

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES"), AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA OR JAPAN, OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OF ANY OF THE SECURITIES DESCRIBED HEREIN.

## PRESS RELEASE

### SHELF DRILLING, LTD.: PRIVATE PLACEMENT SUCCESSFULLY PLACED

Dubai, 23 June 2022: Reference is made to the stock exchange announcement made by Shelf Drilling, Ltd. ("**Shelf Drilling**") earlier today regarding the acquisition of five North Sea capable jack-up rigs (the "**Acquisition**") by Shelf Drilling (North Sea), Ltd. ("**SDNS**"), a wholly-owned subsidiary of Shelf Drilling, from Noble Corporation ("**Noble**") and a contemplated private placement of new common shares in the form of depository receipts in Shelf Drilling ("**PP1**") and SDNS ("**PP2**") with total gross proceeds of the NOK equivalent of USD 50-70 million and up to USD 80 million, respectively (the "**Private Placements**").

Shelf Drilling is pleased to announce that the Private Placements have been successfully placed, raising gross proceeds of approximately NOK 1.3 billion (equivalent to approximately USD 130 million at an exchange rate of NOK/USD 0.10) through the allocation of 38,400,000 new common shares in Shelf Drilling (the "**PP1 Offer Shares**") at a price of NOK 13.00 (the "**PP1 Offer Price**") (NOK 499.2 million) and 40,000,000 new common shares in SDNS (the "**PP2 Offer Shares**") at a subscription price of USD 2 (USD 80 million).

The Private Placements took place through an accelerated book-building process managed by DNB Markets, a part of DNB Bank ASA, and SpareBank 1 Markets AS (jointly, the "**Managers**") after close of markets today 23 June 2022.

The net proceeds from the Private Placements will be used, together with cash at hand and debt financing to be secured, to finance the purchase price for the Acquisition. The net proceeds from PP1 will be reinvested by Shelf Drilling into SDNS, for the sole purpose of financing the Acquisition. Shelf Drilling will hold approximately 60% of all outstanding common shares in SDNS following the completion of the Private Placements and investors allocated PP2 Offer Shares will hold approximately the remaining 40%. In the event the conditions for completion of PP2 are not met or waived and PP2 is cancelled, PP1 will still be completed and the net proceeds from PP1 will then be used by Shelf Drilling for other growth initiatives and general corporate purposes.

Completion of the Private Placements and the issuance and allocation of the PP1 Offer Shares and the allocation of the PP2 Offer Shares were resolved by the board of directors of Shelf Drilling (the "**Shelf Drilling Board**") following advice from the Managers after the book-building process was completed. Completion of PP1 is subject to the following conditions (the "**PP1 Conditions**"): (i) the Managers receiving existing and unencumbered shares in Shelf Drilling, in the form of depository receipts, equal to the allocated Borrowed PP1 Offer Shares (as defined below), (ii) the allocated Prefunded PP1 Offer Shares (as defined below) having been fully paid (facilitated by the PP1 Prefunding Agreement (as

defined below)), and (iii) the issuance of the depository receipts for the newly issued Prefunded PP1 Offer Shares in the VPS having taken place.

Completion of PP2 is subject to the following conditions (the “**PP2 Conditions**”): (i) completion of PP1, (ii) the ongoing merger between Noble and The Drilling Company of 1972 A/S being unconditional and the Acquisition being approved by the UK Competition and Market Authority, (iii) the relevant corporate actions having been taken in order to consummate PP2 and to allocate and issue the PP2 Offer Shares, (iv) the allocated PP2 Offer Shares having been fully paid, and (v) the issuance of the depository receipts related to the PP2 Offer Shares in the VPS having taken place.

Notification of allocation, including settlement instructions are expected to be distributed by the Managers on or about 24 June 2022. Settlement of the PP1 Offer Shares will take place on a delivery versus payment (“**DVP**”) basis. Delivery of 27,243,432 of the PP1 Offer Shares (equivalent to approx. 19.87% of the issued and outstanding shares in Shelf Drilling) (the “**Prefunded PP1 Offer Shares**”) will be facilitated by a prepayment agreement entered into between Shelf Drilling and the Managers (the “**PP1 Prefunding Agreement**”). The remaining PP1 Offer Shares (the “**Borrowed PP1 Offer Shares**”) will be settled with existing and unencumbered shares that are already listed on the Oslo Stock Exchange to be borrowed from LR-Shelf Drilling International, L.P. (the “**Share Lender**”) by the Managers pursuant to a share lending agreement between the Managers, Shelf Drilling and the Share Lender (the “**Share Lending Agreement**”). Delivery of such existing shares shall constitute a full discharge of Shelf Drilling’s obligations to the applicant in respect of this portion of the PP1 Offer Shares. The share loan will be settled with new common shares in Shelf Drilling to be issued simultaneously with the Prefunded PP1 Offer Shares and pursuant to an authorization to increase the share capital of Shelf Drilling, and such new shares will be delivered to the Share Lender as unlisted common shares or in the form of depository receipts, which in case of the latter will be delivered on a separate and non-tradeable ISIN, pending approval by the Financial Supervisory Authority of Norway, and publication by Shelf Drilling, of a listing prospectus. The PP1 Offer Shares are tradeable upon issuance in VPS in the form of depository receipts, and following a stock exchange notice by Shelf Drilling, expected on 27 June 2022.

Settlement of the PP2 Offer Shares is expected to take place on a DVP basis, facilitated by a prepayment agreement to be entered into between SDNS and the Managers, and will take place as soon as practicably possible following satisfaction of the relevant conditions for PP2, currently expected during September 2022.

The Managers have entered into customary lock-up arrangements from the settlement date of PP1 with Shelf Drilling for 180 days and with Shelf Drilling’s executive management for 180 days, irrespective of the completion of PP2. The Managers will enter into customary lock-up arrangements regarding SDNS from the settlement date of PP2 with Shelf Drilling as majority owner for 180 days and SDNS executive management for 180 days.

As further described in the stock exchange announcement regarding the launch of the Private Placements on 23 June 2022, the Shelf Drilling Board has considered the structure of the Private Placements (including the placing of shares in SDNS) in light of relevant equal treatment obligations, including under the Norwegian Securities Trading Act and the rules on equal treatment under Oslo Rule Book II for companies listed on the Oslo Stock Exchange and the Oslo Stock Exchange’s Guidelines on the rule of equal treatment, and is of the opinion that the Private Placements are in compliance with these requirements.

Furthermore, the Shelf Drilling Board intends following completion of the bookbuilding for the Private Placement, including but not limited to on the basis of the final PP1 Offer Price, to conduct a subsequent repair offering as further described below.

Following registration of the share capital increase pertaining to the Private Placements in the register of members in the Cayman Islands, Shelf Drilling will have 175,515,793 shares outstanding, each with a par value of USD 0.01, while the number of authorized shares will be 184,063,473.

As referred to above, the Shelf Drilling Board intends to implement a subsequent repair offering. Subject to approval of the prospectus required for such offering and absent a resolution by the Shelf Drilling Board to cancel the subsequent offering, the subsequent offering will be conducted at the PP1 Offer Price with non-tradeable subscription rights of up to 3,800,000 new shares in Shelf Drilling towards existing shareholders in Shelf Drilling as of 23 June 2022 (as registered in the VPS two trading days thereafter), who (i) were not included in the pre-sounding phase, (ii) were not allocated shares in either Private Placement, (iii) have waived their right to participate and (iv) are not resident in a jurisdiction where such offering would be unlawful or, would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action. Whether or not such subsequent offering will ultimately take place, will depend inter alia on the development of the price of the shares in Shelf Drilling after completion of PP1. When determining the size of the potential subsequent offering, the Shelf Drilling Board has also taken into consideration that a number of the larger existing shareholders have participated or waived their right to participate in the subsequent offering.

## **ADVISORS**

DNB Markets, a part of DNB Bank ASA and SpareBank 1 Markets AS are acting as Joint Bookrunners in connection with the Private Placements.

Advokatfirmaet Thommessen AS is acting as Norwegian legal advisor to Shelf Drilling, Walkers (Cayman) LLP is acting as Cayman Islands legal advisor to Shelf Drilling and Advokatfirmaet Bahr AS is acting as Norwegian legal advisor to the Managers in connection with the Private Placements.

For further information, please contact: [investor.relations@shelfdrilling.com](mailto:investor.relations@shelfdrilling.com).

## **ABOUT SHELF DRILLING**

Shelf Drilling is a leading international shallow water offshore drilling contractor with rig operations across Middle East, Southeast Asia, India, West Africa and the Mediterranean. Shelf Drilling was founded in 2012 and has established itself as a leader within its industry through its fit-for-purpose strategy and close working relationship with industry leading clients. The company is incorporated under the laws of the Cayman Islands with corporate headquarters in Dubai, United Arab Emirates. The company is listed on the Oslo Stock Exchange under the ticker "SHLF".

Additional information about Shelf Drilling can be found at [www.shelfdrilling.com](http://www.shelfdrilling.com).

## IMPORTANT NOTICE

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Neither the Managers nor or any of their affiliates or any of their respective directors, officers, employees, advisors or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to Shelf Drilling, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. This announcement has been prepared by and is the sole responsibility of Shelf Drilling.

Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly, in or into or from the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan, Hong Kong, South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The publication, distribution or release of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not an offer for sale of securities in the United States or in any other jurisdictions. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold in the United States absent registration with the U.S. Securities and Exchange Commission or an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with applicable U.S. state securities laws. Shelf Drilling does not intend to register any securities referred to herein in the United States or to conduct a public offering of securities in the United States.

This announcement is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**EU Prospectus Regulation**”) (together with any applicable implementing measures in any Member State). All of the securities referred to in this announcement has been offered by means of a set of subscription materials provided to potential investors, except for the subsequent repair offering which will be made on the basis of a listing and offering prospectus. Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the aforementioned subscription materials or for the subsequent repair offering, the prospectus.

In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the EU Prospectus Regulation, i.e. only to investors who can receive the offer without an approved prospectus in such EEA Member State.

This communication is only being distributed to and is only directed at persons in the United Kingdom that are “qualified investors” within the meaning of the EU Prospectus Regulation as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018 and that are (i) investment

professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) high net worth entities, and other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

This announcement is made by, and is the responsibility of, Shelf Drilling. The Managers and their affiliates are acting exclusively for Shelf Drilling and no-one else in connection with the transactions described in this announcement. They will not regard any other person as their respective clients in relation to the transactions described in this announcement and will not be responsible to anyone other than Shelf Drilling, for providing the protections afforded to their respective clients, nor for providing advice in relation to the transactions described in this announcement, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the transaction described in this announcement, the Managers and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase securities and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such securities of Shelf Drilling or related investments in connection with the transactions described in this announcement or otherwise. Accordingly, references in any subscription materials to the securities being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “estimate”, “will”, “may”, “continue”, “should” and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although Shelf Drilling believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies, and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies, and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. Shelf Drilling, the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice.

This information is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17 and Section 5-12 the

Norwegian Securities Trading Act. This stock exchange announcement was published by Prerna Nandwani, Corporate Communications Manager at Shelf Drilling, Ltd on 23 June 2022 at 23:55 (CEST).