

Audit and Risk Committee Charter

This Audit and Risk Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Seadrill Limited (the “Company” or “Seadrill”) and governs the operation of the Audit and Risk Committee of the Board (the “Committee”).

The Committee acts by a Board delegation and in connection with the Board’s supervisory responsibility to the Company’s shareholders, potential shareholders, the investment community and others. The Committee focuses on the integrity of the Company’s financial statements, the financial reporting process, the adequacy of internal controls, the Company’s risk assessment and risk management policies, handling complaints, oversight of the relationship with the Company’s external auditor (the “External Auditor”), and supervision of the Company’s Internal Audit & Assurance and Compliance functions.

In addition, the Committee monitors and makes recommendations to the Board in relation to potential conflicts of interest between the Company and any of its Affiliates or related third parties.

1. Committee Membership

The Committee shall consist of at least three Board members and a maximum of four members appointed by the Board and the Board shall designate one person as the Chair of the Committee or delegate the authority to designate a Chair to the Committee. Committee members may be replaced by the Board. The quorum for a Committee meeting shall be a majority of the Committee members entitled to vote at the meeting.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent registered public accountants and management of the Company (“Management”), and to determine that all parties are aware of their responsibilities.

2. Committee Secretary

The Company Secretary or his or her nominee shall act as secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner.

3. Committee Purpose, Duties and Responsibilities

The purpose of the Committee is to assist the Board in exercising its oversight responsibility with respect to the following areas:

3.1. Oversight of the integrity of the Company’s financial statements and reporting process and internal controls

The Committee shall:

- Monitor and supervise:
 - (a) the Company’s financial reporting process, practices and requirements;
 - (b) the quality, adequacy and effectiveness of the Company’s disclosure controls and procedures; and
 - (c) the Company’s internal controls.
- Discuss with Management and the External Auditor, Seadrill’s annual audited financial statements and quarterly financial statements (including the related notes), the form of audit opinion to be issued by the External Auditor on the financial statements, and the disclosures made in Management’s discussion and analysis.

- Recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K for filing with the U.S. Securities and Exchange Commission (the "SEC"); and to produce the audit committee report required to be included in the Company's proxy statement.
- Review with the External Auditor:
 - (a) critical accounting policies and practices to be used by the Company; and
 - (b) alternative accounting treatments.
- Review the results of the annual audit or quarterly reviews carried out by the External Auditor, including any written communications.
- At least annually, obtain and review a report by the External Auditor that describes (1) the External Auditor's internal quality control procedures, (2) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the External Auditor and any steps taken to deal with any such issues, and (3) all relationships between the External Auditor and the Company or any of its subsidiaries; and to discuss with the External Auditor this report and any relationships or services that may impact the objectivity and independence of the External Auditor.
- Discuss with the External Auditor the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and the External Auditor's evaluation of the Company's identification of, accounting for and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
- Discuss with the External Auditor any other matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board and the SEC.
- Discuss with Management and the External Auditor any significant financial reporting issues and judgments made in connection with the preparation of the Company's annual and quarterly financial statements, including any significant changes in the Company's selection or application of accounting principles, and the Company's internal controls over financial reporting (including any major issues as to the adequacy of such controls).
- Discuss with Management and the independent registered public accountants regarding the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- Discuss with Management and the independent registered public accountants Management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"), including any significant deficiencies or material weaknesses identified.
- Discuss with the Company's legal counsel and the External Auditor the process to ensure compliance with relevant standards of conduct and legal matters that could have a significant impact on the Company's annual and quarterly financial statements or accounting policies.
- Review significant disagreements between Management and the External Auditor on financial reporting.
- Receive and review any reports from the Company's attorneys relating to legal matters that may have a material impact on the financial statements or the Company's compliance policies.

- Review in advance and approve the release of the Quarterly financial statements, including the accompanying earnings press releases, and any profit warning releases.
- Review and discuss with Management the Company's earnings press releases and any financial information and earnings guidance provided to analysts and ratings agencies.
- Inquire of the independent registered public accountants if they have detected or become aware of information regarding the occurrence of an "illegal act" (as defined in Section 10A(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")).
- Review and approve the statements on internal controls and risk management in the Company's 10-K or equivalent documents.

3.2. **The Company's enterprise risk management (ERM) policies and ERM risk assessment**

The Committee shall:

- Review and approve Management's policies with respect to ERM risk assessment and risk management.
- Discuss and take all oversight actions required of, or deemed necessary by, the Committee under the Company's policies with respect to risk assessment and risk management.
- Discuss the Company's major risk exposures and the steps Management has taken to monitor and control such exposures.

3.3. **The Company's Internal Audit & Assurance program**

- Review and approve the Company's Internal Audit & Assurance program based on the Company's principal risks.
- Monitor progress and discuss Management's response to Internal Audit & Assurance findings.

3.4. **Handling complaints**

The Committee shall:

- Ensure that Seadrill has procedures for the receipt, retention, and handling of complaints about accounting, internal controls or auditing matters, as well as other matters regarded as being in breach of the Company's ethical rules or statutory provisions and review this on an annual basis.
- Ensure that concerns can be sent anonymously and confidentially to the Committee via the Company's Compliance function through the integrity channel regarding the above-mentioned issues with assurance of no retaliation.
- Ensure that any misconduct, done by Management or employees, which the Committee has knowledge of, will be investigated and necessary actions/sanctions will be taken.

3.5. **Oversight of the relationship with the External Auditor**

The Committee shall:

- Be directly responsible for the appointment (which shall include development and oversight of selection procedure), compensation, retention and oversight of the work of the independent registered public accounting firm (including the resolution of disagreements between Management and the independent registered public accounting firm regarding financial reporting), who shall report directly to the Committee.

- Be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing an audit report or to perform other audit, review or attest services, which firm shall also report directly to the Committee.
- In the event of the resignation of the External Auditor, investigate the issues leading to such resignation and determine whether any action is required.
- Pre-approve the audit and non-audit services (including the fees and terms associated with such services) to be performed by the External Auditor and ensure that the External Auditor does not provide any services creating conflict of interest concerns.
- Review the plans for and scope of auditing and other assignments by the External Auditor and assess the work performed.
- Supervise the work performed by the External Auditor on audit-related matters or other review or attest services.
- Evaluate the qualifications, performance and independence of the External Auditor, including an evaluation of the lead audit partner engaged in the annual audit, and ensure that the External Auditor meets applicable legal requirements set by the authorities in relevant jurisdictions.
- Oversee the External Auditor's compliance with the audit engagement team "rotation off" requirements.
- Oversee compliance with the policy limiting the Company's ability to hire employees or former employees of the External Auditor (the "cooling off" policy).

The Committee can be authorized by the Board to grant advance approval of assignments to be performed by the External Auditor. The Chair of the Committee will inform the Board afterwards of all advance approvals given.

3.6. **Cybersecurity**

The Committee will review periodically with Management the Company's cybersecurity risk exposures and the steps Management has taken to monitor or mitigate such exposures.

3.7. **Insurance**

The Committee shall exercise stewardship of Seadrill's annual insurance program and for this purpose shall annually, or more frequently if it deems it necessary, review and advise upon the level and scope of the Company's insurance cover, including Directors' and Officers' cover. It shall receive updates on the progress of any insurance claims made.

3.8. **Tax matters**

The Committee shall annually review the policies and approach for tax matters within the Seadrill group, and in particular the annual Tax Strategy that has to be externally published and approved by the Board.

It shall receive updates on the progress of any significant tax disputes and compliance positions as well as upcoming changes to the fiscal environment and potential responses being considered by the Seadrill group.

3.9. **Cash management**

The Committee will review the internal process for cash management to ensure that such processes are fit for purpose and support the business in cash planning and liquidity forecasting.

3.10. Conflicts of interest

The Committee shall evaluate any conflict of interest between the Company or any of its wholly owned subsidiaries, any other Group Member or any partner entity (in any joint venture or project), that is properly submitted to it for consideration and will make recommendations to the Board for the management of that conflict of interest.

The Committee shall evaluate any conflicts of interest between the Company and any related third party that are properly submitted to it for consideration and will make recommendations to the Board for the management of each such conflict of interest.

The Committee shall evaluate any conflicts of interest between a director and the Company that are properly submitted to it for consideration and will make recommendations to the Board for the management of each such conflict of interest.

The Committee shall have the authority to act within the scope of its responsibility. The Committee shall have full authority to (i) review any matter brought to its attention with full access to all books, records, facilities and personnel of the Company, (ii) retain, terminate and determine funding for such independent legal, financial or other advisors or consultants as the Committee deems necessary or appropriate for the Committee to fulfil its responsibilities, and (iii) request any officer or employee of the Company or its Affiliates, the Company's outside counsel, inside counsel, independent auditors or internal auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

3.11. Supervision of the Compliance Function

The Committee shall:

- Ensure that Seadrill has implemented an appropriate ethics and compliance program and established an integrity hotline which allows anonymous reporting and channelling of complaints to the Committee as appropriate.
- Review and approve the role and mandate of the Compliance Function.
- Ensure that Seadrill's Compliance Function acts independently of Management.
- Ensure that the Chief Compliance Officer has direct access to the Chair of the Board and to the Chair of the Committee.
- Ensure that the Chief Compliance Officer meets with the Committee without the presence of Management to discuss the effectiveness of the function.
- Continuously assess the effectiveness of the Compliance function and review and follow up on any reports received from the Compliance function in relation to Seadrill's ethics and compliance program and policies.
- Review and approve the compliance plan on an annual basis.
- Ensure that the Compliance Function has the necessary resources and access to information to enable it to fulfil its mandate.
- Oversee employment decisions related to the Chief Compliance Officer, including decisions related to appointment, dismissal, position category and remuneration.

4. Functions of the Committee

Members of the Committee are answerable only to the Board in connection with the fulfillment of their tasks. The Board retains full responsibility for the Committee's tasks.

The Chief Executive Officer is responsible for preparing and presenting to the Board the Company's annual and quarterly financial statements, and the External Auditor is responsible for auditing or reviewing these financial statements. While the Committee is entrusted with the tasks set out in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine whether the Company's financial statements, the results of operations and cash flows are a fair presentation of the Company's financial position in compliance with generally accepted accounting principles. In carrying out its tasks, the Committee does not provide any expert or particular confirmation of the Company's financial statements or any professional certification of the External Auditor's work.

The Committee shall base its work on the assumption that the External Auditor and Management have brought to the Committee's attention any issue that they, in their best judgment, regard as important for the exercise of the Committee's responsibilities.

The Chief Financial Officer and Seadrill's Finance department shall provide support to the Committee as necessary.

5. Meeting Protocols

The meetings and proceedings of the Committee shall be governed by the requirements for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board. In addition, the Committee shall adhere to the following requirements:

- The Committee shall meet in connection with the quarterly and annual financial reporting and otherwise as often as it considers necessary. The Chief Financial Officer will prepare and propose an annual meeting plan and is responsible for preparing and giving notice of meetings and for follow-up of the Committee's work.
- The Committee shall choose who shall represent the Company at its meetings. It is assumed that the Chief Financial Officer of the Company will attend all meetings.
- The External Auditor, the General Counsel and the Chief Compliance Officer shall participate in relevant agenda points at all meetings.
- The Committee shall meet with each of the External Auditor and the Chief Compliance Officer at least once a year without the presence of Management.

6. Access to information and advice

The Committee may examine all activities and circumstances connected to the operations of the Company in the execution of its tasks. In this connection, the Committee may request the Chief Executive Officer provide access to information, facilities and personnel.

The Committee is authorized to investigate all matters relating to the operations of the Company and may carry out the surveys it deems necessary to fulfill its tasks, and shall have the authority to retain, at the Company's cost and expense, special independent legal, accounting, or other advisors or experts it deems necessary in the performance of its duties. The Committee shall have the sole authority to retain, terminate and approve the fees and other retention terms of any such third-party service providers. The Company shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, for payment of compensation to the special independent legal, accounting or other advisors or experts retained by the Committee and compensation to the independent registered public accounting firm or any other registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company.

7. Minutes and follow-up of Committee meetings

The Committee shall cause minutes to be made and books kept for the purpose of recording. The minutes shall state the following:

- time and venue of the Committee meeting;
- the names of the members and other person (if any) present at each meeting;
- all proceedings at meetings of the Committee; and
- all discussions and resolutions adopted.

The minutes of meetings of the Committee shall be signed at the next meeting by the Chair of the Committee. Once approved, the minutes should be made available to all Board directors unless, in the opinion of the Chair of the Committee, it would be inappropriate to do so.

Committee meetings where quarterly and annual financial reporting is discussed shall be coordinated with the Board meetings on these issues. The Committee may give an oral report from these meetings to the Board through the Chair of the Committee.

The notice of the meetings, the material submitted to Committee members before the meeting and minutes of Committee meetings must be retained in accordance with applicable rules and regulations for filing of this type of documentation.

8. Independence and qualifications

All members of the Committee must be “independent directors” as defined under the NYSE listing rules and these directors will also comply with the independence regulations as defined by Rule 10A-3 promulgated under the Exchange Act. Each member shall be unconnected to any relations that could, in the opinion of the Board, interfere with the exercise of his or her independent judgment as a member of the Committee.

All Committee members shall be financially literate and at least one member shall have recent and relevant accounting or related financial management expertise and competence in accounting and/or auditing necessary to be considered an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K.

9. Annual evaluation of performance and effectiveness

The Committee shall be subject to an annual evaluation by the Board which determines whether the Committee is functioning effectively.

The yearly assessment will include but not be limited to the following aspects:

- Committee members’ independence from Management, including how they are nominated and selected, and whether they act independently from Management.
- Clarity of the Committee’s responsibilities and how well the Committee and Management understand them.
- Level of involvement and interaction with the External Auditors, including appointment, retention, and compensation role.
- Level of involvement and interaction with internal audit, including line of authority and role in appointing and compensating employees in the internal audit department.
- Whether the Committee includes one or more “audit committee financial experts”.
- The amount of time the Committee devotes to control issues and the Committee’s activity.

The Committee will, on a yearly basis, evaluate its Charter and recommend any changes to the Board.

Effective 1 January 2025