volatility and declines in oil prices in the first half of 2020 could have significant adverse consequences for general economic, financial and business conditions, as well as for our business and financial position and the business and financial position of our customers and suppliers and may, among other things, impact our ability to generate cash flows from operations, access the capital markets on acceptable terms or at all, and affect our future need or ability to borrow under our Secured Credit Facility. In addition to our potential sources of funding, the effects of such global events may impact our liquidity or need to alter our allocation or sources of capital, implement further cost reduction measures and change our financial strategy. Although the COVID-19 pandemic and the volatility and declines in oil prices in the first half of 2020 could have a broad range of effects on our sources and uses of liquidity, the ultimate effect thereon, if any, will depend on future developments, which cannot be predicted at this time.

Our access to debt and equity markets may be limited due to a variety of events, including, among others, credit rating agency downgrades of our debt ratings, industry conditions, general economic conditions, market conditions and market perceptions of us and our industry. The rating of our non-credit enhanced senior unsecured long-term debt (“Debt Rating”) is below investment grade. Such Debt Rating has caused us to experience increased fees and interest rates under agreements governing certain of our senior notes. Further downgrades may affect or limit our ability to access debt markets in the future.

Our ability to access such markets may be severely restricted at a time when we would like, or need, to access such markets, which could have an impact on our flexibility to react to changing economic and business conditions. An economic downturn like the one we are currently experiencing could have an impact on the lenders participating in our credit facilities or on our customers, causing them to fail to meet their obligations to us.

Our internally generated cash flows are directly related to our business and the market sectors in which we operate. We have generated positive cash flows from operating activities over recent years and, although we cannot provide assurances, we currently expect that such cash flows will continue to be positive over the next year. However, among other factors, if the drilling market deteriorates, or if we experience poor operating results, or if we incur expenses to, for example, reactivate, stack or otherwise assure the marketability of our fleet, cash flows from operations may be reduced or negative.

**Secured Credit Facility**—We have a \$1.3 billion secured revolving credit facility, established under a bank credit agreement, as amended most recently in December 2019 (the “Secured Credit Facility”), which is scheduled to expire on June 22, 2023. The Secured Credit Facility is guaranteed by Transocean Ltd. and certain subsidiaries. The Secured Credit Facility is secured by, among other things, a lien on the ultra-deepwater floaters *Deepwater Asgard*, *Deepwater Invictus*, *Deepwater Orion*, *Deepwater Skyros*, *Dhirubhai Deepwater KG2* and *Discoverer Inspiration* and the harsh environment floaters *Transocean Barents* and *Transocean Spitsbergen*. The Secured Credit Facility contains covenants that, among other things, include maintenance of certain guarantee and collateral coverage ratios, a maximum debt to capitalization ratio of 0.60 to 1.00 and minimum liquidity of \$500 million. The Secured Credit Facility also restricts the ability of Transocean Ltd. and certain of our subsidiaries to, among other things, merge, consolidate or otherwise make changes to the corporate structure, incur liens, incur additional indebtedness, enter into transactions with affiliates and pay dividends and other distributions. In order to borrow under the Secured Credit Facility, we must, at the time of the borrowing request, not be in default under the Secured Credit Facility and make certain representations and warranties, including with respect to compliance with laws and solvency, to the lenders. Repayment of borrowings under the Secured Credit Facility are subject to acceleration upon the occurrence of an event of default. Under the agreements governing certain of our debt and finance lease, we are also subject to various covenants, including restrictions on creating liens, engaging in sale/leaseback transactions and engaging in certain merger, consolidation or reorganization transactions. A default under our public debt indentures, the agreements governing our senior secured notes, our finance lease contract or any other debt owed to unaffiliated entities that exceeds \$125 million could trigger a default under the Secured Credit Facility and, if not waived by the lenders, could cause us to lose access to the Secured Credit Facility. At July 23, 2020, we had no borrowings outstanding, \$21 million of letters of credit issued, and we had \$1.3 billion of available borrowing capacity under the Secured Credit Facility.

**Debt issuances**—On January 17, 2020, we issued \$750 million aggregate principal amount of our 8.00% Senior Notes, and we received aggregate cash proceeds of \$743 million, net of issue costs. We may redeem all or a portion of the 8.00% Senior Notes on or prior to February 1, 2023 at a price equal to 100 percent of the aggregate principal amount plus a make-whole provision, and subsequently, at specified redemption prices

On February 1, 2019, we issued \$550 million aggregate principal amount of 6.875% Senior Secured Notes, and we received aggregate cash proceeds of \$539 million, net of discount and issue costs. The indenture that governs the 6.875% Senior Secured Notes contains covenants that, among other things, limit the ability of our subsidiaries that own or operate the collateral rig *Deepwater Poseidon* to declare or pay dividends to their affiliates. We may redeem all or a portion of the 6.875% Senior Secured Notes on or prior to February 1, 2022 at a price equal to 100 percent of the aggregate principal amount plus a make-whole provision, and subsequently, at specified redemption prices.

On May 24, 2019, we issued \$525 million aggregate principal amount of 5.375% Senior Secured Notes, and we received aggregate cash proceeds of \$517 million, net of discount and issue costs. The indenture that governs the 5.375% Senior Secured Notes contains covenants that, among other things, limit the ability of our subsidiaries that own or operate the collateral rigs *Transocean Endurance* and



*Transocean Equinox* to declare or pay dividends to their affiliates. We may redeem all or a portion of the 5.375% Senior Secured Notes on or prior to May 15, 2021 at a price equal to 100 percent of the aggregate principal amount plus a make-whole provision, and subsequently, at specified redemption prices.

**Early debt retirement**—On January 17, 2020, we provided a notice to redeem in full our outstanding 9.00% Senior Notes and on February 18, 2020, we made a cash payment of \$767 million, including the make-whole provision, to redeem the notes. In the six months ended June 30, 2020, we repurchased in the open market \$76 million aggregate principal amount of our debt securities for an aggregate cash payment of \$63 million.

On February 5, 2019, having received valid tenders from holders of \$510 million aggregate principal amount of the 2019 Tendered Notes, we made an aggregate cash payment of \$522 million to settle the 2019 Tendered Notes. In the year ended December 31, 2019, we repurchased in the open market \$434 million aggregate principal amount of our debt securities for an aggregate cash payment of \$449 million.

**Investments in unconsolidated affiliates**—In the six months ended June 30, 2020 and the year ended December 31, 2019, we made an aggregate cash contribution of \$6 million and \$77 million, respectively, to investments in noncontrolling ownership interests in certain unconsolidated affiliates, the most significant of which is our 33.0 percent ownership interest in Orion, the company that, through its wholly owned subsidiary, owns the harsh environment floater *Transocean Norge*.

**Litigation settlements**—On May 29, 2015, together with the Plaintiff Steering Committee, we filed the PSC Settlement Agreement, in which we agreed to pay a total of \$212 million, and in exchange, the two classes of plaintiffs agreed to release all respective claims against us. As required under the PSC Settlement Agreement, which was approved by the U.S. District Court for the Eastern District of Louisiana (the “MDL Court”) on February 15, 2017, we made a cash deposit of \$212 million into an escrow account established by the MDL Court for the settlement. In June 2020 and August 2019, the MDL Court released \$125 million and \$33 million, respectively, from the escrow account to satisfy our remaining obligations under the PSC Settlement Agreement.

**Share repurchase program**—In May 2009, at our annual general meeting, our shareholders approved and authorized our board of directors, at its discretion, to repurchase an amount of our shares for cancellation with an aggregate purchase price of up to CHF 3.5 billion. On February 12, 2010, our board of directors authorized our management to implement the share repurchase program. At June 30, 2020, the authorization remaining under the share repurchase program was for the repurchase of up to CHF 3.2 billion, equivalent to approximately \$3.4 billion, of our outstanding shares. We intend to fund any repurchases using available cash balances and cash from operating activities. The share repurchase program could be suspended or discontinued by our board of directors or company management, as applicable, at any time. We may decide, based on our ongoing capital requirements, the price of our shares, regulatory and tax considerations, cash flow generation, the amount and duration of our contract backlog, general market conditions, debt rating considerations and other factors, that we should retain cash, reduce debt, make capital investments or acquisitions or otherwise use cash for general corporate purposes. Decisions regarding the amount, if any, and timing of any share repurchases will be made from time to time based on these factors. Any repurchased shares under the share repurchase program would be held by us for cancellation by the shareholders at a future general meeting of shareholders.

**Contractual obligations**—As of June 30, 2020, with exception to the following, there have been no material changes to the contractual obligations as previously disclosed in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report on Form 10-K for the year ended December 31, 2019:

	Total	Twelve months ending June 30,			Thereafter
		2021	2022 - 2023 (in millions)	2024 - 2025	
<b>Contractual obligations</b>					
Debt	\$ 9,142	\$ 590	\$ 2,411	\$ 1,098	\$ 5,043
Interest on debt	4,197	561	1,000	807	1,829
Total	\$ 13,339	\$ 1,151	\$ 3,411	\$ 1,905	\$ 6,872

**Other commercial commitments**—As of June 30, 2020, there have been no material changes to the commercial commitments as previously disclosed in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report on Form 10-K for the year ended December 31, 2019.

### **Drilling fleet**

**Expansion**—From time to time, we review possible acquisitions of businesses and drilling rigs and may make significant future capital commitments for such purposes. We may also consider investments related to major rig upgrades, new rig construction, or the acquisition of a rig under construction. We may commit to such investment without first obtaining customer contracts. Any acquisition, upgrade or new rig construction could involve the payment by us of a substantial amount of cash or the issuance of a substantial number of additional shares or other securities. Our failure to secure drilling contracts for rigs under construction could have an adverse effect on our results of operations or cash flows.

The historical and projected capital expenditures, capitalized interest and other cash or non-cash capital additions for our ongoing major construction projects were as follows:

	Total costs through December 31, 2019	Total costs for the six months ended June 30, 2020	Expected costs for the six months ending December 31, 2020	For the years ending December 31, (In millions)			Total estimated costs at completion
				2021	2022	2023	
Deepwater Atlas (a)	\$ 329	\$ 21	\$ 31	\$ 596	\$ 67	\$ 51	\$ 1,095
Deepwater Titan (b)	309	49	105	609	88	—	1,160
Total	\$ 638	\$ 70	\$ 136	\$ 1,205	\$ 155	\$ 51	\$ 2,255

- (a) *Deepwater Atlas*, an ultra-deepwater drillship under construction at the Jurong Shipyard Pte Ltd. in Singapore has received an agreement for drilling services, subject to a final investment decision by the customer and its partners. If the conditions are satisfied, the newbuild unit is expected to commence operations under the drilling contract in the first half of 2022. The projected capital additions include estimates for one 20,000 pounds per square inch blowout preventer and other equipment required by the customer, some of which will be delivered and commissioned in the year ending December 31, 2023, subsequent to placing the rig in service. We will only commit to these incremental capital expenditures with the backing of a firm commitment by the customer.
- (b) *Deepwater Titan*, an ultra-deepwater drillship under construction at the Jurong Shipyard Pte Ltd. in Singapore, is expected to commence operations under its drilling contract in the first half of 2022. The projected capital additions include estimates for an upgrade for two 20,000 pounds per square inch blowout preventers and other equipment required by our customer.

The ultimate amount of our capital expenditures is partly dependent upon financial market conditions, the actual level of operational and contracting activity, the costs associated with the current regulatory environment and customer requested capital improvements and equipment for which the customer agrees to reimburse us. As with any major shipyard project that takes place over an extended period of time, the actual costs, the timing of expenditures and the project completion date may vary from estimates based on numerous factors, including actual contract terms, weather, exchange rates, shipyard labor conditions, availability of suppliers to recertify equipment and the market demand for components and resources required for drilling unit construction. We intend to fund the cash requirements relating to our capital expenditures through available cash balances, cash generated from operations and asset sales and financing arrangements with banks or other capital providers. We also have available credit under our Secured Credit Facility (see “—Sources and uses of liquidity”). Economic conditions could impact the availability of these sources of funding.

**Dispositions**—From time to time, we may also review the possible disposition of non-strategic drilling units. Considering market conditions, we have committed to plans to sell certain lower-specification drilling units for scrap value. During the six months ended June 30, 2020 and the year ended December 31, 2019, we identified six such drilling units, respectively, that we have sold or intend to sell for scrap value or other purposes. During the six months ended June 30, 2020, we completed the sale of one midwater floater, along with related assets, and we received net cash proceeds of \$2 million. During the year ended December 31, 2019, we completed the sale of six ultra-deepwater floaters, one harsh environment floater, two deepwater floaters and two midwater floaters, along with related assets, and we received net cash proceeds of \$64 million. We continue to evaluate the drilling units in our fleet and may identify additional lower specification drilling units to be sold for scrap value.

## OTHER MATTERS

### Regulatory matters

From time to time, we receive inquiries from governmental regulatory agencies regarding our operations around the world, including inquiries with respect to various tax, environmental, regulatory and compliance matters. To the extent appropriate under the circumstances, we investigate such matters, respond to such inquiries and cooperate with the regulatory agencies. See Notes to Condensed Consolidated Financial Statements—Note 10—Contingencies.

### Tax matters

We conduct operations through our various subsidiaries in countries throughout the world. Each country has its own tax regimes with varying nominal rates, deductions and tax attributes. From time to time, we may identify changes to previously evaluated tax positions that could result in adjustments to our recorded assets and liabilities. Although we are unable to predict the outcome of these changes, we do not expect the effect, if any, resulting from these adjustments to have a material adverse effect on our condensed consolidated statement of financial position, results of operations or cash flows. We file federal and local tax returns in several jurisdictions throughout the world. Tax authorities in certain jurisdictions are examining our tax returns and in some cases have issued assessments. We are defending our tax positions in those jurisdictions. While we cannot predict or provide assurance as to the final outcome of these proceedings, we do not expect the ultimate liability to have a material adverse effect on our condensed consolidated statement of financial position or results of operations, although it may have a material adverse effect on our condensed consolidated cash flows. See Notes to Condensed Consolidated Financial Statements—Note 8—Income Taxes.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements. This discussion should be read in conjunction with disclosures included in the notes to our condensed consolidated financial statements related to estimates, contingencies and other accounting policies. We disclose our significant accounting policies in Note 2 to our condensed consolidated financial statements in this quarterly report on Form 10-Q and in Note 2 to our consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2019.

For a discussion of the critical accounting policies and estimates that we use in the preparation of our condensed consolidated financial statements, see “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates” in our annual report on Form 10-K for the year ended December 31, 2019. We have discussed the development, selection and disclosure of these critical accounting policies and estimates with the audit committee of our board of directors. As of June 30, 2020, there have been no material changes to the types of judgments, assumptions and estimates upon which our critical accounting policies and estimates are based.

## ACCOUNTING STANDARDS UPDATES

For a discussion of the new accounting standards updates that have had or are expected to have an effect on our condensed consolidated financial statements, see Notes to Condensed Consolidated Financial Statements—Note 3—Accounting Standards Update in this quarterly report on Form 10-Q and in our annual report on Form 10-K for the year ended December 31, 2019.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

**Overview**—We are exposed to interest rate risk, primarily associated with our long-term debt, including current maturities. Additionally, we are exposed to currency exchange rate risk related to our international operations. For a complete discussion of our interest rate risk and currency exchange rate risk, see “Part II. Item 7A. Quantitative and Qualitative Disclosures About Market Risk” in our annual report on Form 10-K for the year ended December 31, 2019.

**Interest rate risk**—The following table presents the principal amounts and related weighted-average interest rates of our long-term debt instruments by contractual maturity date. The following table presents information as of June 30, 2020 for the 12-month periods ending June 30 (in millions, except interest rate percentages):

	Scheduled Maturity Date (a)						Total	Fair value
	2021	2022	2023	2024	2025	Thereafter		
<b>Debt</b>								
Fixed rate (USD)	\$ 590	\$ 618	\$ 1,793	\$ 643	\$ 455	\$ 5,043	\$ 9,142	\$ 5,553
Average interest rate	6.26 %	6.83 %	3.29 %	6.23 %	6.84 %	7.40 %		

At June 30, 2020 and December 31, 2019, the fair value of our outstanding debt was \$5.6 billion and \$8.9 billion, respectively. During the six months ended June 30, 2020, the fair value of our debt decreased by \$3.3 billion due to the following: (a) a decrease of \$2.8 billion due to changes in market prices for our outstanding debt, (b) a decrease of \$834 million due to the early retirement of debt resulting from the redemption of the 9.00% senior notes due July 2023 and open market repurchases of certain of our debt securities and (c) a decrease of \$184 million due to the repayment of debt at scheduled maturities, partially offset by (d) an increase of \$416 million due to the issuance of the 8.00% senior notes due February 2027.

### Item 4. Controls and Procedures

**Disclosure controls and procedures**—We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in the United States (“U.S.”) Securities Exchange Act of 1934 (the “Exchange Act”), Rules 13a-15 and 15d-15, as of the end of the period covered by this report. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is (1) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure and (2) recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission’s rules and forms. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2020.

**Internal control over financial reporting**—There were no changes to our internal control over financial reporting during the quarter ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

Transocean Ltd. (together with its subsidiaries and predecessors, unless the context requires otherwise, “Transocean,” “we,” “us,” or “our”) has certain actions, claims and other matters pending as discussed and reported in “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 15—Commitments and Contingencies” and “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Other Matters—Regulatory matters” in our annual report on Form 10-K for the year ended December 31, 2019. We are also involved in various tax matters as described in “Part II. Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 12—Income Taxes” and in “Part II. Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Other Matters—Tax matters” in our annual report on Form 10-K for the year ended December 31, 2019. All such actions, claims, tax and other matters are incorporated herein by reference.

As of June 30, 2020, we were also involved in a number of other lawsuits, claims and disputes, which have arisen in the ordinary course of our business and for which we do not expect the liability, if any, to have a material adverse effect on our condensed consolidated financial position, results of operations or cash flows. We cannot predict with certainty the outcome or effect of any of the matters referred to above or of any such other pending or threatened litigation or legal proceedings. There can be no assurance that our beliefs or expectations as to the outcome or effect of any lawsuit or claim or dispute will prove correct and the eventual outcome of these matters could materially differ from management’s current estimates.

In addition to the legal proceedings described above, we may from time to time identify other matters that we monitor through our compliance program or in response to events arising generally within our industry and in the markets where we do business. We evaluate matters on a case by case basis, investigate allegations in accordance with our policies and cooperate with applicable governmental authorities. Through the process of monitoring and proactive investigation, we strive to ensure no violation of our policies, Code of Integrity or law has, or will, occur; however, there can be no assurance as to the outcome of these matters.

**Item 1A. Risk Factors**

There have been no material changes to the risk factors as previously disclosed in “Part I. Item 1A. Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2019 and “Part II. Item 1A. Risk Factors” in our quarterly report on Form 10-Q for the quarterly period ended March 31, 2020.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****ISSUER PURCHASES OF EQUITY SECURITIES**

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs (a)	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) (a)
April 2020	1,784	\$ 1.78	—	\$ 3,424
May 2020	—	—	—	3,424
June 2020	—	—	—	3,424
Total	1,784	\$ 1.78	—	\$ 3,424

- (a) In May 2009, at our annual general meeting, our shareholders approved and authorized our board of directors, at its discretion, to repurchase for cancellation any amount of our shares for an aggregate purchase price of up to CHF 3.5 billion. At June 30, 2020, the authorization remaining under the share repurchase program was for the repurchase of our outstanding shares for an aggregate cost of up to CHF 3.2 billion, equivalent to \$3.4 billion. The share repurchase program could be suspended or discontinued by our board of directors or company management, as applicable, at any time. See “Part I. Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Sources and uses of liquidity.”

## Item 6. Exhibits

### (a) Exhibits

The following exhibits are filed in connection with this quarterly report on Form 10-Q:

Number	Description	Location
3.1	Articles of Association of Transocean Ltd.	<a href="#">Exhibit 3.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on May 11, 2020</a>
3.2	Organizational Regulations of Transocean Ltd., adopted November 18, 2016	<a href="#">Exhibit 3.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 000-53533) filed on November 23, 2016</a>
10.1	Amended and Restated 2015 Transocean Ltd. Long-Term Incentive Plan	<a href="#">Exhibit 10.1 to Transocean Ltd.'s Current Report on Form 8-K (Commission File No. 001-38373) filed on May 11, 2020</a>
10.2	Terms and Conditions of 2020 Executive Equity Awards	<a href="#">Filed herewith</a>
10.3	Terms and Conditions of 2020 Director Restricted Share Unit Award	<a href="#">Filed herewith</a>
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 and Section 302 of the Sarbanes-Oxley Act of 2002	<a href="#">Filed herewith</a>
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 and Section 302 of the Sarbanes-Oxley Act of 2002	<a href="#">Filed herewith</a>
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	<a href="#">Furnished herewith</a>
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	<a href="#">Furnished herewith</a>
101	Interactive data files pursuant to Rule 405 of Regulation S-T formatted in Inline Extensible Business Reporting Language: (i) our condensed consolidated balance sheets as of June 30, 2020 and December 31, 2019; (ii) our condensed consolidated statements of operations for the three and six months ended June 30, 2020 and 2019; (iii) our condensed consolidated statements of comprehensive loss for the three and six months ended June 30, 2020 and 2019; (iv) our condensed consolidated statements of equity for the three and six months ended June 30, 2020 and 2019; (v) our condensed consolidated statements of cash flows for the six months ended June 30, 2020 and 2019; and (vi) the notes to condensed consolidated financial statements	Filed herewith
104	The cover page from our quarterly report on Form 10-Q for the quarterly period ended June 30, 2020, formatted in Inline Extensible Business Reporting Language	Filed herewith

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned; thereunto duly authorized, on July 30, 2020.

TRANSOCEAN LTD.

By: /s/ Mark L. Mey  
Mark L. Mey  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

By: /s/ David Tonnel  
David Tonnel  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)



**Transocean Ltd. 2015 Long-Term Incentive Plan  
(As Amended and Restated Effective May 8, 2020)  
Appendix A to Award Letter**

**Terms and Conditions of Awards  
May 8, 2020**

To the extent you are granted an award of (1) Performance Units, (2) Restricted Share Units and (3) a Performance Cash Award (the award of the Performance Units, Restricted Share Units and Performance Cash Award together, the "Awards") under the Transocean Ltd. 2015 Long-Term Incentive Plan, as amended and restated effective May 8, 2020 (the "Plan") effective as of the date indicated above (the "Grant Date"), the number of shares and target Performance Cash Award subject to such grant is set forth in an award letter to you (the "Award Letter"). Any such Award is subject to the terms and conditions set forth in the Plan, the Prospectus for the Plan, any rules and regulations adopted by the Committee, and the additional terms and conditions set forth in this Appendix A which forms a part of your Award Letter. Any terms used in the Award Letter or this Appendix A and not defined herein have the meanings set forth in the Plan. The terms and provisions of your Award are governed by the terms of the Plan as effective May 8, 2020, and amended from time to time thereafter. In the event there is an inconsistency between the terms of the Plan and the Award Letter, the terms of the Plan will control.

**Section I. PERFORMANCE UNITS**

**1. Determination of Earned Performance Units**

**(a) Total Target Performance Unit Grant**

For purposes of the Award Letter (including this Appendix A), the term "Total Target Performance Units" shall mean the total number of target Shares (or other consideration) that may be issued to you in respect of the achievement of certain performance standards as described herein, subject to the terms and conditions hereof.

**(b) Earned Performance Units**

The exact number of Performance Units that will actually be earned by and issued to you and subject to the vesting described in Section I.2 (the "Earned Performance Units") will be based upon the achievement by the Company of performance standards, as described in this Section I.1(b).

After the conclusion of the period beginning April 1, 2020 and ending December 31, 2022 (the "PSU Performance Cycle"), the Committee will make a determination as to the number of Earned Performance Units based on the Company's performance on total shareholder return ("TSR") compared against a peer group over the PSU Performance Cycle. The determination by the Committee with respect to the achievement of TSR will be made in the first sixty days of 2023 after all necessary Company and peer information is available. The specific date on which such determination is formally made and approved by the Committee is referred to as the "PSU Determination Date".

After the PSU Determination Date, the Company will notify you of the number of Earned Performance Units, if any.

More detailed definitions for TSR and the methodology for determining the Earned Performance Units are incorporated herein as Exhibit A.

(c) **Committee Determinations**

The Committee shall have absolute discretion to determine the number of Earned Performance Units to which you are entitled, if any, including without limitation such adjustments as may be necessary in the opinion of the Committee to account for changes since the date of the Award Letter. The Committee's determination shall be final, conclusive and binding upon you. You shall not have any right or claim with respect to any units other than Earned Performance Units to which you become entitled in accordance with this Appendix A.

2. **Vesting**

- (a) Unless vested on an earlier date as provided in this Appendix A, the Earned Performance Units will be vested on December 31, 2022, subject to your continued employment through that date.
- (b) In certain circumstances more particularly described in Sections 1.5 and 1.6 below, your Earned Performance Units may vest before the date set forth in Section 1.2(a). In addition, the Committee may accelerate the vesting of all or a portion of your Earned Performance Units at any time in its discretion.
- (c) You do not need to pay any purchase price for the Earned Performance Units unless otherwise required in accordance with applicable law.

3. **Restrictions**

Until and unless you vest in your Earned Performance Units and receive a distribution of Shares, you do not own any of the Shares potentially subject to this performance award and may not attempt to sell, transfer, assign or pledge any such Shares. After the PSU Performance Cycle has ended and all Earned Performance Units are determined, the net Shares (total Shares distributable in respect of vested Earned Performance Units minus any Shares retained by the Company in accordance with the policies and requirements described in Section IV.4) will be delivered on March 15, 2023 in street name to your brokerage account (or, in the event of your death, to a brokerage account in the name of your beneficiary under the Plan) with the broker retained by the Company for such purpose (the "Broker"). Any Shares distributed to you in respect of vested Earned Performance Units will be registered in your name and will not be subject to any restrictions.

4. **Dividend Equivalents, Dividends and Voting**

- (a) **Vested Earned Performance Units.** In the event that dividends are paid with respect to Shares such that the applicable record date for such dividends



occurs during the period beginning on the Grant Date and ending on the date you receive a distribution of Shares in satisfaction of your vested Earned Performance Units, you will be entitled to receive a cash payment equal to the amount of the dividend paid per Share as of each such dividend payment date multiplied by the number of vested Earned Performance Units (the "Earned Dividend Equivalent"). You will have no right to receive any payment of dividend equivalents with respect to Performance Units that do not become vested Earned Performance Units. All Earned Dividend Equivalents (if any) will be paid in cash on the date of the regularly scheduled payroll next following the date of distribution of Shares with respect to your vested Earned Performance Units, or as soon as administratively practicable following such date and shall be subject to all applicable withholding taxes. For any non-cash dividends, the Committee may determine in its sole discretion the cash value to be so paid to you in respect of such vested Earned Performance Units or, if applicable, the adjustment to be applied pursuant to Section 15 of the Plan.

- (b) **Voting Shares.** You will have the right to vote your Shares that have been distributed in respect of any vested Earned Performance Units. There are no voting rights associated with Performance Units (including Earned Performance Units).
- (c) **No Other Rights.** You shall have no other dividend equivalent, dividend or voting rights with respect to any Performance Unit.

5. **Termination of Employment**

(a) **Termination prior to the end of the PSU Performance Cycle**

The terms set out in subsections (i)–(iii) below of this Section 1.5(a) shall apply to the vesting and settlement of Earned Performance Units in the event of your termination of employment prior to the last day of the PSU Performance Cycle.

- (i) **Death or Disability.** If your employment is terminated by reason of death or Disability, you will be entitled to earn a Pro-Rata Earned Award. Distribution under Section 1.3 in satisfaction of all such Earned Performance Units shall be made on March 15, 2023.
- (ii) **Involuntary Termination or Retirement.** If your employment is terminated in an Involuntary Termination or by reason of you becoming a Retiree, you will be entitled to earn a Pro Rata Earned Award. Distribution under Section 1.3 in satisfaction of all such Earned Performance Units shall be made on March 15, 2023.
- (iii) **Other Termination of Employment.** If your employment is terminated prior to the end of the PSU Performance Cycle for any reason other than those set forth in Section 1.5(a)(i), 1.5(a)(ii) and 1.6(b), you will not be entitled to any Earned Performance Units.

(b) **Adjustments by the Committee**

The Committee may, in its sole discretion, accelerate the vesting of your right to receive all or any portion of any Earned Performance Units, distributed on the distribution date under Section I.3.

(c) **Forfeiture of Performance Units**

In addition to forfeitures of Performance Units pursuant to Section I.5(a) above, if you violate or fail to comply with any of the covenants or obligations applicable to you under the Executive Severance Benefit Policy, you shall immediately forfeit any Performance Units, whether or not earned.

6. **Change of Control**

(a) **Change of Control**

Upon the occurrence of a Change of Control, if you are employed by the Company on the date of such Change of Control and the PSU Determination Date has not occurred, the number of Earned Performance Units to which you are entitled shall be equal to the Total Target Performance Units, subject to the vesting provisions described in the Award Letter and Section I.2, I.5, and I.6(b).

The Shares (or other consideration) shall be issued in satisfaction of the Earned Performance Units on the distribution date under Section I.3.

(b) **Change of Control Termination**

Notwithstanding the provisions of the Award Letter or Sections I.2, I.5 or I.6(a), all of your Earned Performance Units (as described in Section I.6(a)) will vest immediately upon a Change of Control Termination and the Shares (or other consideration) shall be issued in satisfaction of the Earned Performance Units thirty days after the date of such Change of Control Termination.

**Section II RESTRICTED SHARE UNITS**

1. **Vesting and Restricted Share Units**

- (a) Unless vested on an earlier date as provided in this Appendix A, the Restricted Share Units granted pursuant to your Award Letter will fully vest in installments in accordance with the following vesting schedule (each date below, an "RSU Vesting Date") provided that you remain continuously employed through the applicable RSU Vesting Date:

<b>RSU Vesting Date</b>	<b>Portion of Restricted Share Units Vesting</b>
May 8, 2021	1/3
March 1, 2022	1/3
March 1, 2023	1/3

To the extent that the vesting schedule above would result in vesting of a fractional Restricted Share Unit, such fractional Restricted Share Unit shall be rounded to a whole number as determined by the Committee.

- (b) In certain circumstances described in Section II.4 below, your Restricted Share Units may fully vest before the final scheduled RSU Vesting Date. In addition, the Committee may accelerate the vesting of all or a portion of your Restricted Share Units at any time in its discretion, subject to the provisions of Section II.4(d). The date of any accelerated vesting under Section II.4 below will be a RSU Vesting Date for purposes of this Appendix A.
- (c) You do not need to pay any purchase price for the Restricted Share Units unless otherwise required in accordance with applicable law.

2. **Restrictions on the Restricted Share Units**

Until and unless you vest in your Restricted Share Units and receive a distribution of Shares, you may not attempt to sell, transfer, assign or pledge them. Until the date on which you receive a distribution of the Shares in respect of any vested Restricted Share Units awarded hereunder, your award of Restricted Share Units will be evidenced by credit to a book entry account.

When Restricted Share Units vest and become payable, the net Shares (total Shares distributable in respect of vested Restricted Share Units minus any Shares retained by the Company in accordance with the policies and requirements described in Section IV.4), will be delivered to you within sixty days after the RSU Vesting Date in street name to your brokerage account (or, in the event of your death, to a brokerage account in the name of your beneficiary under the Plan) with the Broker. Any Shares distributed to you in respect of vested Restricted Share Units will be registered in your name and will not be subject to any restrictions. There will be some delay between the RSU Vesting Date and the date your Shares become available to you due to administrative reasons.

3. **Dividend Equivalents and Voting**

(a) **Dividend Equivalents**

In the event that dividends are paid with respect to Shares such that the applicable record date occurs during the period beginning on the Grant Date and ending on the date you receive a distribution of Shares in satisfaction of your vested Restricted Share Units, you will be entitled to receive a cash payment equal to the amount of the dividend paid per Share as of such dividend payment date multiplied by the number of vested Restricted Share Units (the "Dividend Equivalent"). Dividend Equivalents (if any) payable with respect to your vested Restricted Share Units will be paid in cash on the date of the regularly scheduled payroll next following the applicable Vesting Date, or as soon as administratively practicable following such date, and shall be subject to all applicable withholding taxes. For any non-cash dividends, the

Committee may determine in its sole discretion the cash value to be so paid to you in respect of such Restricted Share Units or, if applicable, the adjustment to be applied pursuant to Section 15 of the Plan.

(b) **Voting Shares**

You will have the right to vote your Shares that have been distributed in respect of any vested Restricted Share Units. There are no voting rights associated with Restricted Share Units.

(c) **No Other Rights**

You shall have no other dividend equivalent, dividend or voting rights with respect to any Restricted Share Unit.

4. **Termination of Employment**

The following rules apply to the vesting of your Restricted Share Units in the event of your termination of employment.

(a) **Death or Disability.** If your employment is terminated by reason of death or Disability, all of your Restricted Share Units will vest on your date of termination. If you are Retirement Eligible and you experience a Disability that satisfies the requirements of U.S. Treasury Regulation Section 1.409A-3(i)(4) prior to the termination of your employment, all of your Restricted Share Units will vest on the date of such Disability.

(b) **Involuntary Termination or Retirement.** If your employment is terminated in an Involuntary Termination or by reason of you becoming a Retiree, a pro rata portion of your Restricted Share Units will vest on your date of termination; such pro rata portion shall be determined by multiplying the number of Restricted Share Units granted to you and remaining outstanding and unvested at the time your employment is terminated by a fraction, the numerator of which is the number of calendar days you were employed between the Grant Date and your date of termination and the denominator of which is the number of calendar days between the Grant Date and the final scheduled RSU Vesting Date.

(c) **Other Termination of Employment.** If your employment terminates for any reason other than those set forth in Sections II.4(a), II.4(b) and II.5, any of your Restricted Share Units which have not vested prior to your termination of employment will be forfeited.

(d) **Adjustments by the Committee.** The Committee may, in its sole discretion, accelerate the vesting of all or any portion of your Restricted Share Units; provided, however, that no acceleration of delivery of Shares shall be made in a manner that is not in compliance with, or exempt from, any applicable requirements of Code Section 409A.

5. **Change of Control.**

Notwithstanding the provisions of the Award Letter or Sections II.1 or II.4, all of your Restricted Share Units will vest immediately upon a Change of Control Termination.

**Section II Performance Cash Award**

1. **Determination of Earned Performance Cash**

(a) **Total Target Performance Cash**

For purposes of the Award Letter (including this Appendix A), the term "Total Target Performance Cash" shall mean the total amount of cash that may be paid to you in respect of the achievement of certain performance standards as described herein, subject to the terms and conditions hereof.

(b) **Earned Performance Cash Award**

The exact amount of Performance Cash that will actually be earned by and payable to you and subject to the vesting described in Section III.2 (the "Earned Performance Cash") will be based upon the achievement by the Company of performance standards, as described in this Section III.1(b).

After the conclusion of the period beginning July 1, 2020 and ending December 31, 2021 (the "PCA Performance Cycle"), the Committee will make a determination as to the amount of Earned Performance Cash based on the Company's performance on relative EBITDA Margin ("Relative EM") compared against a peer group over the PCA Performance Cycle. The determination by the Committee with respect to the achievement of Relative EM will be made in the first sixty days of 2022 after all necessary Company and peer information is available.

The specific date on which such determination is formally made and approved by the Committee is referred to as the "PCA Determination Date". After the PCA Determination Date, the Company will notify you of the amount of the Earned Performance Cash, if any. Payment of the Earned Performance Cash, if any, will occur on March 15, 2022, subject to applicable tax withholding.

More detailed definitions for Relative EM and the methodology for determining the Earned Performance Cash are incorporated herein as Exhibit B.

(c) **Committee Determinations**

The Committee shall have absolute discretion to determine the amount of Earned Performance Cash to which you are entitled, if any, including without limitation such adjustments as may be necessary in the opinion of the Committee to account for changes since the date of the Award Letter. The Committee's determination shall be final, conclusive and binding upon you. You shall not have any right or claim with respect to any payment with respect to the Performance Cash Award except in accordance with this Appendix A.

2. **Vesting**

- (a) Unless vested on an earlier date as provided in this Appendix A, the Earned Performance Cash will be vested on December 31, 2021, subject to your continued employment through that date.
- (b) In certain circumstances more particularly described in Sections III.3 and III.4 below, your Earned Performance Cash may vest before the date set forth in Section III.2(a). In addition, the Committee may accelerate the vesting of all or a portion of your Earned Performance Cash at any time in its discretion.

3. **Termination of Employment**

(a) **Termination prior to the end of the PCA Performance Cycle**

The terms set out in subsections (i)–(iii) below of this Section III.3(a) shall apply to the payment of Earned Performance Cash in the event of your termination of employment prior to the last day of the PCA Performance Cycle.

- (i) **Death or Disability.** If your employment is terminated by reason of death or Disability, you will be entitled to earn a Pro-Rata Earned Award. Payment in satisfaction of such Pro-Rata Earned Award shall be made on March 15, 2022.
- (ii) **Involuntary Termination or Retirement.** If your employment is terminated in an Involuntary Termination or by reason of you becoming a Retiree, you will be entitled to earn a Pro Rata Earned Award. Payment in satisfaction of such Pro-Rata Earned Award shall be made on March 15, 2022.
- (iii) **Other Termination of Employment.** If your employment is terminated prior to the end of the PCA Performance Cycle for any reason other than those set forth in Section III.3(a)(i), III.3(a)(ii) and III.4(b), you will not be entitled to payment of any Earned Performance Cash.

(b) **Adjustments by the Committee**

The Committee may, in its sole discretion, accelerate the vesting of your right to receive all or any portion of any Earned Performance Cash.

(c) **Forfeiture of Performance Cash Award**

In addition to forfeitures of the Performance Cash Award pursuant to Section III.3(a) above, if you violate or fail to comply with any of the covenants or obligations applicable to you under the Executive Severance Benefit Policy, you shall immediately forfeit the Performance Cash Award, whether or not earned.

4. **Change of Control**

(a) **Change of Control**

Upon the occurrence of a Change of Control, if you are employed by the Company on the date of such Change of Control and the PCA Determination Date has not occurred, the amount of Earned Performance Cash to which you are entitled shall be equal to the Total Target Performance Cash, subject to the vesting provisions described in the Award Letter and Section III.2, III.3, and III.4(b).

The payment in satisfaction of the Earned Performance Cash shall occur on March 15, 2022.

(b) **Change of Control Termination**

Notwithstanding the provisions of the Award Letter or Sections III.2, III.3 or III.4(a), all of your Earned Performance Cash (as described in Section III.4(a)) will vest immediately upon a Change of Control Termination and payment in satisfaction of the Earned Performance Cash shall be made thirty days after the date of such Change of Control Termination.

**Section IV Miscellaneous**

The terms and provisions of this Section IV apply to all Awards.

1. **Definitions**

- (a) **“Cause”** means (1) your willful and continued failure to substantially perform your duties with the Company (other than any such failure resulting from your incapacity due to physical or mental illness), (2) your willful engagement in conduct which is demonstrably and materially injurious to the Company or its Subsidiaries, monetarily or otherwise, (3) your willful, material breach of any written policy of the Company or any written agreement between you and the Company or any of its Subsidiaries, including, but not limited to, the Company's Code of Integrity, human resource or legal compliance and ethics policies or any employment agreement, (4) your indictment of a felony or a misdemeanor involving fraud, dishonesty or moral turpitude, or (5) such other events, acts or omissions as shall be determined in good faith. For purposes of clauses (1), (2) and (3) of this definition, no act, or failure to act, on your part shall be deemed “willful” unless done, or omitted to be done, by you not in good faith and without reasonable belief that your act, or failure to act, was in the best interest of the Company.
- (b) **“Change of Control Termination”** means and occurs on the date of your termination of employment by the Company or any Subsidiary for any reason other than Cause within two years after the date of a Change of Control.
- (c) **“Disability”** means (1) you qualify for disability benefits under a long term disability plan sponsored by the Company or (2) if you are not covered by any

such long term disability plan, the Chief Executive Officer of the Company, or in the case of the termination of employment of the Chief Executive Officer of the Company, the Committee, has determined that you are disabled.

- (d) **“Good Reason”** means (1) the diminution of your duties or responsibilities, or a demotion of your position, to such an extent or in such a manner as to relegate you to a position not substantially similar to that which you held prior to such change or (2) a material reduction in your base salary or annual incentive plan opportunities other than in connection with such reductions that are applicable to the Company’s executives as a group. You shall not be considered to have terminated for Good Reason unless you notify the Company in writing within 30 days of the date the event giving rise to Good Reason occurs, the Company does not cure such condition within 30 days of such notice and you terminate your employment no later than 90 days after the date the event giving rise to Good Reason occurred.
- (e) **“Involuntary Termination”** means the termination of your employment (i) by the Company without Cause or (ii) by you for Good Reason.
- (f) With respect to an award of Performance Units or a Performance Cash Award, **“Pro-Rata Earned Award”** is determined by multiplying the number of Earned Performance Units or Earned Performance Cash, respectively, which would have otherwise been earned had your employment not been terminated by a fraction, the numerator of which is the number of calendar days you were employed during the applicable PSU or PCA Performance Cycle after the Grant Date and the denominator of which is the total number of calendar days in the applicable PSU or PCA Performance Cycle after the Grant Date.
- (g) You are a **“Retiree”** if your separation from service occurs for any reason other than Cause, Involuntary Termination, Change in Control Termination, death or Disability after (a) attainment of age 62 and (b) completion of at least five years of service with the Company or its Subsidiaries.
- (h) With respect to an award of Restricted Share Units, **“Retirement Eligible”** means, and will apply if, your final RSU Vesting Date is scheduled to occur after the calendar year in which you will complete at least five years of service with the Company or its Subsidiaries and will attain at least age 62.

2. **Award Determinations**

The Chief Executive Officer of the Company, or in the case of the termination of employment of the Chief Executive Officer of the Company, the Committee, shall have absolute discretion to determine the date and circumstances of termination of your employment or separation from service, including without limitation whether as a result of Disability, Involuntary Termination, Cause, Good Reason or any other reason and whether you are a Retiree, and such determination shall be final, conclusive and binding upon you.



3. **Section 280G Limitation**

Notwithstanding anything in the Award Letter (including this Appendix A) to the contrary, if all or any portion of the benefits provided hereunder, either alone or together with other payments and benefits received or to be received from the Company or any affiliate or successor, would constitute a "parachute payment", as such term is defined in Code Section 280G(b)(2), the aggregate of the amounts constituting the parachute payment shall be reduced to the extent necessary so that no portion thereof shall be subject to the excise tax imposed by Code Section 4999, but only if, by reason of such reduction, the net after-tax benefit shall exceed the net after-tax benefit if such reduction were not made.

"Net after-tax benefit" for these purposes shall mean the sum of (w) the total amount payable under this Award, plus (x) all other payments and benefits which you receive or are then entitled to receive from the Company or an Affiliate that, alone or in combination with the amounts payable under the Award, would constitute a "parachute payment" within the meaning of Code Section 280G, less (y) the amount of federal income taxes payable with respect to the foregoing calculated at the maximum marginal income tax rate for each year in which the foregoing shall be paid (based upon the rate in effect for such year as set forth in the Code at the time of the payment under the Plan), less (z) the amount of excise taxes imposed with respect to the payments and benefits described in (w) and (x) above by Code Section 4999. Such reduction shall be made to those amounts that provide you with the best economic benefit (and to the extent any payments are economically equivalent, each shall be reduced pro rata), which may include, without limitation and to the extent necessary, a reduction to the Awards or vesting of the Awards in order that this limitation not be exceeded; provided, however, that this Section IV.3 shall be superseded in its entirety by (i) any contrary treatment of parachute payments to which you have agreed in writing prior to the Change of Control pursuant to any other plan, program or agreement, or (ii) any more favorable treatment of the excise tax on parachute payments extended to you by the Company or its affiliates pursuant to any other plan, program or agreement.

4. **Tax Consequences and Withholding**

- (a) You should consult the Plan Prospectus for a general summary of the Swiss federal income tax consequences to you and, if applicable, the U.S. tax consequences to you, upon the grant, vesting or distribution to you of the Awards based on currently applicable provisions of the Code, related regulations and Swiss tax rules. The summary does not discuss state and local tax laws or the laws of any other jurisdictions, which may differ from the U.S. federal tax law and Swiss tax rules. For these reasons, you are urged to consult your own tax advisor regarding the application of the tax laws to your particular situation.
- (b) With respect to Awards of Performance Units under Section I and Restricted Share Units under Section II, the Company shall reduce the number of Shares otherwise deliverable to you with respect to your Earned Performance Units or Restricted Share Units by a number of Shares having a value approximately equal to the amount required to be withheld under the Company's policies and procedures or applicable law. Further, any dividend equivalents paid to

you in respect of Earned Performance Units or Restricted Share Units pursuant to Section I.4 or II.3, respectively, will be subject to tax withholding, as appropriate, as additional compensation.

- (c) You may not elect to have the Broker withhold Shares having a value in excess of the minimum statutory withholding tax liability or, if you are serving as an expatriate employee, the “standard deduction” withheld in accordance with the Company’s policies and procedures. If you fail to satisfy such withholding obligation in a time and manner satisfactory to the Company, the Company shall have the right to withhold the required amount from your salary or other amounts payable to you.
- (d) In addition to the previous withholding requirements, any award under the Plan is also subject to all applicable withholding policies of the Company as may be in effect from time to time, at the sole discretion of the Company. Without limiting the generality of the foregoing, the Company expressly has the right to collect or cause to be collected, pursuant to any tax equalization or other plan or policy, as any such policies or plans may be in effect from time to time (irrespective of whether such withholding correlates to the applicable tax withholding requirement with respect to your award) proceeds of the sale of Shares acquired upon vesting of the applicable award through a sale arranged by the Company or Broker on your behalf pursuant to this authorization without further consent. Awards are further subject to any tax and other reporting requirement that may be applicable in any pertinent jurisdiction including any obligation to report awards (whether related to the granting or vesting thereof or exercise of rights thereunder) to any taxing authority or other pertinent third party.

5. **Restrictions on Resale**

Other than the restrictions referenced in Sections I.3 and II.2, there are no restrictions imposed by the Plan on the resale of Shares acquired under the Plan. However, under the provisions of the Securities Act and the rules and regulations of the SEC, resales of Shares acquired under the Plan by certain officers and directors of the Company who may be deemed to be “affiliates” of the Company must be made pursuant to an appropriate effective registration statement filed with the SEC, pursuant to the provisions of Rule 144 issued under the Securities Act, or pursuant to another exemption from registration provided in the Securities Act. At the present time, the Company does not have a currently effective registration statement pursuant to which such resales may be made by affiliates. There are no restrictions imposed by the SEC on the resale of Shares acquired under the Plan by persons who are not affiliates of the Company; provided, however, that all employees are subject to the Company’s policies against insider trading, and restrictions against resale may be imposed by the Company from time-to-time as may be necessary under applicable law.

6. **Beneficiary**

You may designate a beneficiary to receive any portion of your Performance Units and Restricted Share Units that become due to you after your death, and you may change

your beneficiary from time to time. Beneficiary designations should be filed with the Broker with respect to Performance Units and Restricted Share Units. The beneficiary in the event of your death for Performance Cash Awards, and the beneficiary if you fail to file a designation with the Broker for the Performance Units and the Restricted Share Units, will be (1) the beneficiary you designated under any group life insurance plan maintained by the Company or its Subsidiaries that provides the largest death benefit, which will constitute the designated beneficiary for purposes of this Section IV.6, or, if none, (2) the executor or administrator of your estate.

7. **Effect on Other Benefits**

Income recognized by you as a result of the grant, vesting, exercise or distribution of Shares with respect to Awards will not be included in the formula for calculating benefits under any of the Company's retirement and disability plans or any other benefit plans.

8. **Code Section 409A Compliance**

(a) The award of Performance Units under Section I and the Performance Cash Award under Section III is intended to be exempt from or to comply with the provisions of Section 409A and, wherever possible, shall be consistent therewith. No action taken to comply with Section 409A shall be deemed to impair a benefit under the Award Letter or this Appendix A.

(b) The award of Restricted Share Units under Section II is intended to be exempt from or to comply with the provisions of Section 409A and, wherever possible, shall be interpreted consistent therewith. Specifically, (1) if you are not Retirement Eligible, the time of payment specified in Sections II.2 and II.4 is exempt from Code Section 409A as a short term deferral in compliance with U.S. Treasury Regulation Section 1.409A-1(b)(4), and (2) if you are Retirement Eligible the time of payment specified with respect to Section II.4(b) is compliant with U.S. Treasury Regulation Section 1.409A-3(a)(1) and is compliant with Code Section 409A as being paid pursuant to a permissible payment date of separation from service under U.S. Treasury Regulation Section 1.409A-1(h) and the time of payment specified in Section II.4(a) with respect to Disability is compliant with U.S. Treasury Regulation Section 1.409A-3(a)(2) and is compliant with Code Section 409A as being paid pursuant to the permissible payment event of disability under U.S. Treasury Regulation Section 1.409A-3(i)(4). If you are Retirement Eligible, you will not be considered to have a termination from employment unless such termination meets the requirements for a "separation from service" within the meaning of U.S. Treasury Regulation Section 1.409A-1(h), if applicable. If you are a "specified employee" on the date of your "separation from service" within the meaning of Code Section 409A, the time of payment otherwise specified in the Award Letter or this Appendix A will be deferred to the extent required by Code Section 409A. No action taken to comply with Code Section 409A shall be deemed to impair a benefit under the Award Letter or this Appendix A.

## Exhibit “A” to Performance Unit Award

### A. Committee Methodology

The Committee will make a determination on the Determination Date with respect to the achievement of TSR (as defined under Section B below) by the Company and the members of its peer group (as described under Section B below) and the number of Earned Performance Units to which you are entitled.

The maximum number of Earned Performance Units that you may receive is 200% of the Total Target Performance Units described in your Award Letter. If any calculation with respect to the Earned Performance Units would result in a fractional share, the numbers of Earned Performance Units shall be rounded down to the nearest whole share.

The Company is ranked, along with the other companies in its peer group from best to worst based on TSR.

If, during the PSU Performance Cycle, any peer group company files for or is the subject of any bankruptcy, insolvency or liquidation proceeding, or if any other corporate financial restructuring event, condition or circumstance exists that, in the determination of the Committee, causes such peer performance to no longer be appropriate for a TSR comparison, such peer group company will remain in the peer group positioned below the lowest performing member of the peer group in chronological order by the date of such bankruptcy, insolvency, liquidation or other event, condition or circumstance. In the event that a peer company is subject to a transaction in which more than 50% of the value of the company's outstanding shares immediately prior to the transaction are acquired by another person or entity, or the peer company ceases to publicly file its financial statements, or in any similar event, the peer company shall move to the position below the lowest performing member of the peer group as of the relevant date.

The Company's percentile ranking in its peer group shall determine the number of Earned Performance Units that you will receive based on the following schedule:

Ten Plus Member Peer Group Schedule	
Transocean Percentile	Percentage of Total Target Performance Units
90th Percentile or Greater	200%
50th Percentile	100%
25th Percentile	50%
Less than 25th Percentile	0%

For any achievement of a percentile ranking between the percentiles set forth in the schedule above, the number of Earned Performance Units will be determined by linear interpolation between the percentages assigned in the schedule above.

In no event shall you receive Earned Performance Units in excess of 100% of the Total Target Performance Units described in your Award Letter if the Company's absolute TSR is less than -15%.

### B. Definition of Total Shareholder Return

Total Shareholder Return (“TSR”) through the PSU Performance Cycle is based on the comparison of the average closing share price for the thirty (30) business days prior to start of the PSU Performance Cycle and the average closing share price for the last thirty (30) business days in the PSU Performance

Cycle, adjusted for dividends. The same calculation is conducted for the Company and each of the companies in the peer group.

**C. Peer Group**

The peer group shall consist of:

Aker Solutions	Oil States International, Inc.
Dril-Quip, Inc.	Pacific Drilling SA
Forum Energy Technologies, Inc.	Saipem S.p.A.
Maersk Drilling A/S	Seadrill Ltd
National Oilwell Varco, Inc.	Subsea 7 S.A.
Noble Corporation plc	TechnipFMC plc
Oceaneering International, Inc.	Valaris plc

**NOTE:** The Committee has the sole authority to interpret the terms of this Exhibit A, including the formula for TSR. The Committee's determination of all matters in connection with the award will be final and binding.

## Exhibit “B” to Performance Cash Award

### A. Committee Methodology

The Committee will make a determination on the PCA Determination Date with respect to the achievement of Relative EM (as defined under Section B below) by the Company and the members of its peer group (as described under Section B below) and the amount of Earned Cash Award to which you are entitled.

The maximum amount of Earned Cash Award that you may receive is 150% of the Total Target Performance Cash Award described in your Award Letter.

The Company is ranked, along with the other companies in its peer group from best to worst based on EM. The Company’s ordinal ranking in its peer group shall determine the amount of Earned Cash Award that you will receive based on the applicable peer group schedule below.

Five Member Peer Group Schedule	
Company Ranking	Percentage of Total Target Cash Award
1	150%
2	125%
3	100%
4	75%
5	50%
6	0%

If, during the PCA Performance Cycle, any peer group company files for or is the subject of any bankruptcy, insolvency or liquidation proceeding, or if any other corporate financial restructuring event, condition or circumstance exists that, in the determination of the Committee, causes such peer performance to no longer be appropriate, such peer group company will remain in the peer group positioned below the lowest performing member of the peer group in chronological order by the date of such bankruptcy, insolvency, liquidation or other event, condition or circumstance. In the event that a peer company is subject to a transaction in which more than 50% of the value of the company’s outstanding shares immediately prior to the transaction are acquired by another person or entity, or the peer company ceases to publicly file its financial statements, or in any similar event, the peer company shall move to the position below the lowest performing member of the peer group as of the relevant date.

### B. Definition of EBITDA Margin

Relative EBITDA Margin through the PCA Performance Cycle is based on the comparison of the EBITDA Margin for the six months prior to July 1, 2020 and the EBITDA Margin for the six months ending December 31, 2021 (“Relative EM”). The same calculation is conducted for the Company and each of the companies in the peer group. EBITDA Margin (“EM”) shall mean:

Earnings	
Plus:	interest expense, net of interest income
	Income tax expense
	Depreciation and amortization expense
Less (plus):	Amortization of intangible increases (reductions)
	to revenues or income

As stated on the company's consolidated statement of operations, as further adjusted:

- + one-time restructuring costs
- + acquisition costs
- + losses on impairment
- +(-) losses (gains) on the sale of drilling rigs
- +(-) losses (gains) on the retirement of debt
- +(-) other one-time losses (gains), as reflected under the Transocean's policies for similar non-GAAP measures

And divided by revenues, increased by (reduced by) any amortization of intangible revenue reduction (increases).

**C. Peer Group**

The peer group shall consist of:

Maersk Drilling A/S
Pacific Drilling SA
Seadrill Ltd
Valaris plc
Noble Corporation plc

**NOTE: The Committee has the sole authority to interpret the terms of this Exhibit B, including the formula for Relative EM. The Committee's determination of all matters in connection with the award will be final and binding.**

**Transocean Ltd. 2015 Long-Term Incentive Plan  
(As Amended and Restated Effective May 8, 2020)  
Appendix A to Award Letter**

**Terms and Conditions of Director Restricted Share Unit Award  
May 8, 2020**

Pursuant to the terms of the award letter to you (the “Award Letter”) as of the date indicated above, the award of Restricted Share Units (the “Award”) is subject to the terms and conditions set forth in the Plan, the Prospectus for the Plan, any rules and regulations adopted by the Board, and any additional terms and conditions set forth in this Appendix A which forms a part of the Award Letter. Any terms used in the Award Letter or this Appendix A and not defined herein have the meanings set forth in the Plan. As used in this Appendix A, the term “Grant Date” refers to the Effective Date identified in your Award Letter for your Award. The terms and provisions of your Award are governed by the terms of the Plan as effective May 8, 2020, and amended from time to time thereafter. In the event there is an inconsistency between the terms of the Plan and the Award Letter, the terms of the Plan will control.

**Section I. RESTRICTED SHARE UNITS**

**1. Vesting and Restricted Share Units**

- (a) Unless vested on an earlier date as provided in this Appendix A, the Restricted Share Units granted pursuant to your Award Letter will fully vest on the date specified in your Award Letter (the “Vesting Date”).
- (b) In certain circumstances described in Section I.5 below, your Restricted Share Units may vest before the Vesting Date. The date of any accelerated vesting under Section I.5 below will be a Vesting Date for purposes of this Appendix A.
- (c) You do not need to pay any purchase price for the Restricted Share Units unless otherwise required in accordance with applicable law.

**2. Restrictions on the Restricted Share Units**

Until and unless you vest in your Restricted Share Units and receive a distribution of Shares, you may not attempt to sell, transfer, assign or pledge them. Until the date on which you receive a distribution of the Shares in respect of any vested Restricted Share Units awarded hereunder, your award of Restricted Share Units will be evidenced by credit to a book entry account.

**3. Payment of the Restricted Share Units**

- (a) Upon your termination of service as a Director of the Company or, if later, the date of your “separation from service” with the Company as defined in Section 1.409A-1(h) of the U.S. Treasury regulations (“Separation from Service”), the net Shares (total Shares distributable in respect of vested Restricted Share Units minus any Shares retained by the Company in accordance with the policies and requirements described in Section II.2), will be delivered to you within sixty days after your Separation from



Service in street name to your brokerage account (or, in the event of your death, to a brokerage account in the name of your beneficiary under the Plan) with the Broker; provided that you have not elected to have this delivered to you at an earlier date pursuant to Section I.3(b). Any Shares distributed to you in respect of vested Restricted Share Units will be registered in your name and will not be subject to any restrictions.

- (b) If an election is timely made in accordance with the requirements of Section 409A of the U.S. Internal Revenue Code of 1986, as amended, and related regulations and U.S. Treasury pronouncements (“Section 409A”), the delivery of your vested Restricted Share Units may be accelerated to the date which is the earlier of (i) the Vesting Date of your Restricted Share Units as specified in Section I.1, and (ii) the occurrence of a Change of Control provided that such Change of Control constitutes a “change in control event” as defined in Section 1.409A-3(i)(5)(i) of the U.S. Treasury regulations, but in no event later than (iii) the date your Restricted Share Units vest as a result of a Separation from Service that constitutes a termination of service as a Director described in Sections 5(a) and 5(b) below.

#### **4. Dividend Equivalents and Voting**

- (a) **Dividend Equivalents**

In the event that dividends are paid with respect to Shares such that the applicable record date occurs during the period beginning on the Grant Date and ending on the date you receive a distribution of Shares in satisfaction of your vested Restricted Share Units, you will be entitled to receive a cash payment equal to the amount of the dividend paid per Share as of such dividend payment date multiplied by the number of vested Restricted Share Units (the “Dividend Equivalent”). Dividend Equivalents (if any) payable with respect to your vested Restricted Share Units will be paid in cash as soon as administratively practicable following the date that dividends are paid with respect to Shares; Dividend Equivalents (if any) payable with respect to your Restricted Share Units that are unvested on the applicable record date will be paid in cash as soon as administratively practicable following the Vesting Date. All Dividend Equivalents paid to you shall be subject to all applicable withholding taxes. For any non-cash dividends, the Board may determine in its sole discretion the cash value to be so paid to you in respect of such Restricted Share Units or, if applicable, the adjustment to be applied pursuant to Section 15 of the Plan.

- (b) **Voting Shares**

You will have the right to vote your Shares that have been distributed in respect of any vested Restricted Share Units. There are no voting rights associated with Restricted Share Units.

- (c) **No Other Rights**

You shall have no other dividend equivalent, dividend or voting rights with respect to any Restricted Share Unit.

## 5. Termination of Service

The following rules apply to the vesting of your Restricted Share Units in the event of your termination of service as a Director of the Company.

- (a) **Death or Disability.** If your service as a Director is terminated by reason of death or disability (as determined by the Board), all of your Restricted Share Units will vest on your date of termination.
- (b) **Retirement.** If your service as a Director is terminated due to retirement in accordance with the retirement policy for members of the Board, all of your Restricted Share Units will vest on your date of termination.
- (c) **Other Termination of Service.** If your service as a Director terminates for any reason other than death, disability or retirement (as those terms are used above), any of your Restricted Share Units which have not vested prior to your termination of service will be forfeited.

## 6. Change of Control.

Notwithstanding the provisions of the Award Letter or Sections I.1 or I.5, all of your Restricted Share Units will vest immediately upon a Change of Control.

## Section II. Miscellaneous

### 1. Board Determinations

The Board shall have absolute discretion to determine the date and circumstances of termination of your service or separation from service, including without limitation whether as a result of death, disability, retirement or any other reason, and its determination shall be final, conclusive and binding upon you.

### 2. Tax Consequences and Withholding

- (a) You should consult the Plan Prospectus for a general summary of the Swiss federal income tax consequences to you and, if applicable, the U.S. tax consequences to you, upon the grant, vesting or distribution to you of the Awards based on currently applicable provisions of the Code, related regulations and Swiss tax rules. The summary does not discuss state and local tax laws or the laws of any other jurisdictions, which may differ from the U.S. federal tax law and Swiss tax rules. For these reasons, you are urged to consult your own tax advisor regarding the application of the tax laws to your particular situation.
- (b) The Company shall make such provisions as it may deem appropriate for the withholding of any taxes which it determines is required in connection with the Restricted Share Units and may reduce the number of Shares otherwise deliverable to you with respect to your Restricted Share Units by a number of Shares having a value approximately equal

to the amount required to be withheld under the Company's policies and procedures or applicable law. The Company may, in its discretion, permit you to make other arrangements satisfactory to the Company to satisfy any applicable withholding tax liability arising from the Restricted Share Units. Further, any dividend equivalents paid to you in respect of Restricted Share Units pursuant to Section I.4 will be subject to tax withholding, as appropriate, as additional compensation.

**3. Restrictions on Resale**

Other than the restrictions referenced in Sections I.2, there are no restrictions imposed by the Plan on the resale of Shares acquired under the Plan. However, under the provisions of the Securities Act and the rules and regulations of the SEC, resales of Shares acquired under the Plan by certain officers and directors of the Company who may be deemed to be "affiliates" of the Company must be made pursuant to an appropriate effective registration statement filed with the SEC, pursuant to the provisions of Rule 144 issued under the Securities Act, or pursuant to another exemption from registration provided in the Securities Act. At the present time, the Company does not have a currently effective registration statement pursuant to which such resales may be made by affiliates. There are no restrictions imposed by the SEC on the resale of Shares acquired under the Plan by persons who are not affiliates of the Company; provided, however, that all Directors of the Company are subject to the Company's policies against insider trading, and restrictions against resale may be imposed by the Company from time-to-time as may be necessary under applicable law.

**4. Beneficiary**

You may designate a beneficiary to receive any portion of your Award that becomes due to you after your death, and you may change your beneficiary from time to time. Beneficiary designations should be filed with the Broker. If you fail to designate a beneficiary in that manner, the beneficiary in the event of your death will be the executor or administrator of your estate.

**5. Code Section 409A Compliance**

The award of Restricted Share Units is intended to be exempt from or to comply with the provisions of Section 409A and, wherever possible, shall be interpreted consistent therewith. No action taken to comply with Code Section 409A shall be deemed to impair a benefit under the Award Letter or this Appendix A.

## CEO CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeremy D. Thigpen, certify that:

1. I have reviewed this report on Form 10-Q of Transocean Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 30, 2020

/s/ Jeremy D. Thigpen  
Jeremy D. Thigpen  
President and Chief Executive Officer

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## CFO CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark L. Mey, certify that:

1. I have reviewed this report on Form 10-Q of Transocean Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 30, 2020

/s/ Mark L. Mey

Mark L. Mey

Executive Vice President and Chief Financial Officer

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**CERTIFICATION PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002 (SUBSECTIONS (a) AND (b)  
OF SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Jeremy D. Thigpen, President and Chief Executive Officer of Transocean Ltd., a Swiss corporation (the "Company"), hereby certify, to my knowledge, that:

- (1) the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 30, 2020

/s/ Jeremy D. Thigpen  
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Jeremy D. Thigpen  
President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the U.S. Securities and Exchange Commission or its staff upon request.

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**CERTIFICATION PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002 (SUBSECTIONS (a) AND (b)  
OF SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Mark L. Mey, Executive Vice President and Chief Financial Officer of Transocean Ltd., a Swiss corporation (the "Company"), hereby certify, to my knowledge, that:

(1) the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 30, 2020

/s/ Mark L. Mey

Mark L. Mey

Executive Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the U.S. Securities and Exchange Commission or its staff upon request.

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