

EXEMPTED DOCUMENT



Listing of up to 42 000 000 new Shelf Drilling Common Shares to be issued in connection with the merger between Shelf Drilling, Ltd.'s indirect subsidiary and Shelf Drilling (North Sea), Ltd.

The information contained in this exempted document (the "**Exempted Document**") relates to the contemplated merger (the "**Merger**") of Shelf Drilling (North Sea), Ltd. an exempted company limited by shares incorporated under the laws of Bermuda with registration number 202201725 ("**SDNS**" or "**Shelf Drilling North Sea**"), and together with its consolidated subsidiaries, the "**Shelf Drilling North Sea Group**") and Shelf Drilling BidCo, Ltd., an exempted company limited by shares incorporated under the laws of Bermuda with registration number 202403719 ("**Merger Sub**"), being a wholly owned indirect subsidiary of Shelf Drilling, Ltd. an exempted company limited by shares incorporated under the laws of the Cayman Islands with registration number 271054 ("**Shelf Drilling**", "**SHLF**" or the "**Company**"), and together with its consolidated subsidiaries, the "**Shelf Drilling Group**") pursuant to the agreement and plan of merger dated 15 September 2024 (the "**Merger Plan**") entered into between Shelf Drilling North Sea, Shelf Drilling and Merger Sub, whereby Shelf Drilling North Sea and Merger Sub shall merge with Shelf Drilling North Sea as the surviving company of the Merger which shall be a wholly owned subsidiary of Shelf Drilling.

In connection with the Merger, Shelf Drilling shall list up to 42 000 000 new Shelf Drilling Common Shares (as defined below), each with a par value of USD 0.01 expected to be issued as part of the consideration in the Merger (the "**Consideration Shares**"). As consideration for each common share with par value of USD 0.01 of Shelf Drilling North Sea (the "**Shelf Drilling North Sea Common Shares**") being cancelled in the Merger, and with the exception of holders of common shares of Shelf Drilling North Sea which are part of the Shelf Drilling Group, on the effective date of the Merger, being the date shown in the certificate of merger issued by the Bermuda Registrar of Companies (the "**Effective Date**"), each common share of Shelf Drilling North Sea owned as at the Effective Date will be cancelled and converted into the right to receive: (i) 1.05 Consideration Shares; and (ii) NOK 8.00 (the "**Cash Consideration**", and together with the Consideration Shares, the "**Merger Consideration**").

The Consideration Shares will be distributed on a pro rata basis to eligible shareholders of Shelf Drilling North Sea (other than to (i) shareholders being part of the Shelf Drilling Group and (ii) non-Eligible U.S. Shareholders) on the Effective Date, which is expected to occur on or about 11 October 2024, as such shareholders will appear in the shareholders register of Shelf Drilling North Sea with the Norwegian Central Securities Depository (*Nw. Verdipapirsentralen*) (the "**VPS**") as at the expiry of the second trading day thereafter (the "**Record Date**"), expected to be on or about 15 October 2024.

It is expected that the Consideration Shares will be delivered and made available to eligible shareholders of Shelf Drilling North Sea on the first business day after the Record Date. Trading in the Consideration Shares on the Oslo Stock Exchange is expected to commence on or about 14 October 2024. As of the first day of trading after completion of the Merger, the Shares in the Combined Company (as defined below) will trade under the trading symbol "SHLF". Trades during the period from the first day of trading after completion of the Merger and until delivery of the Consideration Shares to the VPS accounts of eligible shareholders will be settled on a T+2 basis.

This Exempted Document serves as a prospectus equivalent document for the purpose of listing the Shelf Drilling Common Shares to be issued pursuant to the Merger, cf. Section 7-1 of the Norwegian Securities Act cf. Article 1 (5) point (f) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2014/71/EC, as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**").

This Exempted Document is not a prospectus within the meaning of the EU Prospectus Regulation, and therefore it has not been subject to scrutiny and approval by the relevant competent authority as set out in Article 20 of the EU Prospectus Regulation.

Except where the context otherwise requires, references in this Exempted Document to the "**Shelf Drilling Common Shares**" refer to all issued and outstanding common shares of Shelf Drilling and will be deemed to include the Shelf Drilling Common Shares to be issued pursuant to the Merger. For the definitions of capitalized terms used throughout this Exempted Document, see Section 9 "Definitions and glossary".

Investing in the Shelf Drilling Common Shares involves risks; see Section 1 ("Risk factors") beginning on page 4.

This Exempted Document does not constitute an offer or solicitation to buy, subscribe or sell the securities described herein, and no securities are being offered or sold pursuant to this Exempted Document.

The date of this Exempted Document is 8 October 2024

IMPORTANT INFORMATION

This Exempted Document has been prepared by Shelf Drilling in connection with the listing of the Shelf Drilling Common Shares pursuant to the Merger and serves as a prospectus equivalent document cf. Article 1 5. (f) of the EU Prospectus Regulation. This Exempted Document has been prepared solely in the English language. In this Exempted Document, the term "**Combined Company**" shall refer to Shelf Drilling Group as of the Effective Date.

This Exempted Document does not constitute a prospectus within the meaning of the EU Prospectus Regulation (EU 2017/1129) and has not been subject to the scrutiny and approval by the Norwegian Financial Supervisory Authority (Nw. Finanstilsynet) in accordance with Article 20 of the EU Prospectus Regulation. The content of this Exempted Document has been prepared on the basis of the European Commission's delegated regulation (EU) 2021/528 of 16 December 2020 supplementing the EU Prospectus Regulation as regards the minimum information content of the document to be published for a prospectus exemption in connection with a takeover by means of an exchange offer, a merger or a division.

This Exempted Document does not constitute an offer of, or an invitation to purchase, any of the shares described herein, hereunder the Shelf Drilling Common Shares and the Shelf Drilling North Sea Common Shares, and no Shelf Drilling Common Shares are being offered or sold pursuant to this Exempted Document in any jurisdiction. All inquiries relating to this Exempted Document must be directed to Shelf Drilling. No other person is authorized to give any information about, or to make any representations on behalf of, Shelf Drilling in connection with the Merger. If any such information is given or representation made, it must not be relied upon as having been authorized by Shelf Drilling. The information contained herein is as of the date hereof and is subject to change, completion and amendment without further notice. The publication of this Exempted Document shall not under any circumstances create any implication that there has been no change in the Shelf Drilling Group's or the Shelf Drilling North Sea Group's affairs or that the information set forth herein is correct as of any date subsequent to the date hereof. No person is authorized to give information or to make any representation in connection with the Merger other than as contained in this Exempted Document.

The contents of this Exempted Document are not to be construed as legal, business or tax advice. Each reader of this Exempted Document should consult with his or her own legal, business or tax advisor as to legal, business or tax advice. If you are in any doubt about the contents of this Exempted Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional advisor.

Readers are expressly advised that the Shelf Drilling Common Shares are exposed to financial and legal risk and they should therefore read this Exempted Document in its entirety, in particular Section 1 "Risk factors".

The distribution of this Exempted Document may in certain jurisdictions be restricted by law. Persons in possession of this Exempted Document are required to inform themselves about and to observe any such restrictions. No action has been taken or will be taken in any jurisdiction by Shelf Drilling that would permit the possession or distribution of this Exempted Document, in any country or jurisdiction where specific action for that purpose is required.

This Exempted Document is not for publication or distribution, directly or indirectly, in the United States. Shelf Drilling has not registered any of the Shelf Drilling Common Shares including Consideration Shares when issued under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"). The Shelf Drilling Common Shares may not be offered or sold, directly or indirectly, in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Shelf Drilling does not intend to register any of the Shelf Drilling Common Shares pursuant to the U.S. Securities Act. Any sale, offer or delivery in the United States of the Shelf Drilling Common Shares mentioned in this Exempted Document will be made solely to shareholders of Shelf Drilling North Sea who are (i) non-U.S. persons as defined in Regulation S of the U.S. Securities Act or (ii) "accredited investors" as defined in Regulation D of the U.S. Securities Act.

This Exempted Document is governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Exempted Document.

All Sections of the Exempted Document should be read in context with the information included in Section 3 "General information".

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1 RISK FACTORS

An investment in the Combined Company and the Shelf Drilling Common Shares involves inherent risk. The following describes the risks relating to the Merger and the Shelf Drilling Common Shares, as well as the risks relating to the Shelf Drilling North Sea Group, the Shelf Drilling Group and the Combined Company and their respective businesses. Shareholders and prospective investors should carefully consider the risk factors and all information contained in this Exempted Document, including the financial statements (incorporated by reference) and related notes. The risks and uncertainties described in this Section 1 ("Risk factors") are the material known risks and uncertainties relating to the Merger, the Shelf Drilling Common Shares, Shelf Drilling North Sea and the Shelf Drilling Group and their respective businesses as of the date hereof that are believed to be material risks relevant to an investment in the Combined Company and the Shelf Drilling Common Shares.

The risk factors included in this Section 1 "Risk factors" are presented in a limited number of categories, where each risk factor is placed in the most appropriate category based on the nature of the risk it represents. Within each category, the risk factors deemed most material, taking into account their potential negative effect and the probability of their occurrence, are set out first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, nor based on a probability of their occurrence.

The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties in that risk factor are not genuine and potential threats, and they should therefore be considered prior to making an investment decision. If any of the following risks were to materialize, either individually, cumulatively or together with other circumstances, it could have a material adverse effect on the Combined Company and/or its business, results of operations, cash flows, financial condition and/or prospects, which may cause a decline in the value and trading price of the Shelf Drilling Common Shares, resulting in loss of all or part of an investment in the Shelf Drilling Common Shares. The risks and uncertainties described below are not the only risks the Shelf Drilling North Sea Group, the Shelf Drilling Group and the Combined Company may face, or that may be relevant for the Merger and the Shelf Drilling Common Shares. Additional risks and uncertainties that currently are believed to be immaterial, or that are currently not known, may also have a material adverse effect on the Shelf Drilling North Sea Group's, the Shelf Drilling Group's and the Combined Company's results of operations, cash flows, financial condition and/or prospects.

The information in this Section 1 "Risk factors" is as of the date of this Exempted Document.

1.1 Risks related to the Merger

1.1.1 Because the aggregate amount of Merger Consideration Shares payable is fixed and because the market price of Shelf Drilling Common Shares may fluctuate prior to the completion of the Merger, there can be no assurance of the market value of the Shelf Drilling Common Shares issuable as Consideration Shares.

The market value of the consideration payable in connection with the Merger will depend on the trading price of Shelf Drilling Common Shares at the closing of the Merger (the "**Closing**"). The Consideration Shares are fixed at 1.05 Shelf Drilling Common Shares per Shelf Drilling North Sea Common Share held by each shareholder entitled to receive the Merger Consideration. There is no mechanism contained in the Merger Plan that would adjust the number of Shelf Drilling Common Shares that holders of Shelf Drilling North Sea Common Shares will receive based on any decreases or increases in the trading price of Shelf Drilling Common Shares. Share or unit price changes may result from a variety of factors (many of which are beyond Shelf Drilling's and Shelf Drilling North Sea's control), including:

- changes in Shelf Drilling's or Shelf Drilling North Sea's business, operations and prospects;
- changes in market assessments of Shelf Drilling's or Shelf Drilling North Sea's business, operations and prospects;
- changes in market assessments of the likelihood that the Merger will be completed;
- interest rates, commodity prices, general market, industry and economic conditions and other factors generally affecting the price of Shelf Drilling Common Shares or Shelf Drilling North Sea Common Shares; and

- changes in legislation, governmental regulations and legal developments in the jurisdictions in which Shelf Drilling or Shelf Drilling North Sea operate.

If the price of Shelf Drilling Common Shares at the Closing is less than the price of Shelf Drilling Common Shares on the date that the Merger Plan was signed, then the market value of the Merger Consideration will be less than contemplated at the time the Merger Plan was signed.

1.1.2 The Merger is subject to conditions, including some conditions that may not be satisfied on a timely basis, if at all. Failure to complete the Merger, or significant delays in completing the Merger, could negatively affect Shelf Drilling and Shelf Drilling North Sea

The completion of the Merger is subject to a number of conditions (See Section 4.3 "Conditions for completion of the Merger"). The completion of the Merger is not assured and is subject to risks. The Merger Plan contains conditions, some of which are beyond the parties' control, that, if not satisfied or waived, may prevent, delay or otherwise result in the Merger not occurring.

If the Merger is not completed, or if there are significant delays in completing the Merger, Shelf Drilling's and Shelf Drilling North Sea's future business and financial results and the value or trading prices, as applicable, of Shelf Drilling Common Shares and Shelf Drilling North Sea Common Shares could be negatively affected, and each of the parties will be subject to several risks, including the following:

- there may be negative reactions from the financial markets due to the fact that current value or trading prices, as applicable, of the Shelf Drilling Common Shares and Shelf Drilling North Sea Common Shares may reflect a market assumption that the Merger will be completed; and
- the attention of management may have been diverted to the Merger rather than their own operations and pursuit of other opportunities that could have been beneficial to their businesses.

1.1.3 The date the Merger Consideration will be issued depends on the Closing Date of the Merger, which is uncertain.

Completing the Merger is subject to several conditions, not all of which are controllable by Shelf Drilling or Shelf Drilling North Sea. Accordingly, the date on which Merger Consideration will be issued depends on the date on which the Closing actually occurs (the "**Closing Date**"), which is uncertain and subject to several closing conditions. See Section 4.3 ("Conditions for completion of the Merger").

1.1.4 Shelf Drilling and Shelf Drilling North Sea will incur transaction-related expenses in connection with the Merger.

Shelf Drilling and Shelf Drilling North Sea expect to incur expenses in connection with completing the Merger, including fees paid to legal, financial and accounting advisors, filing fees and printing costs. If the Merger is delayed, expenses may increase, and if the Merger does not occur, Shelf Drilling and Shelf Drilling North Sea will not benefit from these expenses.

1.1.5 Shelf Drilling and Shelf Drilling North Sea in the future may be targets of securities class action and derivative lawsuits, which could result in substantial costs and may delay or prevent the completion of the Merger.

Securities class action lawsuits and derivative lawsuits may be brought against companies that have entered into merger plans in an effort to enjoin the relevant merger or seek monetary relief. Even if any future lawsuits are without merit, defending against these claims can result in substantial costs and divert management time and resources. An unfavorable resolution of any such litigation surrounding the Merger could delay or prevent its consummation. In addition, the costs of defending the litigation, even if resolved in Shelf Drilling's or Shelf Drilling North Sea's favor, could be substantial and such litigation could distract Shelf Drilling or Shelf Drilling North Sea from pursuing the consummation of the Merger and other potentially beneficial business opportunities.

1.1.6 Appraisal rights of dissenting shareholders of Shelf Drilling North Sea in connection with the Merger

Under the Companies Act 1981 of Bermuda (the "**Bermuda Companies Act**"), any shareholder of Shelf Drilling North Sea who does not vote in favor of the Merger and is not satisfied that fair value has been offered for such shareholder's shares may apply to the Supreme Court of Bermuda (the "**Bermuda Court**") to appraise the fair value of those shares. Any shareholder intending to exercise such appraisal rights must file its application for appraisal of the fair value of its Shelf Drilling North Sea Common Shares with the

Bermuda Court within one month after the date the notice convening the special general meeting, which was circulated on 18 September 2024, is deemed to have been received. Any shareholder in Shelf Drilling North Sea holding shares through the VPS wishing to exercise appraisal rights must have such shares retired from the VPS and moved directly to the main register of shareholders in Bermuda, prior to any and all exercise of such shareholder rights. Shareholders who properly exercise their appraisal rights are deemed to hold dissenting shares. Shareholders of Shelf Drilling North Sea who properly exercise their appraisal rights will not have their shares converted into the right to receive the Merger Consideration at the time of the completion of the Merger. Instead, following completion of the court proceedings, they will receive the appraised value of their Shelf Drilling North Sea Common Shares as determined by the Bermuda Court.

1.2 Risks related to the industry in which the Shelf Drilling Group operates

1.2.1 The Shelf Drilling Group's business depends on the level of activity in the shallow water offshore drilling industry.

The level of activity of the shallow water offshore drilling industry is cyclical, volatile and impacted by oil prices. Sustained periods of low oil prices typically result in reduced exploration, development and production activities because oil companies' capital expenditure budgets are dependent on cash flows from such activities and are therefore sensitive to changes in energy prices. The level of activity and spending in the oil and gas industry are highly affected by factors such as volatility in demand for and supply of oil, fluctuations in current and future oil prices, the number, size and locations of oil fields, the demand for and supply of alternative fuels or energy supply, especially renewable sources of energy, the prices of alternative fuels or energy supply, changes in capital expenditure by companies operating in the offshore oil and gas industry and general economic, social and political conditions. Because almost all of the Shelf Drilling Group's revenue is driven by the development and workover activities of Shelf Drilling Group's customers, a future decline in the activity levels of the shallow water offshore oil industry could have a material adverse effect on Shelf Drilling Group's business, financial condition and results of operations.

1.2.2 The shallow water drilling industry is highly competitive and has historically been cyclical and subject to price competition.

The shallow-water drilling industry in which the Shelf Drilling Group operates is extremely competitive with numerous industry participants, and contracts have traditionally been awarded on a competitive bid basis. Price competition is frequently a major factor in determining a contract award. Customers may also consider unit availability and location, operational and safety performance records and rig age, condition and suitability of equipment. In addition, if the Shelf Drilling Group's competitors enter into joint venture agreements with some of the Shelf Drilling Group's largest customers, this could make it more difficult for the Shelf Drilling Group to obtain additional contracts from these customers. Competition for offshore rigs is typically global, as drilling rigs are mobile and may be moved from areas of low utilization and dayrates to areas of greater activity and corresponding higher dayrates. Costs connected with relocating drilling rigs for these purposes are sometimes substantial and can be borne by the contractor. The over-supply of marketable jack-up rigs, which can be increased by new rigs under construction or reactivation of stacked rigs, increases competition and can lead to lower dayrates. The inability to compete successfully with the Shelf Drilling Group's competitors could have a material adverse effect on Shelf Drilling Group's revenues, results of operations and cash flows.

Further, the shallow water drilling industry has historically been cyclical with periods of high demand, limited supply and high dayrates alternating with periods of low demand, excess supply and low dayrates. Periods of low demand and excess supply intensify competition in the industry and may result in the Shelf Drilling Group's drilling rigs being stacked or earning substantially lower dayrates for long periods of time. The Shelf Drilling Group has previously idled and stacked rigs in response to market conditions and may idle and stack additional rigs in the future, and such rigs may not return to service in the near term or at all. In addition, the Shelf Drilling Group has in the past and may in the future enter into lower dayrate drilling contracts in response to market conditions which reduces the revenues the Group earns from such contracts. Prolonged periods of low utilization and dayrates, as well as extended periods when rigs are stacked, could reduce demand for the Shelf Drilling Group's services and materially adversely affect the Shelf Drilling Group's revenues, financial condition, results of operations or cash flows.

1.2.3 Public health issues, including epidemics and pandemics such as COVID-19 have had and may continue to have significant adverse consequences including significantly reduced demand for the Shelf Drilling Group's services.

The existence of the novel coronavirus ("COVID-19") was confirmed in early 2020 and spread to countries worldwide, causing disruptions to businesses and economic activity globally. The collapse in the demand for oil caused by this unprecedented global health and economic crisis, coupled with oil oversupply, had a material adverse impact on the demand for the Shelf Drilling Group's

services. These effects included adverse effects on revenues and net income; disruptions to the Shelf Drilling Group's operations, including restrictions on crew change travel; customer shutdowns of oil and gas exploration, development, production, contract terminations, suspensions or renegotiations.

Additionally, these market and industry conditions placed significant pressure on the liquidity and solvency of many offshore drilling contractors, leading them to pursue restructuring transactions or reorganizations under bankruptcy laws. Such transactions could have a material impact on the capital structure and competitive dynamics among offshore drilling companies, which could negatively impact the Shelf Drilling Group's ability to compete in the industry.

The extent to which the Shelf Drilling Group's operating and financial results are affected by emerging or resurgent epidemic or pandemic diseases or viruses is dependent on various factors and consequences beyond the Shelf Drilling Group's control, such as the duration and scope of the health crisis and the related responses by businesses and governments, particularly within the geographic locations where the Shelf Drilling Group operates, as well as the speed and effectiveness of these responses, including the effectiveness and the timeliness of vaccinations and treatments. New versions of COVID-19, public health issues and the volatile global economic conditions stemming from such widespread health crisis, have aggravated and could continue to aggravate certain other risk factors affecting the Shelf Drilling Group's business.

1.2.4 The Russian invasion of Ukraine has affected, and may continue to affect, the oil and gas industry and, in turn, the Shelf Drilling Group's operations

Since Russia's invasion of Ukraine in the first quarter of 2022, the geopolitical situation in Eastern Europe has and is expected to continue to have a significant impact on the oil and gas market in particular due to sanctions related to Russia and the export of Russian oil and gas. During the first half of 2022, gas prices surged to an all-time high and oil prices climbed to 14-year highs, only below the peak in mid-2008, and the prices have since declined materially. Rapid swings in oil and gas prices increase the volatility in the energy sector. Additionally, the Russia-Ukraine conflict is generating further shortages of materials and parts used in oilfield equipment, with the consequence of deteriorating the delivery time of such equipment and parts, and potentially impacting the Shelf Drilling Group's operations. At the same time, sourcing of available quality products and equipment has become more challenging and, when available, such products and equipment have become more expensive to acquire, which has adversely impacted the Shelf Drilling Group's operating costs. The long-term effects of the supply chain disruptions resulting from the Russia-Ukraine conflict are unpredictable and could have a material adverse effect on the Shelf Drilling Group's revenues, financial condition, results of operations or cash flows.

1.3 Risks related to the business of the Shelf Drilling Group

1.3.1 The Shelf Drilling Group's future business performance depends on the Shelf Drilling Group's ability to renew contracts with existing customers and secure new contracts for the Shelf Drilling Group's fleet of rigs.

The Shelf Drilling Group's ability to secure contract renewals where the Shelf Drilling Group is the incumbent rig provider, and to win tenders for new contracts is affected by a number of factors both within and outside of the Shelf Drilling Group's control. Negotiations and tenders can be impacted by various factors including market conditions, rig specifications, safety record requirements, competition and governmental approvals required by customers. While the Shelf Drilling Group's preference is generally to renew contracts with its existing customers, if existing customers decide not to renew their contract, the Group must seek to secure a new customer contract for its rigs. There can be no assurance that the Shelf Drilling Group will be able to renew or extend existing contracts or secure new arrangements before the original contracts lapse.

If the Shelf Drilling Group is unable to renew contracts or the Shelf Drilling Group is not selected for new contracts, or if the contracts entered into are delayed, workflow may be interrupted and the Shelf Drilling Group's business, financial condition and results of operations and cash flows may be materially adversely affected.

Further, if the Shelf Drilling Group is unable to obtain necessary regulatory approvals for its rigs, contracts entered into may not be commenced timely or at all, as exemplified with the Shelf Drilling Barsk jack-up rig not receiving the Acknowledgment of Compliance from the Norwegian Ocean Industry in due time for its planned commencement of a contract.

As of 31 August 2024, the Shelf Drilling Group had 32 customer contracts, of which 12 customer contracts are scheduled to expire before 31 December 2025, 13 are scheduled to expire during 2026, and 7 contracts scheduled to expire at times subsequent to 31 December 2026. If the Shelf Drilling Group is unable to renew its customer contracts, it could lead to rigs being stacked and/or having to enter into a new contract at lower dayrates, shorter terms or in other geographical areas and could materially and adversely affect the Shelf Drilling Group's revenues, financial condition, results of operations and cash flows.

1.3.2 If customers reduce activity levels, terminate, suspend or seek to renegotiate contracts, or if market conditions dictate that the Group enters into contracts with unfavorable terms or increased risks, the Group may be materially adversely impacted.

During periods of unfavorable market conditions, including low oil and natural gas prices and over-supply of rigs, customers may seek to renegotiate, suspend or terminate their contracts. The Shelf Drilling Group is subject to an increased risk of its customers taking such actions. Certain of the Shelf Drilling Group's customers may have the right to suspend or terminate contracts without limitations. Additionally, certain contracts may contain clauses allowing for termination due to downtime or operational problems above the contractual limits, safety-related issues, if the drilling rig is not delivered to the customer within the specified time period or in other specified circumstances, which may include events beyond the Shelf Drilling Group's control. Some of these contracts may require the Group to pay penalties, which could be material. Certain of the Shelf Drilling Group's contracts provide for cancellation at the option of the customer upon payment of a penalty to the Shelf Drilling Group, which may not fully compensate the Shelf Drilling Group for the loss of the contract. Early termination of a contract may result in a drilling rig being idle for an extended period of time. Customers without favorable termination language may seek to renegotiate existing contracts, including for some of the termination reasons described above. During periods of unfavorable market conditions, a customer may no longer need a rig that is under contract or may be able to obtain a comparable rig at a lower dayrate. As a result, customers may seek to renegotiate the terms of their existing contracts to shorten the length of the contract or lower the dayrate or customers may seek to suspend, terminate or otherwise avoid their obligations under those contracts.

1.3.3 The Shelf Drilling Group's future contracted revenue, or contract backlog, for the Shelf Drilling Group's fleet of drilling rigs may not be ultimately realized

The contract backlog relating to the Shelf Drilling Group's rigs was approximately USD 2.1 billion as of 30 June 2024. The amount of contract backlog does not necessarily indicate future earnings, and the contract backlog may be adjusted up or down depending on various factors both within and outside of the Shelf Drilling Group's control. The contract drilling dayrate used in the calculation of contract backlog may be higher than the actual dayrate the Shelf Drilling Group ultimately receives. Actual dayrates earned may be lower than the standard operating dayrate and may consist of alternative dayrates such as a waiting-on-weather rate, repair rate, standby rate, force majeure rate or moving rate. The contract drilling dayrate may also be higher than the actual dayrate earned because of factors resulting in lost dayrate revenue, including scheduled or unscheduled rig downtime or suspension of operations. Additionally, renegotiation of dayrates or contracts that provide for periodic adjustments of contract dayrates, including those linked to oil or natural gas prices, may cause a difference in actual revenues as compared to contract backlog.

Early cancellation of existing contracts (for which the Shelf Drilling Group may not be entitled to compensation or notice), failure by customers to complete existing contracts, unscheduled downtime, or the unavailability of rigs and equipment to fulfil a contract may result in a lower than expected number of contract days. Any changes in the dayrate and number of days used to calculate contract backlog could result in materially lower revenues than indicated by the contract backlog.

1.3.4 If the Shelf Drilling Group or the Shelf Drilling Group's customers are unable to acquire or renew permits and approvals required for drilling operations, the Shelf Drilling Group may be forced to suspend or cease the Shelf Drilling Group's operations, which may adversely affect the Shelf Drilling Group's profitability.

Oil and natural gas exploration and production operations require numerous permits and approvals for the Shelf Drilling Group and the Shelf Drilling Group's customers from governmental agencies in the areas in which the Shelf Drilling Group operates. In addition, many governmental agencies have increased regulatory oversight and permit requirements in recent years. Obtaining and maintaining compliance with all necessary permits and approvals may require substantial expenditures and time. If the Shelf Drilling Group's customers are not able to obtain necessary permits and approvals in a timely manner, the Shelf Drilling Group's operations will be adversely affected. In addition, future changes to, or an adverse change in the interpretation of, existing permit and approval requirements may delay or curtail the Shelf Drilling Group's operations, require the Shelf Drilling Group to make substantial expenditures to meet compliance requirements, or create a risk of expensive delays or loss of value if a project is unable

to function as planned, any of which could have a material adverse impact on the Shelf Drilling Group's revenues, financial condition, results of operations and cash flows.

1.3.5 The Shelf Drilling Group relies on a relatively small number of customers for a substantial portion of future contracted revenue

The Shelf Drilling Group's customer base includes national oil companies ("**NOC**") and international oil companies ("**IOC**"), together with a small number of independent oil and gas companies. The Shelf Drilling Group's top three customers based on revenue accounted for 73% of contract backlog and 62% of revenues for the six months ended 30 June 2024. The Shelf Drilling Group's business, financial condition, results of operations and cash flows could be materially and adversely affected if any of these customers were to reduce its contractual commitments to the Shelf Drilling Group or suspend or withdraw its approval for the Shelf Drilling Group to provide services for them. The Shelf Drilling Group's growth is closely connected to the growth of its customers and the Shelf Drilling Group's results may be impacted if certain key customers were to significantly reduce their growth strategy. Furthermore, if any of the Shelf Drilling Group's major customers fails to compensate the Shelf Drilling Group for its services, terminates contracts, fails to renew existing contracts or refuses to enter into new contracts with the Shelf Drilling Group, or if a customer fails to perform due to liquidity, solvency or other reasons, and similar contracts with new customers are not forthcoming, the Shelf Drilling Group's business, financial condition, results of operations and cash flows would be materially and adversely affected.

1.3.6 The Shelf Drilling Group's purchase of existing jack-up rigs carries risks associated with the condition and quality of those rigs.

The Shelf Drilling Group has acquired, and may acquire in the future, existing jack-up rigs as a way of renewing and expanding the Shelf Drilling Group's fleet. Unlike newbuild rigs, existing rigs typically do not carry warranties with respect to their condition. While the Shelf Drilling Group generally inspects any existing rig prior to purchase, such an inspection would normally not provide the Shelf Drilling Group with as much knowledge of its condition as if the rig had been built for the Shelf Drilling Group and operated by the Shelf Drilling Group during its life. Repairs and maintenance costs for existing rigs are difficult to predict and may be more substantial than for rigs that the Shelf Drilling Group has operated for a significant period of time. In addition, the Shelf Drilling Group may not be able to obtain indemnification and warranties from the sellers for any rigs that the Shelf Drilling Group acquires. These costs could adversely affect the Shelf Drilling Group's results of operations and cash flows.

1.3.7 Acquisition of rigs and reactivation of stacked rigs, as well as upgrade, refurbishment and repair projects are subject to various risks.

As of the date of this Exempted Document, the Shelf Drilling Group's fleet consists of 35 rigs and could in the future further increase through the purchase, lease or construction of rigs. In addition, the Shelf Drilling Group may choose to reactivate rigs which may be stacked in the future. The Shelf Drilling Group incurs upgrade, refurbishment and repair expenditures for the Shelf Drilling Group's fleet from time to time, including when upgrades are required by industry standards and/or by law. Such expenditures are also necessary in response to requests by customers, inspections, regulatory or certifying authorities or when a rig is damaged. The Shelf Drilling Group also regularly makes certain upgrades or modifications to the Shelf Drilling Group's drilling rigs to meet customer or contract specific requirements. The construction or outfitting of purchased newbuild rigs or reactivation of stacked rigs and upgrade, refurbishment and repair projects are subject to project management execution risks of delay and cost overruns inherent in any large construction project from numerous factors.

Delay or failure to complete a newbuild, acquisition, reactivation, upgrade, refurbishment or repair project on time may result in the delay, renegotiation or cancellation of an existing contract and could put at risk the planned arrangements to commence operations on schedule. Further, significant delays could have a negative impact on the Shelf Drilling Group's reputation and customer relationships. The Shelf Drilling Group could also be exposed to contract termination or penalties for failure to complete the project and commence operations in a timely manner. In addition, rigs undergoing upgrade, refurbishment or repair generally do not earn a dayrate during the period they are out of service. Significant cost overruns or delays, loss of reputation, penalties, and failure to minimize lost dayrates could all have a material adverse effect on the Shelf Drilling Group's revenues, financial condition, results of operations and cash flows. Further, the Shelf Drilling Group has in the past, and may in the future, choose to acquire a newbuild or existing rig, lease a rig or reactivate a stacked rig speculatively, without first obtaining a customer contract. Absent a firm customer contract, the Shelf Drilling Group may not be able to secure arrangements for these rigs in a timely manner on economically acceptable terms, if at all. Failure to obtain a customer contract could result in the impairment of certain long-

lived assets or expensing of costs which would typically be deferred. Failure to contract such rigs on acceptable terms or in a timely manner could adversely affect the Shelf Drilling Group's business, financial position, results of operations and cash flows.

1.3.8 Climate change, the regulation of greenhouse gases and increasing development of renewable energy alternatives could have a negative impact on the Shelf Drilling Group's industry, business and/or reputation.

The scientific community has concluded that increasing concentrations of greenhouse gases in the Earth's atmosphere are producing climate changes that have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events. Such events could have a materially adverse effect on the Shelf Drilling Group's operations, especially given that the Shelf Drilling Group's rigs may need to curtail operations or suffer damage during significant weather events. Current and future regulations relating to greenhouse gases and climate change may also result in increased compliance costs or additional operating restrictions on the Shelf Drilling Group's business. The negative impacts of greenhouse gases and climate change have resulted in adverse publicity for the oil and natural gas industry and could cause damage to the Shelf Drilling Group's reputation. In addition, because the Shelf Drilling Group's business depends on the level of activity in the offshore oil and natural gas industry, existing or future regulations or other agreements related to greenhouse gases and climate change, including carbon taxes or greenhouse gas fees or incentives to conserve energy or use renewable energy alternatives, could decrease the demand for oil and natural gas or decrease exploration activity. Any of the factors discussed above could materially adversely affect the Shelf Drilling Group's business, reputation, financial condition, results of operations and cash flows.

1.3.9 There may be limits to the Shelf Drilling Group's ability to mobilize drilling rigs between geographic areas, and the duration, risks and associated costs of such mobilizations may be material to the Shelf Drilling Group's business.

The offshore drilling market is generally a global market as drilling rigs may be moved from one area to another. However, the ability to mobilize drilling rigs can be impacted by several factors including, but not limited to, governmental regulation and customs practices, the significant costs and risk of damage related to moving a drilling rig, availability of suitable tow vessels to move the rigs, weather conditions, political instability, civil unrest, military actions and the technical capability of the drilling rigs to relocate and operate in various environments. Additionally, while a jack-up rig is being mobilized from one geographic market to another, the Shelf Drilling Group may not be paid for the time that the jack-up rig is out of service or be reimbursed for costs attributable to such relocation. Further, despite the ability to move rigs, not all of the Shelf Drilling Group's rigs are designed to work in all regions, in all water depths or over all types of seafloor conditions. The Shelf Drilling Group may relocate a rig to another geographic market without a customer contract, which could result in costs that are not reimbursable by future customers, which could have a material adverse effect on the Shelf Drilling Group's revenues, financial condition, results of operations and cash flows.

1.3.10 Supplier capacity constraints or shortages in parts or equipment, supplier production disruptions, supplier quality and sourcing issues or price increases could increase the Shelf Drilling Group's operating costs, decrease revenues and adversely impact the Shelf Drilling Group's operations.

The Shelf Drilling Group's reliance on third-party suppliers, manufacturers and service providers to secure equipment used in drilling operations exposes the Shelf Drilling Group to volatility in the quality, price and availability of such items. Certain specialized parts and equipment used in the Shelf Drilling Group's operations may be available only from a single or small number of suppliers. A disruption in the deliveries from such third-party suppliers, capacity constraints, production disruptions, price increases, defects or quality-control issues, recalls or other decreased availability or servicing of parts and equipment could adversely affect the Shelf Drilling Group's ability to meet its commitments to customers, resulting in uncompensated downtime, reduced dayrates or the cancellation or termination of contracts and could adversely impact operations and increase costs. Any of these impacts could have a material adverse effect on the Shelf Drilling Group's revenues, results of operations and cash flows.

1.3.11 The Shelf Drilling Group's labor costs and the operating restrictions that apply to the Shelf Drilling Group could increase as a result of collective bargaining negotiations and changes in labor laws and regulations.

Some of the Shelf Drilling Group's employees in Nigeria and Norway are represented by unions and may, from time to time, work under collective bargaining agreements. Employees in other countries have in the past and may in the future be represented by labor unions. In addition, some of the Shelf Drilling Group's contracted labor works under collective bargaining agreements. As part of the legal obligations in some of these collective bargaining agreements, the Shelf Drilling Group is required to contribute certain amounts to retirement funds and is restricted in its ability to dismiss employees. In addition, where the Shelf Drilling Group's

employees are represented by unions, the Shelf Drilling Group may be required to negotiate wages with union representatives. Efforts may be made from time to time to unionize additional portions of the Shelf Drilling Group's workforce. Negotiations with unions relating to collective bargaining agreements and other labor related matters could result in higher personnel costs, other increased costs or increased operating restrictions, or even labor stoppages, strikes or slowdowns. Labor cost changes due to unions and collective bargaining agreements and the costs of complying with labor laws and regulations could have a material adverse effect on the Company's financial condition, results of operations and cash flows.

1.3.12 The Shelf Drilling Group's business involves numerous operating hazards, and the insurance and contractual indemnity rights may not be adequate to cover any losses resulting from accidents and other events and the Shelf Drilling Group's insurance may become more expensive or may become unavailable in the future.

The Shelf Drilling Group's operations are subject to the hazards inherent in the drilling, completion and operation of oil and natural gas wells. These hazards include, but are not limited to blowouts, punch through, loss of control of the well, abnormal drilling conditions, mechanical or technological failures, seabed cratering, fires and pollution and failure of the Shelf Drilling Group's employees to comply with internal HSE guidelines. Operations may be suspended because of machinery breakdowns, abnormal operating conditions, failure of subcontractors to perform and personnel shortages.

In addition, the Shelf Drilling Group's operations are subject to perils peculiar to marine operations including capsizing, grounding, collision, sinking and loss or damage from severe weather, including monsoons. Severe weather could have a material adverse effect on the Shelf Drilling Group's operations, damaging rigs from high winds, turbulent seas, or unstable sea bottom conditions. Damage to the environment could result from the Shelf Drilling Group's operations, particularly through blowouts, oil spillage or extensive uncontrolled fires.

The occurrence of any of these events may result in the suspension of operations, loss of dayrate revenues, lower utilization rates, severe damage or destruction of property and equipment, injury or death to personnel, environmental damage, increased insurance costs, fines or penalties, personal injury and other claims by personnel, and claims or investigations by the operator, regulatory bodies and others affected by such events. The Shelf Drilling Group may also be subject to fines or penalties (for which indemnification may not be available) resulting from property, environmental, natural resources and other damage claims by governments, environmental organizations, oil and natural gas companies and other businesses operating offshore and in coastal areas, including claims by individuals living in or around coastal areas. Damage or destruction of the Shelf Drilling Group's property and equipment could potentially cause the Shelf Drilling Group to curtail operations for significant periods of time while repairs are completed. Any of which could have a material adverse impact on the Shelf Drilling Group's revenues, financial condition, results of operations and cash flows.

As is customary in the offshore drilling industry, the Shelf Drilling Group has undertaken to mitigate the risks of the Shelf Drilling Group's operations through insurance and contractual indemnities from the Shelf Drilling Group's customers. However, insurance policies have limits and exclusions and may not provide full coverage, and most of the Shelf Drilling Group's customer contracts do not fully indemnify the Shelf Drilling Group from all losses or liabilities resulting from the Shelf Drilling Group's operations. If a significant accident or other event occurs, including but not limited to severe weather, terrorist acts, war, civil disturbances, pollution or environmental damage, that results in a loss which is not fully covered by insurance or a recoverable indemnity from a customer, it could adversely affect the Shelf Drilling Group's business, financial condition, results of operations and cash flows.

1.3.13 The Shelf Drilling Group's international operations in the shallow water drilling sector involve additional risks, which could adversely affect the Shelf Drilling Group's business.

The Shelf Drilling Group operates in various regions throughout the world and as a result the Shelf Drilling Group may be exposed to political and other uncertainties, including risks of corruption, terrorist acts, armed hostilities, geopolitical events, military actions, war and civil disturbances, including in the Middle East. Some governments favor or effectively require (i) the awarding of drilling contracts to local contractors or to rig owners that are majority-owned by their own citizens, (ii) the use of a local agent or (iii) foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Furthermore, the Shelf Drilling Group's business operations require authorizations from various national and local government agencies. Obtaining these authorizations can be a complex, time-consuming process, and the Shelf Drilling Group cannot guarantee that the Shelf Drilling Group will be able to obtain or renew the authorizations required to operate the Shelf Drilling Group's business in a timely manner

or at all. This could result in the suspension or termination of operations or the imposition of material fines, penalties or other liabilities. These factors may adversely affect the Shelf Drilling Group's ability to compete in those regions. The Shelf Drilling Group is unable to predict future governmental regulations which could adversely affect the international drilling industry. The actions of governments may adversely affect the Shelf Drilling Group's ability to compete effectively. As such, the Shelf Drilling Group may be unable to effectively comply with applicable laws and regulations, including those relating to sanctions and import/export restrictions, which may result in a material adverse effect on the Shelf Drilling Group's business, financial condition, results of operations and cash flows.

1.3.14 The imposition by customers and/or governments in certain countries related to minimum local content, or local content programs or quotas may subject the Shelf Drilling Group to additional requirements and risks.

In Saudi Arabia, Saudi Aramco's In-Kingdom Total Value Add program sets goals for suppliers to meet, among other things, specified national content percentage targets. In the UAE, the implementation of the In-Country Value program in Abu Dhabi is also expected to increase local content requirements for all companies contracting with ADNOC. Compliance with these, or other similar existing or future programs, could increase the cost of doing business in such jurisdictions or could subject the Shelf Drilling Group to fines and penalties or loss of contracts, which could materially adversely affect the Shelf Drilling Group's revenues, financial condition, results of operations and cash flows.

Several countries in which the Shelf Drilling Group operates require foreign entities to comply with certain laws and regulations concerning minimum local content requirements. As a result, the Shelf Drilling Group may be required to enter into legally binding arrangements with local entities in those jurisdictions in order to conduct operations. In Indonesia, Malaysia, India, Nigeria and Angola, the Shelf Drilling Group maintains a series of contractual and legal agreements with local partners and/or agents which are an integral part of the successful operation of the Shelf Drilling Group's business in these markets. In the future, the Group may enter into similar arrangements in other countries, either due to changing laws or regulations or due to operational requirements in additional markets. If the Group was to lose the support of these local participants and was unable to find suitable replacements, local regulators may curtail or terminate the Shelf Drilling Group's operations in those jurisdictions. In addition, the success of these local relationships depends on the reputation, creditworthiness, stability and continuity of the local partners and/or agents that the Shelf Drilling Group works with. If any of these local partners and/or agents were to become subject to bankruptcy/insolvency proceedings or other adverse regulatory or judicial proceedings, or lose the ability to carry out operations for any other reason, then the Shelf Drilling Group's business, financial condition, results of operations and cash flows could be materially and adversely impacted.

1.3.15 The duration of Shelf Drilling contracts may subject the Company to certain additional risks and Shelf Drilling may enter into short-term (one year or less) drilling contracts, which may reduce Shelf Drilling's profitability.

Shelf Drilling contracts with Shelf Drilling customers contain negotiated terms, including dayrates, which are determined at the time when contracts are negotiated. In periods of rising demand for shallow water rigs, customers with reasonably definite drilling programs would typically prefer long-term contracts to maintain dayrates at a consistent level. Conversely, in periods of decreasing demand for shallow water rigs, customers generally would prefer well-to-well or other short-term contracts that would allow the customer to benefit from the decreasing dayrates.

Many drilling contracts are short-term, and oil and natural gas companies tend to reduce activity levels quickly in response to declining oil and natural gas prices and may be unwilling to commit to long-term contracts during such periods. As a result, during commodity price downcycles, Shelf Drilling may enter into short term drilling contracts.

Short-term contracts provide Shelf Drilling with additional exposure to changing dayrates, as subsequent contracts will likely be negotiated at new prevailing dayrates and do not provide long-term revenues stability. Long-term contracts limit Shelf Drilling's ability to benefit from rising dayrates while limiting Shelf Drilling's risk to falling dayrates but provide for a longer-term source of revenues. However, revenues from long-term contracts are not guaranteed. Shelf Drilling may not be able to renew long-term contracts that preserve dayrates and utilization, or Shelf Drilling customers may seek to renegotiate lower dayrates under their existing long-term contracts with Shelf Drilling. In addition, Shelf Drilling customers may seek early cancellation of existing contracts, which could expose Shelf Drilling to falling dayrates. Unfavorable changes in dayrates or failure to obtain new contracts

or renew existing contracts could have a material adverse effect on Shelf Drilling revenues, financial condition, results of operations and cash flows.

Generally, short-term contracts can be less profitable as Shelf Drilling bears the fixed costs related to contract preparation and rig movements in relation to a shorter contract period, while under long-term contracts, such costs relate to a longer period. Contract preparation expenses vary based on the scope and length of contract preparation required. Additionally, if Shelf Drilling rigs incur idle time between contracts, Shelf Drilling typically does not remove personnel from those rigs because Shelf Drilling utilizes the crew to prepare the rig for its next contract. Moreover, as Shelf Drilling rigs are mobilized from one geographic location to another, the labor and other operating and maintenance costs can vary significantly and Shelf Drilling is not typically compensated for those costs pursuant to Shelf Drilling contracts. Shorter drilling contracts may not provide the stability of revenues that Shelf Drilling would otherwise receive with long-term drilling contracts and may result in significant additional costs, which would reduce Shelf Drilling profitability and may adversely affect Shelf Drilling's financial condition, results of operations and cash flows and Shelf Drilling's ability to service their indebtedness, including the Consideration Shares.

The oil and natural gas market can also affect Shelf Drilling's costs and the timing and amount of payments earned from contracted dayrates may differ from actual changes in costs. Shelf Drilling's costs tend to increase as the business environment for Shelf Drilling services improves and demand for oilfield equipment and skilled labor increases. During times of reduced activity, reductions in costs may not be immediate as portions of the crew may be required to prepare Shelf Drilling rigs for stacking, after which time the crew members are assigned to active rigs or dismissed. In general, labor costs increase primarily due to higher compensation levels and inflation and these costs can also be affected by exchange rate fluctuations. Equipment maintenance expenses fluctuate depending upon the type of activity the rig is performing and the age and condition of the equipment.

Any increases in costs associated with Shelf Drilling's contracts could have a material adverse effect on Shelf Drilling's financial condition, results of operations and cash flows.

1.3.16 *Shelf Drilling's long-term (greater than one year) contracts are subject to the risk of cost increases and termination, which could adversely impact Shelf Drilling's profitability.*

In periods of rising demand for shallow water rigs, a drilling contractor generally would prefer to enter into well-to-well or other short-term contracts less than one year in duration that would allow the contractor to profit from increasing dayrates, while customers with reasonably definite drilling programs would typically prefer long-term contracts to maintain dayrates at a consistent level. Conversely, in periods of decreasing demand for shallow water rigs, a drilling contractor generally may prefer to enter long-term contracts to preserve dayrates and utilization, while customers generally would prefer well-to-well or other short-term contracts that would allow the customer to benefit from the decreasing dayrates. Shelf Drilling may not be able to renew long-term contracts that preserve dayrates and utilization, or Shelf Drilling customers may seek to renegotiate lower dayrates under their existing long-term contracts with the Company.

In general, the Company costs increase as the business environment for drilling services improves and demand for oilfield equipment and skilled labor increases. The timing and amount of payments earned from contracted dayrates may differ from the actual increase in costs. Additionally, if the Company rigs incur idle time between contracts, Shelf Drilling typically does not remove personnel from those rigs because Shelf Drilling utilizes the crew to prepare the rig for its next contract. During times of reduced activity, reductions in costs may not be immediate as portions of the crew may be required to prepare the Company rigs for stacking, after which time the crew members are assigned to active rigs or dismissed. Moreover, as Shelf Drilling rigs are mobilized from one geographic location to another, the labor and other operating and maintenance costs can vary significantly. In general, labor costs increase primarily due to higher compensation levels, inflation and exchange rate fluctuations. Equipment maintenance expenses fluctuate depending upon the type of activity the rig is performing and the age and condition of the equipment. Contract preparation expenses vary based on the scope and length of contract preparation required. Any increases in costs associated with Shelf Drilling's long-term contracts could have a material adverse effect on Shelf Drilling's financial condition, results of operations and cash flows and Shelf Drilling's ability to service their indebtedness, including the Consideration Shares.

Shelf Drilling has entered, and may in the future enter, into long-term contracts that allow customers to terminate those contracts without cause, with limited prior notice and without penalty or early termination payments. Shelf Drilling has experienced

termination without cause under some of Shelf Drilling's long-term contracts in the past. In addition, under Shelf Drilling's existing long-term contracts and those that we may enter into in the future, could require us to pay penalties, which could be material, if such contracts are terminated due to downtime, operational problems or failure to deliver. In addition, certain of Shelf Drilling existing contracts provide for, and the Company may enter into contracts in the future that provide for, cancellation at the option of the customer upon payment of a penalty, which may not fully compensate Shelf Drilling for the loss of the contract. Early termination of a contract may result in a drilling rig being idle for an extended period of time. The likelihood that a customer may seek to terminate a contract is increased during periods of market weakness. Any such termination of Shelf Drilling long-term contracts could have a material adverse effect on the Company business, results of operations or cash flows and Shelf Drilling's ability to service their indebtedness, including the Consideration Shares.

1.3.17 *Shelf Drilling may not be able to keep pace with technological developments and make adequate capital expenditures in response to newer and/or higher specification rigs or more fuel efficient/low-emission rigs being deployed within the industry and therefore Shelf Drilling's fleet may not satisfy the requirements of some customers.*

The market for Shelf Drilling services is characterized by technological developments which result in improvements in the functionality and performance of rigs and equipment. Customers may require higher specification rigs, other classes of rigs with different capabilities or the ability to operate in different environments, such as different water depths or geological conditions. Customers may demand the services of newer rigs, and may in the future impose restrictions on the maximum age of contracted rigs. Additionally, in response to climate change, more fuel efficient or low-emission rigs may be introduced or may become standard in the industry or customers may institute stricter requirements such as specifications for rig design, emissions output or chemical usage. Customer demands for newer, higher specification rigs might also result in a bifurcation of the market, with newer rigs operating at higher overall utilization rates and dayrates.

Shelf Drilling's future success and profitability will depend, in part, upon the Company's ability to keep pace with these and other technological developments and customer requirements. As the average age of Shelf Drilling rigs is approximately 31 years, we may be required to increase capital expenditure to maintain and improve existing rigs and equipment, retire obsolete or outdated equipment earlier than previously anticipated and/or purchase and construct newer, higher specification drilling rigs to meet the increasingly sophisticated needs of customers. Some customers may also have drilling needs, such as deeper water operations, that we cannot accommodate with the Company's fleet.

To the extent that Shelf Drilling is unable to negotiate agreements for customer reimbursement for the cost of increasing the specification of the Company drilling rigs, Shelf Drilling could be incurring higher capital expenditures than planned. If, in response to technological developments or changes in standards in the industry, the Company is not successful in acquiring new equipment or upgrading existing equipment in a timely and cost-effective manner, Shelf Drilling could lose business and profits. In addition, current competitors or new market entrants may have jack-up rigs that are newer and/or have higher specifications than Shelf Drilling's jack-up rigs and/or may develop new technologies, services or standards that could render some of the Company's services or equipment obsolete, which could materially adversely affect Shelf Drilling revenues, financial condition, results of operations and cash flows.

1.4 Risks related to financial matters

1.4.1 *The Shelf Drilling Group's existing indebtedness imposes significant operating and/or financial restrictions that may prevent the Shelf Drilling Group from pursuing certain business opportunities and restrict the Shelf Drilling Group's ability to operate the Shelf Drilling Group's business.*

The level of the Shelf Drilling Group's indebtedness and the terms of the agreements governing the Shelf Drilling Group's existing and future indebtedness may contain covenants that restrict the Shelf Drilling Group's ability to take various actions. The Shelf Drilling Group's ability to comply with these covenants may be affected by many factors, both within and beyond the Shelf Drilling Group's control, including but not limited to the Shelf Drilling Group's future performance, falling oil and natural gas prices, prolonged periods of low dayrates, the possible termination or loss of contracts and reduced values of the Shelf Drilling Group's rigs. The Shelf Drilling Group may not satisfy these or other covenants in the Shelf Drilling Group's existing and future indebtedness. The Shelf Drilling Group's failure to comply with the obligations under the agreements governing the Shelf Drilling Group's existing and future indebtedness could result in an event of default under such agreements, which could result in the acceleration of the Shelf Drilling Group's indebtedness, in whole or in part. In addition, the Company's existing debt agreements contain, and the Shelf

Drilling Group's future debt agreement may contain, cross-default provisions whereby acceleration or payment default by the Shelf Drilling Group under one of the Shelf Drilling Group's debt agreements, could allow creditors to declare the Company or the relevant debtor under such debt agreement in default of the Shelf Drilling Group's other existing debt or financing agreements. This could lead to an acceleration and enforcement of such agreements by all or substantially all of the Shelf Drilling Group's creditors. These debt covenants and restrictions could also limit the Shelf Drilling Group's ability to plan for, or react to, market conditions, meet capital needs, make distributions or otherwise restrict the Shelf Drilling Group's activities or business plans and adversely affect the Shelf Drilling Group's ability to finance the Shelf Drilling Group's operations, enter into acquisitions or to engage in other business activities that would be in the Shelf Drilling Group's interest.

1.4.2 The Shelf Drilling Group is dependent upon cash flows from the Shelf Drilling Group's operating subsidiaries to meet the Shelf Drilling Group's obligations, including repayment of the Shelf Drilling Group's debt.

The Shelf Drilling Group conducts operations through, and most of the Shelf Drilling Group's assets are owned by, the Shelf Drilling Group's operating subsidiaries. The Shelf Drilling Group's operating income and cash flows are generated by these subsidiaries, and as a result, the cash generated from the Shelf Drilling Group's subsidiaries is the principal source of funds necessary to meet the Shelf Drilling Group's obligations, including the Shelf Drilling Group's debt obligations. Contract provisions or laws, as well as the Shelf Drilling Group's subsidiaries' financial condition, operating requirements and debt requirements may limit the Shelf Drilling Group's ability to access cash from subsidiaries needed to pay expenses or to meet the Shelf Drilling Group's current or future debt service obligations. Applicable tax laws may also subject such payments by subsidiaries to further taxation.

1.4.3 Fluctuations in exchange rates and non-convertibility of currencies could result in losses to the Group.

The Shelf Drilling Group may experience realized currency exchange losses when cash is received or expenses are paid in currencies other than the Shelf Drilling Group's U.S. dollar functional currency, when the Shelf Drilling Group does not hedge the Shelf Drilling Group's exposure to such foreign currency or when the result of a hedge is a loss. The Shelf Drilling Group may also incur losses as a result of an inability to collect revenues due to a shortage of convertible currency available to the country of operation, controls over currency exchange or controls over the repatriation of income or capital.

1.4.4 Shelf Drilling is exposed to the credit risks of the Company's key customers and certain other third parties.

Shelf Drilling is subject to risks of loss resulting from nonpayment or nonperformance by third parties. Although the Company monitors and manages credit risks, some of Shelf Drilling's customers and other parties may be highly leveraged and subject to their own operating and regulatory risks. During more challenging market environments, Shelf Drilling is subject to an increased risk of customers seeking to repudiate contracts. Shelf Drilling's customers' ability to meet their contractual obligations may also be adversely affected by restricted credit markets and economic downturns. As of 30 June, 2024, our allowance for credit losses was USD 5.9 million. If one or several key customers or other parties were to default on their obligations to the Company, Shelf Drilling's business, financial condition, results of operations, cash flows and ability to service the Company's indebtedness, including the Consideration Shares, could be adversely affected.

1.4.5 An overall rise in interest rates could increase the Company's financing costs, and could make the construction and development of new projects more expensive, thereby negatively affecting Shelf Drilling business, results of operations, or financial condition.

Shelf Drilling finances its business activities with the Company's own and borrowed capital. In response to increased levels of inflation in major economies around the world, central banks, such as the European Central Bank, the U.S. Federal Reserve and the Bank of England, raised interest rates sharply.

Continued increase in interest rates or high interest rates over a long period could affect the Company's ability to finance the development of new projects by debt capital and the general ability to refinance debt that becomes due. In particular, to the extent Shelf Drilling use external debt financing at partially variable interest rates or when refinancing existing fixed rate indebtedness, an increase in interest rates would directly result in higher financing costs for Shelf Drilling, including through higher costs for funding capital expenditure requirements, requiring further cash outflow for Shelf Drilling business. To control the Company's interest rate risk, Shelf Drilling may enter into hedging contracts in respect of a portion of the Company's interest rate exposure. However, if any counterparty to these hedging contracts is unable to meet its obligations or if Shelf Drilling hedging procedures turn out to be ineffective for other reasons, the interest expenses incurred by Shelf Drilling could be higher than expected. An

overall rise in interest rates could therefore have a material adverse effect on Shelf Drilling business, financial condition, or results of operations and our ability to service our indebtedness, including the Consideration Shares.

1.5 Risks related to laws and regulations

1.5.1 If any part of the Shelf Drilling Group's business is moved outside of its current operative jurisdiction the Shelf Drilling Group's overall tax exposure may change, which may affect the Shelf Drilling Group's alleged compliance with applicable tax laws.

Shelf Drilling is incorporated in the Cayman Islands and operates through the Shelf Drilling Group's many subsidiaries in various countries throughout the world. The Shelf Drilling Group's consolidated effective tax rate is dependent on where profits are earned and taxed or losses are generated, as different countries have different tax systems and statutory tax rates. Different jurisdictions also have different tax laws and interpretations thereof. If the Shelf Drilling Group moves some of its operations into a new jurisdiction or acquire companies in jurisdictions in which the Shelf Drilling Group does not already operate, the Shelf Drilling Group's overall effective tax rate may be affected. Further, the Shelf Drilling Group may also become exposed to changes in tax policies and amendments to tax legislation, prospectively and/or retroactively, in such jurisdictions. There can be no assurance that the relevant tax authorities in the jurisdictions in which the Shelf Drilling Group operates will agree with the Shelf Drilling Group's tax calculations and judgements. If a relevant tax authority disputes the Shelf Drilling Group's assumptions, judgements or calculations, the Shelf Drilling Group may incur additional tax expense, interest and penalties. Any changes in the Shelf Drilling Group's tax exposure may affect the Shelf Drilling Group's alleged compliance with applicable tax law, and any non-compliance could have a material adverse impact on the Shelf Drilling Group's financial condition, results of operations and cash flows.

1.5.2 The Shelf Drilling Group is subject to complex laws and regulations, including environmental laws and regulations that can adversely affect the cost, manner or feasibility of doing business.

The Shelf Drilling Group's operations are subject to numerous stringent HSE laws and regulations in the form of international conventions and treaties, national, state and local laws and regulations in force in the jurisdictions in which the Shelf Drilling Group's drilling rigs operate or are registered, which can, directly or indirectly, significantly affect the ownership and operation of the rigs. These requirements include, but are not limited to, the International Convention for the Prevention of Pollution from Ships of 1973, as amended ("**MARPOL**"), the International Convention on Civil Liability for Oil Pollution Damage of 1969, as amended ("**CLC**"), and the International Convention on Civil Liability for Bunker Oil Pollution Damage of 2001, as amended ("**BUNKER**") and various international, national and local laws and regulations that impose compliance obligations and liability related to the use, storage, treatment, disposal and release of petroleum products, asbestos, polychlorinated biphenyls and other hazardous substances that may be present at, or released or emitted from, the Shelf Drilling Group's operations. Furthermore, the United Nations' International Maritime Organization ("**IMO**") at the international level, or national or regional legislatures in the jurisdictions in which the Shelf Drilling Group operates, including the EU, may pass or promulgate new environmental laws or regulations. Compliance with such laws, regulations and standards, where applicable, may require installation of costly equipment or operational changes and may affect the resale value or useful life of the Shelf Drilling Group's rigs. The Shelf Drilling Group is required to obtain HSE permits from governmental authorities for the Shelf Drilling Group's operations, and the Shelf Drilling Group may have difficulty in obtaining or maintaining such permits. Laws and regulations protecting the environment have generally become more stringent over time. In the event the Shelf Drilling Group was to incur additional costs to comply with existing or future laws or regulatory obligations, these costs could have a material adverse effect on the Shelf Drilling Group's business, financial condition, results of operations and cash flows. In addition, existing or future laws could increase costs for the Shelf Drilling Group's customers, the Shelf Drilling Group's vendors or the Shelf Drilling Group's service providers, which could result in lower demand for the Shelf Drilling Group's services, lower dayrates, or increasing costs. A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of operations. Environmental laws often impose strict liability, which could subject the Shelf Drilling Group to liability without regard to negligence or fault. The Shelf Drilling Group's operations could cause the accidental release of oil or hazardous substances. Any releases may be large in quantity, above the permitted limits or occur in protected or sensitive areas where public interest groups or governmental authorities have special interests. Any releases of oil or hazardous substances could result in substantial fines and other costs and liabilities, such as costs to upgrade rigs, clean up the releases and comply with more stringent requirements in the Shelf Drilling Group's discharge permits, claims for natural resources, personal injury or other damages, and material adverse publicity. Although the Shelf Drilling Group's contracts generally provide for indemnification from the Shelf Drilling Group's customers for some of these costs, the inability or other failure of the Shelf Drilling Group's customers to fulfil any indemnification

obligations they have, or the unenforceability of the Shelf Drilling Group's contractual protections could have a material adverse effect on the Shelf Drilling Group's financial condition, results of operation and cash flows. Moreover, these releases may result in customers or governmental authorities suspending or terminating the Shelf Drilling Group's operations in the affected area. If a major incident were to occur in the Shelf Drilling Group's industry, such as a catastrophic oil spill or other accident subject to international media attention, this could lead to an industry-wide regulatory response which may result in increased operating costs. Any changes to existing laws in the jurisdictions in which the Shelf Drilling Group operates prompted by such a future event could increase the Shelf Drilling Group's operating costs and future risk of liability. In addition, the Shelf Drilling Group may be required to post additional surety bonds to secure performance, tax, customs and other obligations relating to the Shelf Drilling Group's rigs in jurisdictions where bonding requirements are already in effect and in other jurisdictions where the Shelf Drilling Group may operate in the future. These requirements would increase the cost of operating in these countries. Any of the above could materially adversely affect the Shelf Drilling Group's business, reputation, financial condition, results of operations and cash flows.

1.6 Risks Related to the Company's Structure and Ownership of the Company's Common Stock

1.6.1 Certain of the Company's shareholders own a significant proportion of the Shelf Drilling Common Shares, and their interests may conflict with those of the Company or other shareholders.

The Company's largest shareholders as of 30 June 2024 include affiliates of Castle Harlan, Inc. ("**Castle Harlan**") and China Merchants Industry Holdings Company Limited ("**China Merchants**"). These shareholders beneficially hold, collectively, 21.9% of the Shelf Drilling Common Shares. The Company's Articles contain certain preferential governance rights for Castle Harlan, including the right to appoint and remove directors, subject to certain ownership thresholds being met. Additionally, as of 30 June 2024, China Merchants was the Company's largest shareholder and has representation on the Board of Directors. Accordingly, Castle Harlan and China Merchants can exercise significant influence over the Company's affairs. If circumstances arise where the interests of Castle Harlan or China Merchants conflict with the interests of other shareholders, the other shareholders could be disadvantaged by the ability of these large shareholders to influence actions contrary to the other shareholders' interests. Specifically, the level of voting influence of Castle Harlan and China Merchants may impact other shareholders' ability as minority shareholders to have an influence on the result of special resolutions which shall be required for certain types of transactions, such as the increase or reduction of the Company's share capital, certain share transactions or the approval for a merger, or that involve an actual or potential change of control, including transactions in which shareholders might receive a premium for their Shelf Drilling Common Shares over prevailing market prices.

1.6.2 Shareholder rights and responsibilities will be governed by Cayman Islands law and will differ in some respects from the rights and responsibilities of shareholders under other jurisdictions, including Norway and the U.S.

The Company's corporate affairs are governed by the Company's Articles of Association (the "**Articles**") and by the laws governing companies incorporated in the Cayman Islands. The rights of the Company's shareholders and the responsibilities of members of the Board of Directors under Cayman Islands law may not be as clearly established as under the laws of other jurisdictions. In addition, the rights of shareholders as they relate to, for example, the exercise of shareholder rights, are governed by Cayman Islands law and the Company's Articles and differ from the rights of shareholders under other jurisdictions, including Norway and the U.S. The holders of the Shelf Drilling Common Shares may have more difficulty in protecting their interests in the face of actions by the Board of Directors than if the Company was incorporated in the U.S. or Norway. Additionally, it could be difficult for a common shareholder to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in jurisdictions other than the Cayman Islands.

1.6.3 Exchange rate fluctuations could adversely affect the value of the Shelf Drilling Common Shares and dividends paid on the Shelf Drilling Common Shares, if any, for an investor whose principal currency is not U.S. dollars.

The Shelf Drilling Common Shares are priced and traded in Norwegian Krone ("**NOK**") on the Oslo Stock Exchange. Dividends declared by the Company's Board of Directors, if any, would likely be denominated in the Company's functional currency of U.S. dollars, and would be paid to the common shareholders through DNB Bank ASA ("**DNB**"), being the Company's VPS registrar (the "**VPS Registrar**"). Such payments would be transacted in the bank account currency of the relevant common shareholder's account, as previously provided to the VPS Registrar. Common shareholders registered in the VPS who have not supplied their bank account details would not receive dividend payments unless and until they register their bank account details for their VPS account and

inform the VPS Registrar. The exchange rate(s) applied when transacting payments of dividends to the relevant common shareholder's currency would be the VPS Registrar's exchange rate on the payment date. Exchange rate movements of U.S. dollars would therefore affect the value of these dividends and distributions for investors whose account currency is not U.S. dollars. Further, the market value of the Shelf Drilling Common Shares as expressed in foreign currencies will fluctuate in part as a result of foreign exchange rate fluctuations. This could affect the value of the Shelf Drilling Common Shares and of any dividends paid on the Shelf Drilling Common Shares for an investor whose principal currency is not U.S. dollars.

2 RESPONSIBILITY STATEMENT

This Exempted Document has been prepared by Shelf Drilling, Ltd. in connection with the listing of the Shelf Drilling Common Shares to be issued in connection with the Merger.

The board of directors of Shelf Drilling, Ltd. accepts responsibility for the information contained in this Exempted Document. The members of the board of directors of Shelf Drilling, Ltd. confirm that to the best of their knowledge, the information contained in this Exempted Document is in accordance with the facts and that the Exempted Document makes no omission likely to affect its import.

8 October 2024

The Board of Directors of Shelf Drilling, Ltd.

David Mullen
Chairman

Ernie Danner
Director

John K. Castle
Director

David B. Pittaway
Director

Benjamin Sebel
Director

Usama Trabulsi
Director

David Williams
Director

Xianzhi Mei
Director

3 GENERAL INFORMATION

3.1 Cautionary note regarding Forward-looking Statements

This Exempted Document includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "should", "projects", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements as a general matter are all statements other than statements as to historic facts or present facts and circumstances. They appear in a number of places throughout this Exempted Document, and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, financial strength and position, operating results, liquidity, prospects, growth, the implementation of strategic initiatives, as well as other statements relating to the Company's future business development and financial performance, and the industry in which the Company operate, such as but not limited to the Company's expansion in existing and entry into new markets in the future.

Prospective investors in the Shelf Drilling Common Shares and shareholders are cautioned that forward-looking statements are not guarantees of future performance and that the Combined Company's actual financial position, operating results and liquidity, and the development of the industry and potential market in which The Combined Company may operate in the future, may differ materially from those made in, or suggested by, the forward-looking statements contained in this Exempted Document. The Company cannot guarantee that the intentions, beliefs or current expectations upon which forward-looking statements are based will occur.

By their nature, forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. Should one or more of these risks and uncertainties materialize, or should any underlying assumption prove to be incorrect, the Combined Company's business, actual financial condition, cash flows or results of operations could differ materially from that described herein as anticipated, believed, estimated or expected.

The risks that are currently known to the Company and which could affect the Combined Company's future results and could cause results to differ materially from those expressed in the forward-looking statements are disclosed in Section 1 ("Risk factors").

The information contained in this Exempted Document identifies additional factors that could affect the Combined Company's financial position, operating results, cash flows, liquidity and performance. Prospective investors in the Shelf Drilling Common Shares and shareholders are urged to read all sections of this Exempted Document for a more complete discussion of the factors that could affect the Combined Company's future performance and the industry in which the Combined Company operate when considering an investment in the Shelf Drilling Common Shares.

These forward-looking statements speak only as at the date on which they are made. The Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Combined Company or to persons acting on the behalf of the Company are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Exempted Document.

3.2 Financial information

3.2.1 Presentation of financial information

The EU Prospectus Regulation allows the Company to incorporate by reference information in this Exempted Document that has been previously filed with the Oslo Stock Exchange. The following financial information has been incorporated as part of this Exempted Document. (See Section 7.1 "Incorporation by reference".)

The following financial information has been incorporated by reference as part of this Exempted Document:

- Audited consolidated historical financial statements for Shelf Drilling as of and for the year ended 31 December 2023 (the "**Shelf Drilling Annual Financial Statements**") prepared in accordance with generally accepted accounting principles in the United States of America ("**U.S. GAAP**"), including the audit report in respect of the Shelf Drilling Annual Financial Statements;
- Unaudited consolidated historical financial statements for Shelf Drilling as of and for the six months period ended 30 June 2024 (the "**Shelf Drilling Interim Financial Statements**") prepared in accordance with U.S. GAAP.
- Audited consolidated historical financial statements for Shelf Drilling North Sea as of and for the year ended 31 December 2023 (the "**Shelf Drilling North Sea Annual Financial Statements**") prepared in accordance with U.S. GAAP, including the audit report in respect of the Shelf Drilling North Sea Annual Financial Statements;
- Unaudited consolidated historical financial statements for Shelf Drilling North Sea as of and for the six months period ended 30 June 2024 (the "**Shelf Drilling North Sea Interim Financial Statements**") prepared in accordance with U.S. GAAP.

This Exempted Document is to be read in conjunction with these documents.

3.3 Industry and market data

The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Exempted Document that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

The Company cautions prospective investors not to place undue reliance on the above mentioned data. Unless otherwise indicated in the Exempted Document, any statements regarding competitive position are based on the Company's own assessment and knowledge of the market in which they operate.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Exempted Document (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Company's or the Combined Company's future performance and the future performance of the industry in which they operate. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 1 ("Risk factors") and elsewhere in this Exempted Document.

4 THE MERGER

4.1 Introduction and description of the Merger

On 15 September 2024, Shelf Drilling, Shelf Drilling North Sea and Merger Sub, entered into the Merger Plan, pursuant to which Merger Sub will merge with and into Shelf Drilling North Sea, with Shelf Drilling North Sea surviving the Merger as a wholly owned subsidiary of Shelf Drilling. As consideration for each common share of Shelf Drilling North Sea being cancelled in the Merger, each eligible common share of Shelf Drilling North Sea, with the exception of holders of common shares of Shelf Drilling North Sea which are part of the Shelf Drilling Group, on the effective date of the Merger will be converted into the right to receive (i) 1.05 Shelf Drilling Common Shares for each Shelf Drilling North Sea Common Share held (the "**Consideration Shares**") and (ii) an amount in cash equal to NOK 8.00 for each Shelf Drilling North Sea Common Share held (the "**Cash Consideration**", and together with the Consideration Shares, the "**Merger Consideration**"). The Merger Plan has been incorporated by reference to this Exempted Document, please see Section 7.1 "Incorporation by reference".

No fractions of Consideration Shares will be issued in connection with the Merger. In lieu of the issuance of any such fractional share, any holder who would otherwise have been entitled to a fraction of a Shelf Drilling Common Share shall be paid cash, without interest, in an amount equal to the product of (i) the fractional share interest to which such holder would otherwise be entitled multiplied by (ii) volume weighted average trading price of the Shelf Drilling Common Share on the Oslo Stock Exchange for the 10 consecutive trading days immediately preceding the second trading day prior to the Closing Date of the Merger.

4.2 Reasons and anticipated benefits

The rationale for the Merger is to fully consolidate the Shelf Drilling Group's jack-up fleet, which will streamline operations and enhance the Shelf Drilling Group as a leading global jack-up operator. The Combined Company will be a substantial global player with 35 jack up-rigs and a strong operational track record.

Further, the Merger allows for Shelf Drilling to finance the approximately USD 40.0 million funding need in Shelf Drilling North Sea. In addition, the anticipated benefits of the Merger include simplified capital structure of the Shelf Drilling Group and improved liquidity for investors as the Combined Company is expected to have a more liquid and tradeable share.

4.3 Conditions for completion of the Merger

Each party's obligation to effect the Merger is, among other things, subject to the fulfillment (or waiver by Shelf Drilling and Shelf Drilling North Sea) at or prior to the Effective Time of the following conditions:

- Approval by Shelf Drilling North Sea at a special general meeting by majority vote of 75% of those voting at such meeting;
- No breach of the warranties and representations of Shelf Drilling North Sea in the Merger Plan where such breach has a material adverse effect;
- Shelf Drilling North Sea's due performance, in all material respects, of the Merger Plan;
- No material adverse effect having occurred in relation to Shelf Drilling North Sea;
- No governmental authority having acted in a way restraining the Merger; and
- Shelf Drilling North Sea not having amended or withdrawn its board recommendation or entered into an agreement for a superior offer.

4.4 Timetable for the Merger

The Merger Plan provides that the consummation of the Merger will take place on the date shown in the certificate of merger issued by the Bermuda Registrar of Companies (the "**Effective Date**").

Key dates for the Merger are:

Date	Event
15 September 2024	Signing of the Merger Plan
18 September 2024	Notice of Special General Meeting in Shelf Drilling North Sea
8 October 2024	Exempted Document published
10 October 2024	Special General Meeting in Shelf Drilling North Sea for approval of the Merger and Merger Plan
11 October 2024	Last day of trading in the Shelf Drilling North Sea Common Shares including right to Merger Consideration
11 October 2024 17:00 CET	Effective Date of the Merger
14 October 2024	First day of trading in the Combined Company
15 October 2024	Record Date for delivery of the Merger Consideration
16 October 2024	Delivery of Consideration Shares to Eligible Shareholders of Shelf Drilling North Sea in VPS
18 October 2024	Delivery of Cash Consideration in VPS

4.5 Consideration of the Merger

4.5.1 General

Through the Merger, the undertaking, property and liabilities of Merger Sub will vest in Shelf Drilling North Sea as the surviving company of the Merger.

As consideration for their shares in Shelf Drilling North Sea being cancelled in the Merger, the shareholders of Shelf Drilling North Sea, with the exception of shareholders being part of the Shelf Drilling Group, any dissenting shareholders for the purposes of Section 106 of the Bermuda Companies Act who will receive fair value of such shares as determined by the Bermuda Court or any non-Eligible U.S. shareholders as described in section 4.5.2 below, will receive (i) 1.05 Shelf Drilling Common Shares for each Shelf Drilling North Sea Common Share held and (ii) a cash compensation of NOK 8.00 for each Shelf Drilling North Sea Common Share held as of the Record Date.

Fractional shares will not be allotted, and for each shareholder the Consideration Shares will be rounded down to the nearest whole number. In lieu of the issuance of any such fractional share, any holder who would otherwise have been entitled to a fraction of a Shelf Drilling Common Share shall be paid cash, without interest, in an amount equal to the product of (i) the fractional share interest to which such holder would otherwise be entitled multiplied by (ii) volume weighted average trading price of the Shelf Drilling Common Share on the Oslo Stock Exchange for the 10 consecutive trading days immediately preceding the second trading day prior to the Closing Date of the Merger.

The directors of Shelf Drilling North Sea who are considered independent of Shelf Drilling (the "**Independent Directors**") commissioned a fairness report from Clarkson Securities AS (the "**Fairness Report**"). The Fairness Report was based on a total assessment of expected future cash flow of the companies under different assumptions and scenarios, including a calibration against the valuation of similar companies. The Fairness Report concludes that the Merger Consideration is fair from a financial point of view.

4.5.2 Further information related to the Consideration Shares

The Consideration Shares carry the same rights and rank *pari passu* with the already issued Shelf Drilling Common Shares. The Shelf Drilling Common Shares are freely transferable. Upon completion of the Merger, the Consideration Shares will be listed on the Oslo Stock Exchange under Shelf Drilling's ordinary International Securities Identification Number ("**ISIN**") KYG236271055. There are no lock-ups upon the transfer of the Consideration Shares.

The Consideration Shares will be issued from the previously authorized (as increased by the annual general meeting of Shelf Drilling on 12 June 2024) but unissued share capital of Shelf Drilling. Thus, the Consideration Shares will be issued through a resolution of the board of directors of Shelf Drilling, and are therefore not subject to approval by a general meeting of Shelf Drilling.

The Consideration Shares will not be registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the U.S. Securities Act. Consideration

Shares will therefore only be delivered to SDNS shareholders that are either (i) not U.S. Persons as defined in Regulation S of the U.S. Securities Act, or (ii) "accredited investors" as defined in Regulation D of the U.S. Securities Act. U.S. Person shareholders in SDNS that are not Eligible U.S. Shareholders will receive cash-in-lieu of the Consideration Shares following a sale of such Consideration Shares they would otherwise be entitled to receive. Such Consideration Shares the non-Eligible U.S. Shareholders would otherwise be entitled to, will be sold by Sparebank 1 Markets AS for the account of and for the risk of the relevant beneficiary with a proportional distribution of net sales proceeds among the non-Eligible U.S. Shareholders.

4.6 Impact of the Merger on the Combined Company

The Merger will create a global jack-up company which offers a pure play investment opportunity with exposure to a uniquely positioned jack up fleet and platform, servicing customers across the globe.

Following the Merger, Shelf Drilling's executive management team will continue to lead the Combined Company. No material changes to Shelf Drilling or Shelf Drilling North Sea's employees or to either company's existing organization and operations, including the terms of employment and locations of the businesses are expected as a result of the Merger.

No significant changes impacting the Shelf Drilling or Shelf Drilling North Sea's operations or principal activities are expected to be implemented in connection with the Merger. Shelf Drilling North Sea will continue its listing on Euronext Growth Oslo following the Merger.

4.7 Conflict of interest

At the Shelf Drilling North Sea board of directors meeting which approved the entry into the Merger Plan, Shelf Drilling North Sea board members Greg O'Brien, David Mullen and Kurt Hoffman declared conflicts of interest due to their roles in Shelf Drilling in accordance with the bye-laws of Shelf Drilling North Sea and the Bermuda Companies Act, and notwithstanding the bye-laws permitting them to do so, they did not vote on the Shelf Drilling North Sea board of directors' approval of the Merger Plan, with the Independent Directors of Shelf Drilling North Sea both voting in favor of the Merger.

Except for the above and Shelf Drilling's share ownership of 60% in Shelf Drilling North Sea prior to the Merger, there are no known conflicts of interest between Shelf Drilling, Shelf Drilling North Sea and any of their respective shareholders in relation to the Merger.

4.8 Expenses of the Merger

Whether or not the Merger is consummated, all costs and expenses incurred in connection with the Merger, the Merger Plan and the transactions contemplated by the Merger Plan shall be paid by the party incurring or required to incur such expenses.

4.9 Material contracts

The Merger will not materially affect any of the Shelf Drilling Group's material contracts.

4.10 Dilution

Immediately following Closing, and assuming issuance of 42 000 000 Shelf Drilling Common Shares, a total of 255,690,917 Shelf Drilling Common Shares will be issued and outstanding, of which 42 000 000 Shelf Drilling Common Shares (corresponding to 16.43% of the total number of Shelf Drilling Common Shares immediately following Closing) will be owned by persons entitled to Consideration Shares.

	Issued share capital (USD)	No. of issued shares, each carrying one vote	Par value per share (USD)
Prior to Closing	2,136,909.17	213,690,917	0.01
Immediately following Closing (assuming issuance of 42 000 000 Common Shares)	2,556,909.17	255,690,917	0.01

As of 30 June 2024, which is the latest financial reporting date for each of the Company and SDNS, the aggregate paid in share capital of the issued Shelf Drilling Common Shares was USD 2.1 million. The Consideration Shares, in the form of up to 42,000,000 Shelf Drilling Common Shares, will be issued upon Closing. The Shelf Drilling Common Shares are tradable on the Oslo Stock Exchange, and market price for the Shelf Drilling Common Shares can change. Accordingly, the issue price per Shelf Drilling Common Share is not known as of the date of this Exempted Document. As of 7 October 2024, the closing trading price for the Shelf Drilling Common Shares on the OSE was NOK 20.60.

4.11 Shareholding structure following the Merger

Upon completion of the Merger, the shareholding structure of Shelf Drilling will be as set forth in the table below, based on the top 20 shareholders of Shelf Drilling and Shelf Drilling North Sea as of 3 October, being the latest practical date prior to the publication of this Exempted Document:

#	Name	Number of Shelf Drilling Common Shares expected to be held following the Merger	Percentage
1	Goldman Sachs & Co. LLC	38,471,120	15.05%
2	Citibank, N.A.	29,247,194	11.44%
3	Goldman Sachs International	24,243,055	9.48%
4	Morgan Stanley & Co. LLC	24,078,519	9.42%
5	Castle Harlan Inc.	19,945,957	7.80%
6	Euroclear Bank S.A./N.V.	9,412,628	3.68%
7	CACEIS Bank Spain SA	6,436,361	2.52%
8	CLEARSTREAM BANKING S.A.	5,972,865	2.34%
9	NORDNET LIVSFORSIKRING AS	5,864,085	2.29%
10	Caceis Bank	4,239,376	1.66%
11	Bank Pictet & Cie (Europe) AG	4,175,254	1.63%
12	PERESTROIKA AS	3,786,108	1.48%
13	Jefferies LLC	3,232,038	1.26%
14	Skandinaviska Enskilda Banken AB	3,203,501	1.25%
15	State Street Bank and Trust Comp	2,595,791	1.02%
16	SONGA CAPITAL AS	2,375,520	0.93%
17	VERDIPAPIRFONDET DNB SMB	2,277,789	0.89%
18	Nordnet Bank AB	2,260,565	0.88%
19	JPMorgan Chase Bank	1,749,036	0.68%
20	COMMUTER 2 AS	1,682,000	0.66%
	Others.....	60,442,156	23.64%
	Total	255,690,917	100 %

5 BUSINESS OVERVIEW – SHELF DRILLING

This Section provides an overview of the business of the Shelf Drilling Group as of the date of this Exempted Document unless otherwise indicated. The following discussion contains forward-looking statements that reflect the Shelf Drilling Group's plans and estimates and should be read in conjunction with Section 3.1 "Cautionary note regarding Forward-looking Statements" and the other parts of this Exempted Document, in particular Section 1 "Risk factors".

5.1 Corporate information

The Company's registered name is Shelf Drilling, Ltd. and its commercial name is Shelf Drilling. The Company is an exempted company incorporated with limited liability under the laws of the Cayman Islands pursuant to the Cayman Islands Companies Act. The Company was incorporated in the Cayman Islands on 14 August 2012.

The Company's Cayman Islands registration number is 271054 and the Securities are registered in book-entry form with the VPS under ISIN KYG236271055. The Company's Legal Entity Identifier ("LEI") code is 549300PTFC72J38UQF59. The underlying shares, being the Shelf Drilling Common Shares, are recorded in the Company's register of members (i.e. the shareholder register) in the Cayman Islands, maintained by Centralis Cayman Limited, the Company's registered office service provider in the Cayman Islands, located at One Capital Place 3rd floor, Grand Cayman, PO Box 1564, Cayman Islands, KY1-1110. The Company's VPS register is administered by the VPS Registrar.

The Company's registered office address is One Capital Place 3rd Floor, Shedden Road, George Town, PO Box 1564, Grand Cayman, KY1-1110, Cayman Islands, with principal executive offices in Dubai, United Arab Emirates at One JLT, Floor 12, Jumeirah Lakes Towers, P.O. Box 212201 and telephone number +971 4 567 3400. Since 25 June 2018, Shelf Drilling Common Shares are listed on the Oslo Stock Exchange under the ticker symbol SHLF. The Company's website can be found at www.shelfdrilling.com. The content of www.shelfdrilling.com is not incorporated by reference into this Exempted Document, nor does it in any other manner constitute a part of this Exempted Document.

5.2 Overview of the Shelf Drilling Group's business

5.2.1 Introduction

The Shelf Drilling Group is a leading international shallow water offshore drilling contractor providing equipment and services for the drilling, completion, maintenance and decommissioning of oil and natural gas wells, with rig operations spanning globally across the Middle East, North Africa and the Mediterranean (together, "MENAM"), Southeast Asia, India, West Africa and the North Sea. The Shelf Drilling Group is solely focused on shallow water operations in both benign and harsh environments, in water depths of up to 500 feet. As of 14 August 2024, Shelf Drilling Group's drilling fleet consisted of 36 independent-leg cantilever ("ILC") jack-up rigs (including SDNS Rigs, as defined below). Subsequently on 23 September 2024, the sale of the Baltic rig reduced the fleet size to 35 rigs.

Jack-up rigs are mobile, self-elevating drilling platforms equipped with legs that are lowered to the seabed. A jack-up rig is not self-propelled and is mobilized to the drill site with a heavy lift vessel or tugboats. At the drill site, the legs are lowered until they penetrate the seabed, and the hull is elevated to an approximate operational airgap of 50 to 100 feet depending on the expected environmental forces. After completion of the drilling operations, the hull is lowered to floating draft, the legs are raised and the rig can be relocated to another drill site. Jack-ups are generally suitable for water depths of 500 feet or less and operate with crews of between 90 and 150 people.

As of 30 June 2024, the Shelf Drilling Group contracted backlog was USD 2.1 billion with 33 of 36 rigs under contract representing a marketed utilization of 92%.

5.2.2 The Shelf Drilling Group's fleet

Following the sale of one rig on 23 September 2024, the Shelf Drilling Group's fleet of drilling rigs consisted of 35 ILC jack-ups (including the five SDNS Rigs as defined below in Section 6.2.2 "Shelf Drilling North Sea's fleet"), divided into 21 standard jack-up rigs and 14 premium jack-up rigs (including five SDNS Rigs). These rigs are uniquely tailored to shallow waters, many of which feature extensive and technically innovative modifications to perform specialized tasks, such as factory-style offline activity or offshore construction, while some were built for harsh and ultra-harsh environments. These innovative features generally lower

operating costs or perform tasks required by their customers that would otherwise be delegated to other specialized vessels. Within their given water depth capabilities, Shelf Drilling Group believes its “fit for purpose” strategy and fleet of jack-up rigs are well-suited for its customers’ shallow water drilling operations in regions where they operate.

The 21 standard jack-up rigs are categorized as cost-efficient and well-suited for brownfield activity, some of which are also shallow-draft assets uniquely suited to shallow basins inaccessible to most other rigs. The core operating regions for the standard rigs are 11 rigs in India and Egypt, and 10 rigs in the Middle East, Mediterranean and West Africa.

The 14 premium jack-up rigs are high-specification rigs acquired at industry-low prices, mostly between 2016 and 2022. The core operating regions for the premium jack-up rigs are 2 rigs in the Kingdom of Saudi Arabia and Qatar, 4 rigs in Southeast Asia, 5 rigs in West Africa and the Mediterranean, and 3 rigs in the North Sea.

The table below presents certain information relating to the Shelf Drilling Group's fleet as of the date of this Exempted Document (including the five SDNS Rigs):

Rig Name	Rig Design¹	Max Water Depth (Feet)	Customer	Location	Contract Start Date	Contract End Date²	Comments³
Middle East & Mediterranean							
Shelf Drilling Victory	BMC Pacific 375	375	Saudi Aramco	Saudi Arabia	Apr 2023	Apr 2024	Suspended from operations.
			Available		Apr 2024	Apr 2025	
			Saudi Aramco		Apr 2025	Mar 2029	
Harvey H. Ward	F&G L-780 Mod II	300	Saudi Aramco	Saudi Arabia	Jun 2023	Sep 2024	Suspended from operations.
			Available		Sep 2024	Sep 2025	
			Saudi Aramco		Sep 2025	Mar 2029	
High Island II	MLT 82-SD-C	270	Saudi Aramco ⁴	Saudi Arabia	Mar 2020	Mar 2030	
High Island IV	MLT 82-SD-C	270	Saudi Aramco ⁴	Saudi Arabia	Feb 2020	Jul 2030	
High Island V	MLT 82-SD-C	270	Saudi Aramco	Saudi Arabia	Jul 2022	May 2025	
High Island IX	MLT 82-SD-C	250	Saudi Aramco ⁴	Saudi Arabia	Jun 2021	July 2024	Planned OOS.
			OOS		July 2024	Sep 2024	
			Saudi Aramco ⁴		Sep 2024	Jun 2031	
Main Pass I	F&G L-780 Mod II	300	Saudi Aramco ⁴	Saudi Arabia	Feb 2020	May 2024	Suspended from operations.
			Stacked		May 2024	May 2025	
			Saudi Aramco ⁴		May 2025	Jan 2032	
Shelf Drilling Odyssey ⁵	F&G JU-3000N	400	QatarEnergy LNG	Qatar	Oct 2022	Feb 2026	Customer has options for additional wells.
Key Manhattan	MLT 116-C	350	ENI	Italy	Nov 2023	Nov 2025	Customer has 4x 6-month option periods.
Shelf Drilling Resourceful	LT Super 116 C	350	ENI	Italy	Aug 2023	Jul 2024	Customer has 4x 6-month option periods.
				Tunisia	Jul 2024	Oct 2024	
				Italy	Oct 2024	Jul 2026	
Rig 141	MLT 82-SD-C	250	Gempetco	Egypt	Feb 2023	Feb 2026	
Trident 16	Modec 300-C38	300	Available	Egypt	-	-	
Southeast Asia							

Rig Name	Rig Design ¹	Max Water Depth (Feet)	Customer	Location	Contract Start Date	Contract End Date ²	Comments ³
Shelf Drilling Chaophraya	LT Super 116 E	350	Chevron	Thailand	Aug 2022	Nov 2025	
Shelf Drilling Enterprise	BMC Pacific 375	375	PTTEP	Thailand	Aug 2022	Aug 2025	Customer has option for up to 1 year.
Shelf Drilling Krathong	LT Super 116 E	350	Chevron	Thailand	Jul 2022	Jul 2025	
Shelf Drilling Perseverance ⁵	F&G JU-2000E	400	PVEP POC	Vietnam	Aug 2024	Nov 2025	
India							
C.E. Thornton	MLT 53-SC	300	ONGC	India	May 2023	May 2026	Planned OOS in Q1 2025.
Compact Driller	MLT 116-C	300	ONGC	India	May 2023	May 2026	
F.G. McClintock	MLT 53-SC	300	ONGC	India	Feb 2023	Feb 2026	Planned OOS in Q4 2024 / Q1 2025.
J.T. Angel	F&G L-780 Mod II	300	ONGC	India	Aug 2021	Nov 2024	
Key Singapore	MLT 116-C	350	ONGC	India	Oct 2023	Oct 2026	
Parameswara	BMC 300-IC	300	ONGC	India	Jan 2022	Jan 2025	
Ron Tappmeyer	MLT 116-C	300	ONGC	India	Jan 2023	Jan 2026	
Trident II	MLT 84-SC Mod	300	ONGC	India	Mar 2024	Mar 2027	
Trident XII	BMC 300-IC	300	ONGC	India	Oct 2021	Nov 2024	
West Africa							
Shelf Drilling Tenacious	BMC Pacific 375	375	CABGOC	Angola	Jan 2022	Feb 2026	
Shelf Drilling Achiever	GustoMSC CJ46-X100-D	350	Available	West Africa	-	-	LOA received.
Shelf Drilling Mentor	LT Super 116 E	350	Undisclosed	Nigeria	Aug 2024	Oct 2024	Secured new 10-well contract.
			Undisclosed	Nigeria	Oct 2024	Feb 2026	
Shelf Drilling Scepter	Keppel FELS Super B	350	Chevron	Nigeria	Jun 2023	Jul 2025	Customer has 1-year option.
Adriatic I	MLT 116-C	350	Undisclosed	Nigeria	Oct 2023	Feb 2025	Customer has 1-year option.
Main Pass IV	F&G L-780 Mod II	300	Available	West Africa	-	-	
Trident VIII	Modec 300-C35	300	OOS	Eq. Guinea	-	-	
North Sea							
Shelf Drilling Barsk ⁵	GustoMSC CJ70-X150-ST	492	Equinor	Norway	Nov 2024	May 2026	New AoC application submitted. Contract is expected to commence in Q4 2024.
Shelf Drilling Fortress ⁵	F&G JU-3000N	400	TotalEnergies	UK	Aug 2024	Sep 2025	

Rig Name	Rig Design¹	Max Water Depth (Feet)	Customer	Location	Contract Start Date	Contract End Date²	Comments³
Shelf Drilling Winner ⁵	F&G JU-3000N	400	TotalEnergies	Denmark	Oct 2022	Aug 2026	Customer has two 7-month options.

¹ MLT: Marathon LeTourneau, LT: LeTourneau, F&G: Friede & Goldman, BMC: Baker Marine Corp.

² The Contract End Date typically does not include the duration to complete the customer's last well if permitted under the "Well in Progress" clause in the rig contract.

³ OOS – Out of Service. Included if planned OOS duration is greater than 30 days.

⁴ Contract includes an annual rate adjustment linked to the Brent oil price.

⁵ Owned by the Shelf Drilling North Sea Group

5.2.2.1 Recent key developments to Shelf Drilling Group's fleet

The Shelf Drilling Group has consistently taken steps in the past decade to enhance its fleet, including construction of newbuilds and acquisition of harsh and ultra-harsh environment jack-up rigs. Between 2016 and 2023 the Shelf Drilling Group added 15 premium jack-up rigs (including the SDNS Rigs) to the fleet at prices significantly less than the cost of construction for comparable newbuild rigs.

In July 2022, the Shelf Drilling Group completed the acquisition of a premium jack-up drilling rig, subsequently renamed Shelf Drilling Victory, from a third party for USD 30.0 million, with approximately USD 50.0 million of follow-on investments estimated at the time of transaction in advance of a contract in Saudi Arabia.

In October 2022, the Shelf Drilling Group, through Shelf Drilling North Sea, completed the acquisition of the five SDNS Rigs from Noble Corporation for USD 375.0 million, funded by cash in hand in addition to equity and debt raised for the acquisition. From October 2022 until the closing of the Merger, SDNS has been 60% owned by Shelf Drilling Group and 40% owned by external investors.

In May 2023, the Shelf Drilling Group completed a major enhancement of Harvey H. Ward rig, which entailed an investment of approximately USD 42.0 million in preparation for a long term contract in Saudi Arabia.

In April 2024, the Trident VIII rig experienced an operation incident resulting in structural leg damage. No one was hurt and the rig has been safely mobilized to a sheltered location to assess the rig damage. The rig has an insured value of USD 50.0 million and a resolution for the insurance process is expected by year end 2024.

In July 2024, Shelf Drilling entered into an agreement to sell the Baltic rig for a total consideration of USD 60.0 million. The transaction closed on 23 September 2024.

5.2.3 Markets (and segments)

Shelf Drilling has one reporting segment, being "contract services". The Shelf Drilling Group operates primarily in five core regions: MENAM, India, Southeast Asia, West Africa and North Sea (the latter via the Shelf Drilling North Sea Group), which together make up 71% of the global contracted jack-up fleet. The concentration of the Shelf Drilling Group's fleet of rigs in these key geographic markets allows the Company to maintain a critical mass and drive its significant market share in these operating regions.

The table below sets out the Shelf Drilling Group's revenues by country based on the location of the service provided:

(In USD millions)

	As of			
	Three months ended 30 June		Six months ended 30 June,	
	2024	2023	2024	2023
Saudi Arabia	49.6	64.7	126.3	119.9
Nigeria.....	55.2	28.5	104.4	44.2

India	41.4	35.0	78.4	55.7
Thailand	20.9	21.5	42.1	42.5
Italy.....	17.5	7.4	36.1	14.9
Angola.....	10.9	10.4	21.7	22.3
Others ¹	35.3	43.5	73.3	91.3
Sum	230.8	211.0	482.3	390.8
Amortization of intangible liability	3.2	3.2	6.4	6.8
Total revenues	234.0	214.2	488.7	397.6

1 Represents countries which are individually less than 5% of total revenues.

5.3 Significant recent changes and trends

5.3.1 Significant changes in operations and principal activities since 31 December 2023

The following significant changes, having an impact on the operations and principal activities of the Shelf Drilling Group, have occurred since 31 December 2023:

- In March 2024, the Company executed an agreement that increased the Credit Facility size from USD 125.0 million to USD 150.0 million.
- In April 2024, Shelf Drilling announced that it had received a notice of suspension of operations of four jack-up rigs from a customer in the Middle East. As of 14 August 2024, two of the four rigs have been mobilized to West Africa, one has been stacked, and one was being actively marketed worldwide.
- In April 2024, the Trident VIII rig experienced an operation incident resulting in structural leg damage. No one was hurt and the rig has been safely mobilized to a sheltered location to assess the rig damage. The rig has an insured value of USD 50.0 million and a resolution for the insurance process is expected by year end 2024.
- In April 2024, Shelf Drilling North Sea Group successfully placed a new USD 315.0 million senior secured first lien bonds with a tenor of 4.5 years. The bonds carry a fixed annual coupon of 9.875%, payable semi-annually. The net proceeds from the Bonds were used to refinance the previously outstanding senior secured notes with maturity in October 2025, fund the Shelf Drilling North Sea Group's short-term liquidity requirement at the time and transaction costs and for general corporate purposes.
- In June 2024, Shelf Drilling announced a delay in commencement of the contract for the Shelf Drilling Barsk in Norway. The contract is now expected to commence in Q4 2024.
- In July 2024, Shelf Drilling entered into an agreement to sell the Baltic rig for a total consideration of USD 60.0 million. The transaction closed on 23 September 2024.

5.3.2 Significant changes to Shelf Drilling's financial position since 30 June 2024

There has been no significant change to the financial position of the Shelf Drilling Group since 30 June 2024.

5.4 Board of directors, executive management and employees

5.4.1 Board of directors

As of the date of this Exempted Document, the board of directors of Shelf Drilling comprise the following members:

Name	Position	Served since
David Mullen	Executive Chair	(Executive Chair since) August 2024
Ernie Danner	Board member	(Board member since) August 2024

John K. Castle	Board member	November 2012
David B. Pittaway.....	Board member	July 2015
Benjamin Sebel.....	Board member	November 2012
Usama Trabulsi.....	Board member	August 2017
David Williams	Board member	August 2017
Xianzhi Mei.....	Board member	June 2023

Shelf Drilling's registered office address at One Capital Place 3rd Floor, Shedden Road, George Town, PO Box 1564, Grand Cayman, KY1-1110, Cayman Islands serves as the address for the members of the board of directors in relation to their directorship of Shelf Drilling.

The board of directors of Shelf Drilling will remain unchanged as a result of the Merger.

To Shelf Drilling's knowledge, there are at the date of this Exempted Document no actual or potential conflicts of interest between the private interests or other duties of any of the above listed persons and their duties towards Shelf Drilling.

5.4.2 *Executive management*

As of the date of this Exempted Document, the executive management team of Shelf Drilling comprises the following members:

Name	Position in the executive management
Greg O'Brien.....	Chief Executive Officer and Chief Financial Officer ¹
William ("Kurt") Hoffman	Chief Operating Officer & Executive Vice President
Ian Clark.....	Executive Vice President
Michael Mezzina	Vice President and Controller
Michael Shimmin.....	Vice President, Tax
Rishi Srivastava	Vice President, Technical Services
Aaftaab Kharbanda	Vice President, Operations & Projects
Daniel Hoff	Vice President, Human Resources and Communication

¹ New Chief Financial Officer appointed with an expected start date in October 2024.

The Group's business address, One JLT, Floor12, Jumeirah Lakes Towers, PO Box 212201, Dubai, United Arab Emirates, serves as business address for the members of the management team.

No changes to the composition of the Shelf Drilling Group's management team are expected to be made as a result of the Merger.

To Shelf Drilling's knowledge, there are at the date of this Exempted Document no actual or potential conflicts of interest between the private interests or other duties of any of the above listed persons and their duties towards Shelf Drilling.

5.4.3 *Employees*

As of 30 June 2024, the Shelf Drilling Group had 2,676 employees and 1,394 contractors (including 391 employees and 262 contractors under the Shelf Drilling North Sea Group).

5.5 **Share capital, shareholders, rights to shares and regulatory disclosures**

5.5.1 *Major shareholders*

Shareholders owning 5% or more of the Shelf Drilling Common Shares have an interest in Shelf Drilling's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. As of 3 October 2024, being the latest practical date prior to the publication of this Exempted Document, Shelf Drilling is not aware of any shareholder (being beneficial owners of the shares) who holds more than 5% of Shelf Drilling's issued common shares, other than those listed in the table below.

#	Name	Number of Shelf Drilling Common Shares held ¹	Percentage ¹
1	China Merchants & Great Wall Ocean	26,846,773	12.56%
2	Condire Management, LP.....	21,652,447	10.13%
3	Castle Harlan Inc.	19,945,957	9.33%
4	Caius Capital LLC	14,893,210	6.97%
5	Aurelius Capital Management, LP	10,934,660	5.12%

1 Based on public disclosures.

5.5.2 *Rights to shares*

Management long-term incentive plan

As of 30 June 2024, there were 4.5 million Shelf Drilling Common Shares available for issuance under the 2017 Long Term Incentive Plan (the "2017 LTIP").

5.5.3 *Regulatory disclosures*

The table below sets out a short summary of information disclosed by Shelf Drilling pursuant to Regulation (EU) No 596/2014 and the Norwegian Securities Trading Act. The table below only summarizes information Shelf Drilling has disclosed in this regard during the 12 months' period prior to the date of this Exempted Document. Any defined terms used in the summary shall have the meaning ascribed to such term in this Exempted Document.

Category: "Interim financial statements"

Date disclosed	Title	Summary of the information given
14 August 2024	Shelf Drilling Ltd. June 30, 2024 Quarterly Report	Shelf Drilling provided the financial results for the three months ended June 30 2024 – Q2 highlights.
15 May 2024	Shelf Drilling Ltd. March 31, 2024 Quarterly Report	Shelf Drilling provided the financial results for the three months ended March 31, 2024 – Q1 highlights
09 November 2023	Shelf Drilling Ltd. September 30, 2023 Quarterly Report	Shelf Drilling provided the financial results for the three months ended September 30, 2023.

Category: "Annual financial statements"

Date disclosed	Title	Summary of the information given
15 March 2024	Shelf Drilling Annual Report 2023	Shelf Drilling provided the financial performance, operations, and overall business activities over the course of 2023.
04 March 2024	Shelf Drilling Ltd. 2023 Form 10K Equivalent	Shelf Drilling announced that it had filed its annual report on Form 10-K Equivalent for the year ended 31 December 2023.

Category: "Additional regulated information required to be disclosed under the laws of a member state"

Date disclosed	Title	Summary of the information given
4 October 2024	Shelf Drilling, Ltd. and Shelf Drilling (North Sea), Ltd. – Key dates for Completion of Merger	Shelf Drilling announced key dates for the completion of the Merger.
15 August 2024	Shelf Drilling Announces Completion of Leadership Transition	Shelf Drilling announced that Greg O'Brien has assumed the role of Chief Executive Officer, David Mullen that of Executive Chairman and Ernie Danner becomes Lead Independent Director.
31 July 2024	Shelf Drilling Announces Appointment of CFO	Shelf Drilling announced that Douglas Stewart will join the Company as Executive Vice President and Chief Financial Officer with an expected start date in October 2024.
12 June 2024	Shelf Drilling, Ltd. - Minutes of Annual General Meeting	Shelf Drilling announced that the annual general meeting of the shareholders of Shelf Drilling had been held on 12 June 2024 and that all proposed resolutions were adopted.

22 May 2024	Shelf Drilling North Sea Satisfies Redemption Conditions & Completes Refinancing	Shelf Drilling announced that the settlement date for the New Bonds occurred today and that the conditions set out in the redemption notice have been satisfied.
15 May 2024	Shelf Drilling, Ltd. Notice of Annual General Meeting	Shelf Drilling announced that the Annual General Meeting of the Company will be held in the Cayman Islands on June 12, 2024.
27 March 2024	Shelf Drilling Announces Change to the Board of Directors	Shelf Drilling announced that John Reynolds has resigned as a director of the Company with immediate effect. This follows the sale of shares by LR-Shelf Drilling International, L.P. in October 2023 and the exit of Lime Rock Partners as a sponsor of the Company.
08 February 2024	Shelf Drilling – Long Term Incentive Plan	Shelf Drilling announced that the Board has approved awards of Restricted Stock Units and Performance-Based Stock Units under the Company's 2017 Long-Term Incentive Plan.
08 February 2024	Shelf Drilling Announces CEO transition	Shelf Drilling, Ltd. announced that the Board has approved a transition plan, effective August 2024, where David Mullen will step down from the role of Chief Executive Officer (CEO) and assume that of Executive Chairman. At the same time, Greg O'Brien current Executive Vice President & Chief Financial Officer (EVP & CFO), will be appointed as CEO. Concurrently, Ernie Danner will step down as Chairman of the Board and will then serve as Lead Independent Director of the Company. The Company has launched a search process to identify a suitable candidate to replace Greg O'Brien as EVP & CFO.
29 December 2023	Financial Calendar	Shelf Drilling announced the financial calendar for 2024.

Category: "Inside information"

Date disclosed	Title	Summary of the information given
16 September 2024	Shelf Drilling, Ltd. Announces Agreement to Acquire Shelf Drilling (North Sea), Ltd.	Shelf Drilling, announced that Shelf Drilling and Shelf Drilling North Sea entered into a merger agreement, which on completion would make SDNS a wholly owned subsidiary of SHLF.
03 June 2024	Shelf Drilling Announces Norway Operations Update	Shelf Drilling announced that Shelf Drilling North Sea had received notice from the Norwegian Ocean Industry Authority that its application for an Acknowledgement of Compliance for the Shelf Drilling Barsk jack-up rig had not been accepted.
26 April 2024	Shelf Drilling North Sea Successful Placement of New 4.5-Years Senior Secured First Lien Bonds	Shelf Drilling announced that Shelf Drilling North Sea, successfully placed a new USD 315.0 million senior secured first lien bonds with a tenor of 4.5 years. The bonds carry a fixed annual coupon of 9.875%, payable semi-annually.
22 April 2024	Shelf Drilling North Sea – Fixed Income Investor Meetings	Shelf Drilling announced that Shelf Drilling North Sea had mandated DNB Markets as Sole Global Coordinator and Joint Bookrunner, as well as Arctic Securities AS and Clarksons Securities AS as Joint Bookrunners, to arrange a series of fixed income investors meetings for a possible issuance of a 4.5-year senior secured first lien bond issue of USD 300.0 million.
01 April 2024	Shelf Drilling Announces Contracts Update	Shelf Drilling announced that it received a notice of suspension of operations for four jack-up rigs from a customer in the Middle East.

Category: " Major shareholding notifications"

Date disclosed	Title	Summary of the information given
27 June 2024	Notification of Major Holdings	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.
26 June 2024	Notification of Major Holdings	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.
21 May 2024	Notification of Major Holdings	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.

15 May 2024	The Goldman Sachs Group, Inc. Disclosure in Shelf Drilling, Ltd.	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of financial instruments.
14 May 2024	The Goldman Sachs Group, Inc. Disclosure in Shelf Drilling, Ltd.	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of financial instruments.
08 May 2024	The Goldman Sachs Group, Inc. Disclosure in Shelf Drilling, Ltd.	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of financial instruments.
08 May 2024	Notification of Major Holdings	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.
07 May 2024	Notification of Major Holdings	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights.
02 May 2024	The Goldman Sachs Group, Inc. Disclosure in Shelf Drilling, Ltd.	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.
02 May 2024	The Goldman Sachs Group, Inc. Disclosure in Shelf Drilling, Ltd.	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.
30 April 2024	The Goldman Sachs Group, Inc. Disclosure in Shelf Drilling, Ltd.	Shelf Drilling informed that The Goldman Sachs Group Inc. made an acquisition or disposal of voting rights and financial instruments.
12 March 2024	Disclosure of large shareholding – Shelf Drilling, Ltd.	Shelf Drilling informed that Aurelius Capital Management, LP acquired common shares in Shelf Drilling, Ltd., resulting in the Aurelius Capital Management, LP crossing the disclosure threshold of 5% of the shares and votes in Shelf Drilling, Ltd.
31 January 2024	Shelf Drilling, Ltd. – Disclosure of large shareholding.	Shelf Drilling informed that funds managed by Condire Management, LP had acquired 543,327 common shares in Shelf Drilling and thereby exceeded the 10% disclosure threshold.
06 October 2023	Mandatory Notification of Trade – Shelf Drilling Ltd.	Shelf Drilling informed that LR-Shelf Drilling International, LP had agreed to sell its stake of 17,195,797 common shares in Shelf Drilling.

5.6 Material investments and divestments

5.6.1 Material investments made following 30 June 2024

Shelf Drilling Group has not made any material investment decision since 30 June 2024, other than the decision to enter into the Merger Plan with Shelf Drilling North Sea and Merger Sub, which remain subject to shareholder approval of Shelf Drilling North Sea and Merger Sub.

5.6.2 Future investments and divestments

As of the date of this Exempted Document, the Shelf Drilling Group has no material investments in progress or for which firm commitments have been made other than the Merger. The Shelf Drilling Group does not plan to (i) carry out any material divestments in connection with the Merger or following the Effective Date of the Merger, or (ii) perform any material cancellation of future investments or divestments previously announced.

5.7 Legal and arbitration proceedings

From time to time, the Shelf Drilling Group may become involved in litigation, disputes and other legal proceedings arising in the course of its business.

No Shelf Drilling Group company, is, nor has been, during the course of the preceding 12 months involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on Shelf Drilling and/or the Shelf Drillings Group's financial position or profitability, and Shelf Drilling is not aware of any such proceedings which are pending or threatened.

5.8 Working capital statement

Shelf Drilling is of the opinion that its working capital is sufficient for its present requirements.

5.9 Public takeover bids

Shelf Drilling has not been subject to any public takeover bids by any third party during the last financial year or during the current financial year.

6 BUSINESS OVERVIEW – SHELF DRILLING NORTH SEA

This Section provides an overview of the business of the Shelf Drilling North Sea Group as of the date of this Exempted Document unless otherwise indicated. The following discussion contains forward-looking statements that reflect the Shelf Drilling North Sea Group's plans and estimates and should be read in conjunction with Section 3.1 "Cautionary note regarding Forward-looking Statements" and the other parts of this Exempted Document, in particular Section 1 "Risk factors".

6.1 Corporate information

Shelf Drilling (North Sea), Ltd. with the commercial name Shelf Drilling North Sea, is an exempted company limited by shares continued in and incorporated under the laws of Bermuda and in accordance with the Bermuda Companies Act. Shelf Drilling North Sea is registered with the Bermuda Registrar of Companies under registration number 202201725. Shelf Drilling North Sea was incorporated on 14 April 2014 in the Cayman Islands and continued into Bermuda on 15 September 2022, in accordance with Bermuda and Cayman Islands law.

Since 3 October 2022, 60% of Shelf Drilling North Sea's Common Shares have been owned by Shelf Drilling Holdings, Ltd. which is wholly-owned by Shelf Drilling. Since 12 October 2022, Shelf Drilling North Sea's Common Shares are listed on the Euronext Growth Oslo Exchange under the ticker symbol SDNS. The Shelf Drilling North Sea's Common Shares are recorded in VPS in book-entry form under ISIN BMG236541097. Shelf Drilling North Sea's register of shareholders in VPS is administrated by the VPS Registrar, DNB Bank ASA and the **LEI** code is 549300CSTPQZW7KTQZ59.

Shelf Drilling North Sea's registered office address is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, with principal executive offices in Dubai, United Arab Emirates at One JLT, Floor 12, Jumeirah Lakes Towers, P.O. Box 212201 and its telephone number +971 4 567 3400. The Shelf Drilling North Sea website address is www.shelfdrillingnorthsea.com. The content of www.shelfdrillingnorthsea.com is not incorporated by reference into this Exempted Document, nor does it in any other manner constitute a part of this Exempted Document.

6.2 Overview of the Shelf Drillings North Sea Group's business

6.2.1 Introduction

The Shelf Drilling North Sea Group is a shallow water offshore drilling contractor engaged in the provision of equipment and services for the drilling, completion and well maintenance of shallow water offshore oil and natural gas wells. The Shelf Drilling North Sea Group is primarily engaged in development and workover activity on producing assets, with a focus on shallow water operations in water depths of up to 500 feet.

The Shelf Drilling North Sea Group's fleet operates in a single, global market for the provision of contract drilling services and its "fit for purpose" strategy enables to offer a broad range of services in the shallow water drilling markets in which it operates. The Shelf Drilling North Sea Group believes that the long-term prospects for shallow water drilling are positive given the expected growth in oil and gas consumption from developing nations, limited investment in new supplies in the recent decade, high depletion rates of mature oil and gas fields and low break-even costs compared to other segments within the oil and gas drilling industry.

6.2.2 Shelf Drilling North Sea's fleet

On 23 June 2022, Shelf Drilling North Sea entered into an agreement with Noble Corporation and certain of its affiliates in connection with the sale and purchase of the five jack-up rigs, Shelf Drilling Odyssey, Shelf Drilling Perseverance, Shelf Drilling Fortress, Shelf Drilling Winner and Shelf Drilling Barsk (the "**SDNS Rigs**") and all related support and infrastructure for a total purchase price of USD 375.0 million (the "**SDNS Acquisition**"). The SDNS Acquisition was completed on 5 October 2022.

The SDNS acquisition allowed Shelf Drilling Group to secure five premium harsh environment jack-up rigs. The SDNS Rigs were high-specification and well-maintained, and all the rigs were contracted and operating at acquisition with no reactivation costs. The SDNS Acquisition also allowed Shelf Drilling Group to enter the North Sea market with scale and with highly skilled offshore and onshore teams, with extensive experience in the region transferred with the business.

6.2.2.1 The Shelf Drilling North Sea Group's jack up rigs

As at the date of this Exempted Document, the Shelf Drilling North Sea Group's owned fleet consists of five high-specification harsh environment rigs: (i) Shelf Drilling Barsk, located in Norway; (ii) Shelf Drilling Odyssey, located in Qatar; (iii) Shelf Drilling Winner, located in Denmark; (iv) Shelf Drilling Fortress, located in United Kingdom; and (v) Shelf Drilling Perseverance located in Vietnam. Four of the five rigs are active, and Shelf Drilling Barsk is expected to commence its contract in Q4 2024 once it obtains an Acknowledgement of Compliance from the Norwegian Ocean Industry Authority.

The Shelf Drilling Barsk is one of the few jack-ups capable of working in Norway. Norway has a unique regulatory scheme different from other markets, requiring a special certification and constituting a meaningful entry barrier. The Shelf Drilling Barsk is the world's biggest jack-up rig offering a unique competitive edge in the ultra-harsh environment in Norway. The rig has permanent managed pressure drilling capabilities that significantly reduce the days required per well and enhanced safety measures compared to other jack-ups of its class, lowering operators' total per well cost. The rig is highly competitive among its peers and in a strong position to compete for follow-on contracts in the sector.

The table below presents certain information relating to the Shelf Drilling North Sea Group's fleet as of the date of this Exempted Document:

Rig Name	Rig Design ¹	Max Water Depth (Feet)	Customer	Location	Contract Start Date	Contract End Date ²	Comments ³
Middle East & Mediterranean							
Shelf Drilling Odyssey	F&G JU-3000N	400	QatarEnergy LNG	Qatar	Oct 2022	Feb 2026	Customer has options for additional wells.
Southeast Asia							
Shelf Drilling Perseverance	F&G JU-2000E	400	PVEP POC	Vietnam	Aug 2024	Nov 2025	
North Sea							
Shelf Drilling Barsk	GustoMSC CJ70-X150-ST	492	Equinor	Norway	Nov 2024	May 2026	New AoC application submitted. Contract is expected to commence in Q4 2024.
Shelf Drilling Fortress	F&G JU-3000N	400	TotalEnergies	UK	Aug 2024	Sep 2025	Completed contract. Commenced new contract.
Shelf Drilling Winner	F&G JU-3000N	400	TotalEnergies	Denmark	Oct 2022	Aug 2026	Customer has two 7-month options.

¹ MLT: Marathon LeTourneau, LT: LeTourneau, F&G: Friede & Goldman, BMC: Baker Marine Corp.

² The Contract End Date typically does not include the duration to complete the customer's last well if permitted under the "Well in Progress" clause in the rig contract.

6.2.3 Markets and segments

The Shelf Drilling North Sea Group operates in the international shallow water offshore drilling market and provides services related to drilling of oil and natural gas wells. The Shelf Drilling North Sea Group's five premium jack-up rigs are capable of operating in harsh environments. The fleet maintains a core presence in the North Sea complemented by its global reach. Of the five SDNS Rigs, three rigs are in the North Sea region and one each in Southeast Asia and Middle East.

Shelf Drilling North Sea has one reportable segment, being "contract services". The table below sets out the Shelf Drilling Group's revenues by country based on the location of the service provided:

(In USD millions)

	As of			
	Three months ended June 30		Six months ended June 30,	
	2024	2023	2024	2023
United Kingdom.....	10.8	5.7	21.7	13.6
Denmark.....	9.8	9.0	18.7	16.6
Qatar.....	7.6	8.0	15.5	15.8
Norway.....	-	7.6	-	17.5
Sum	28.2	30.3	55.9	63.5
Amortization of intangible liability	3.2	3.2	6.4	6.8
Total revenues	31.4	33.5	62.3	70.3

6.3 Significant changes and trends

6.3.1 Significant changes in operations and principal activities since 31 December 2023

The following significant changes, having an impact on the operations and principal activities of the Shelf Drilling North Sea Group, have occurred since 31 December 2023:

- In April 2024, Shelf Drilling North Sea successfully placed a new USD 315.0 million senior secured first lien bonds with a tenor of 4.5 years. The bonds carry a fixed annual coupon of 9.875%, payable semi-annually. The net proceeds from the Bonds were used to refinance the previously outstanding senior secured notes with maturity in October 2025, fund the Shelf Drilling North Sea Group's short-term liquidity requirement at the time and transaction costs and for general corporate purposes.
- In June 2024, Shelf Drilling announced a delay in commencement of the contract for the Shelf Drilling Barsk in Norway. The contract is now expected to commence in Q4 2024.

6.3.2 Significant changes to Shelf Drilling North Sea's financial position since 30 June 2024

There has been no significant change to the financial position of the Shelf Drilling North Sea Group since 30 June 2024.

6.4 Board of directors, executive management and employees

6.4.1 Board of Directors

As of the date of this Exempted Document, the board of directors of Shelf Drilling North Sea comprises the following members:

Name	Position in the board of directors	Served since
David Mullen.....	Chair	October 2022
Greg O'Brien.....	Director	October 2022
Ian Bagshaw.....	Director	October 2022
Rita Granlund.....	Director	October 2022
Kurt Hoffman.....	Director	October 2022

Shelf Drilling North Sea Group's business address, One JLT, Floor12, Jumeirah Lakes Towers, PO Box 212201, Dubai, United Arab Emirates, serves as the business address for the members of the Board of Directors in relation to their directorship in Shelf Drilling North Sea.

6.4.2 Executive Management

On 6 October 2022, SDNS and Shelf Drilling Management Services DMCC ("**Shelf Drilling Management Services**"), a wholly owned subsidiary of Shelf Drilling, entered into an agreement for the provision of management and corporate services to SDNS (the "**Management Services Agreement**").

Under the Management Services Agreement, Shelf Drilling Management Services provides management services and personnel necessary for Shelf Drilling North Sea to manage its business. Shelf Drilling Management Services shall, inter alia, provide assistance with developing the Shelf Drilling North Sea's business plans, sales and marketing, including contract negotiation, customer relationship management and market research, preparing financial reports, providing advice and support for the implementation of accounting and other administrative systems and internal controls, providing certain field-based services, including technical support, staffing and payroll support, and logistics needed to operate the rigs, and assisting with the overall strategic direction and control of the business, including to provide the CEO and CFO of Shelf Drilling North Sea.

The executive management which is provided by Shelf Drilling through their management services, comprises the following members:

Name	Position in the executive management
Greg O'Brien.....	Chief Executive Officer and Chief Financial Officer ¹
William ("Kurt") Hoffman	Chief Operating Officer & Executive Vice President
Ian Clark.....	Executive Vice President
Michael Mezzina	Vice President and Controller
Michael Shimmin.....	Vice President, Tax
Rishi Srivastava.....	Vice President, Technical Services
Aaftaab Kharbanda	Vice President, Operations & Projects
Daniel Hoff	Vice President, Human Resources and Communication

¹ New Chief Financial Officer appointed with an expected start date in October 2024.

The Shelf Drilling North Sea's business address, One JLT, Floor12, Jumeirah Lakes Towers, PO Box 212201, Dubai, United Arab Emirates, serves as business address for all personnel providing services to the Shelf Drilling North Sea under the Management Services Agreement.

6.4.3 Employees

As of 30 June 2024, the Shelf Drilling North Sea Group had 391 employees and 262 contractors.

6.5 Share capital, unitholders and regulatory disclosures

6.5.1 Major shareholders

As of 3 October 2024, being the latest practical date prior to the publication of this Exempted Document, Shelf Drilling North Sea is not aware of any shareholder (being beneficial owners of the shares) who holds more than 5% of Shelf Drilling North Sea's issued common shares, other than those listed in the table below.

#	Name	Number of Shelf Drilling North Sea	
		Common Shares ¹	In percentage ¹
1	Shelf Drilling Holdings Ltd.....	60,000,000	60.00%
2	Lodbrok Capital LLP	10,042,534	10.04%
3	Caius LLP	8,094,336	8.09%

¹ Based on public disclosures.

6.5.2 Regulatory disclosures

The table below sets out a short summary of information disclosed by Shelf Drilling North Sea pursuant to Regulation (EU) No 596/2014 and the Norwegian Securities Trading Act. The table below only summarizes information Shelf Drilling North Sea has disclosed in this regard during the 12 months' period prior to the date of this Exempted Document. Any defined terms used in the summary shall have the meaning ascribed to such term in this Exempted Document.

Category: "Interim financial statements"

Date disclosed	Title	Summary of the information given
14 August 2024	Shelf Drilling North Sea Reports Second Quarter 2024 Results	Shelf Drilling North Sea provided the financial results for the three months ended June 30 2024 – Q2 highlights
15 May 2024	Shelf Drilling North Sea Reports First Quarter 2024 Results	Shelf Drilling North Sea provided the financial results for the three months ended March 31 2024 – Q1 highlights
04 March 2024	Shelf Drilling North Sea Reports Fourth Quarter 2023 Results	Shelf Drilling North Sea provided the financial results for fourth quarter and the full year of 2023 ending December 31 2024
09 November 2023	Shelf Drilling North Sea Reports Third Quarter 2023 Results	Shelf Drilling North Sea provided the financial results for the three months ended September 30 2023 – Q3 highlights

Category: "Additional regulated information required to be disclosed under the laws of a member state"

Date disclosed	Title	Summary of the information given
4 October 2024	Shelf Drilling, Ltd. and Shelf Drilling (North Sea), Ltd. – Key dates for Completion of Merger	Shelf Drilling North Sea announced key dates for the completion of the Merger.
19 September	Financial Calendar	Shelf Drilling North Sea announced an updated financial calendar for the remaining months of 2024.
18 September	Shelf Drilling (North Sea), Ltd. – Notice of Special General Meeting of Shareholder	Shelf Drilling North Sea announced that it would hold a Special General Meeting on October 10, 2024, to approve the Merger.
19 August 2024	Financial Calendar	Shelf Drilling North Sea announced an updated financial calendar for the remaining months of 2024.
22 May 2024	Shelf Drilling North Sea Satisfies Redemption Conditions & Completes Refinancing	Shelf Drilling North Sea announced that the settlement date for the New Bonds have occurred and that the conditions set out in the redemption notice have been satisfied.
29 December 2023	Financial Calendar	Shelf Drilling North Sea announced the financial calendar related to financial reports for financial year 2023 and 2024.

Category: "Inside information"

Date disclosed	Title	Summary of the information given
16 September 2024	Shelf Drilling, Ltd. Announces Agreement to Acquire Shelf Drilling (North Sea), Ltd.	Shelf Drilling North Sea announced that Shelf Drilling and Shelf Drilling North Sea entered into a merger agreement, which on completion would make SDNS a wholly owned subsidiary of SHLF.
03 June 2024	Shelf Drilling Announces Norway Operations Update	Shelf Drilling North Sea announced that it had received a notice from the Norwegian Ocean Industry Authority that its application for an Acknowledgement of Compliance for the Shelf Drilling Barsk jack-up rig had not been accepted.

26 April 2024	Shelf Drilling North Sea Successful Placement of New 4.5-Years Senior Secured First Lien Bonds	Shelf Drilling North Sea announced that it had successfully placed a new USD 315.0 million senior secured first lien bonds with a tenor of 4.5 years. The bonds carry a fixed annual coupon of 9.875%, payable semi-annually.
22 April 2024	Shelf Drilling North Sea – Fixed Income Investor Meetings	Shelf Drilling North Sea announced that it had mandated DNB Markets as Sole Global Coordinator and Joint Bookrunner, as well as Arctic Securities AS and Clarksons Securities AS as Joint Bookrunners, to arrange a series of fixed income investors meetings for a possible issuance of a 4.5-year senior secured first lien bond issue of USD 300.0 million.

Category: " Major shareholding notifications"

Date disclosed	Title	Summary of the information given
15 December 2023	Major Shareholding Notification	Shelf Drilling North Sea informed that Lodbrok Capital LLP made an acquisition or disposal of voting rights and financial instruments.

6.6 Material investments

6.6.1 Material investments made following 30 June 2024

The Shelf Drilling North Sea Group has not made any material investment decisions since 30 June 2024.

6.6.2 Future investments and disinvestments

As of the date of this Exempted Document, the Shelf Drilling North Sea Group has no material investments in progress. The Shelf Drilling North Sea Group does not plan to (i) carry out any material divestments in connection with the Merger or following the Effective Date of the Merger, or (ii) perform any material cancellation of future investments or divestments previously announced.

6.7 Legal and arbitration proceedings

From time to time, the Shelf Drilling North Sea Group may become involved in litigation, disputes and other legal proceedings arising in the course of its business.

No Shelf Drilling North Sea Group company, is, nor has been, during the course of the preceding 12 months involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on Shelf Drilling North Sea and/or the Shelf Drillings North Sea Group's financial position or profitability, and Shelf Drilling North Sea is not aware of any such proceedings which are pending or threatened.

7 INCORPORATION BY REFERENCE AND DOCUMENTS ON DISPLAY

7.1 Incorporation by reference

The documents set out below are incorporated by reference and constitute part of this Exempted Document.

Exempted Document - Minimum disclosure requirement		Reference document and link	Pages in reference document
Item 2.5	Audited historical financial information	Shelf Drilling Annual Report 2023: https://www.shelfdrilling.com/wp-content/uploads/2024/03/Shelf-Drilling-2023-Annual-Report.pdf	18-182
Item 2.5	Audit reports	Shelf Drilling Audit Report 2023: https://www.shelfdrillingnorthsea.com/xhtml/Shelf-Drilling_AR-13.03.2024.xhtml	134-135 in the annual report
Item 2.5	Half-yearly financial statements	Shelf Drilling Q2 2024 Interim Report: https://www.shelfdrilling.com/wp-content/uploads/2024/08/Shelf-Drilling-Ltd.-June-30-2024-Quarterly-Report.pdf	2-38
Item 2.5	Audited historical financial information	Shelf Drilling North Sea Annual Report 2023: https://www.shelfdrillingnorthsea.com/wp-content/uploads/2024/03/Shelf-Drilling-North-Sea-Ltd.-2023-Financial-Statements.pdf	4-33
Item 2.5	Audit Report	Shelf Drilling North Sea Audit Report 2023: https://www.shelfdrillingnorthsea.com/wp-content/uploads/2024/03/Shelf-Drilling-North-Sea-Ltd.-2023-Financial-Statements.pdf	2-3 in the annual report
Item 2.5	Half-yearly financial statement	Shelf Drilling North Sea Q2 2024 Interim Report: https://www.shelfdrillingnorthsea.com/wp-content/uploads/2024/08/Shelf-Drilling-North-Sea-Ltd.-June-30-2024-Financial-Statements.pdf	2-18
-	-	The Merger Plan: https://newsweb.oslobors.no/message/628072	5-41 in the attachment

7.2 Documents on display

For the 12 months from the date of this Exempted Document, the following documents will be available for inspection at Shelf Drilling's registered office at One Capital Place 3rd Floor, Shedden Road, George Town, PO Box 1564, Grand Cayman, KY1-1110, Cayman Islands during office hours:

- The Articles of Association of Shelf Drilling (which also is available at <https://www.shelfdrilling.com/wp-content/uploads/2024/07/Elventh-Amended-and-Restated-Mems-Arts-stamped-Shelf-Drilling-Ltd.pdf>);
- The Bye-Laws of Shelf Drilling North Sea following the completion of the Merger;
- All report, letters, and other documents, historical financial statements information, valuations and statements prepared by any expert at Shelf Drilling's request any part of which is included or referred to in this Exempted Document;
- Shelf Drilling's historical financial statements as of and for the year ended 31 December 2023 as well as for the three and six month period ended 30 June 2024 (which also is available at <https://www.shelfdrilling.com/investor-relations/>); and
- This Exempted Document (which also is available at <https://www.shelfdrilling.com/investor-relations/>).

8 ADDITIONAL INFORMATION

8.1 Independent auditor

PricewaterhouseCoopers Limited Partnership Dubai Branch, with license number 102451 and business address at Emaar Square Building 5, P.O. Box 11987, Dubai, United Arab Emirates (**PwC**) is the independent auditor of Shelf Drilling and Shelf Drilling North Sea.

8.2 Advisors retained in connection with the Merger

Advokatfirmaet Thommessen AS is acting as legal adviser to Shelf Drilling as to Norwegian law, Conyers Dill & Pearman Limited is acting as legal adviser to Shelf Drilling as to Bermuda law and Conyers Dill & Pearman is acting as legal adviser to Shelf Drilling as to Cayman Islands law, each in connection with the Merger.

Advokatfirmaet Wiersholm AS is acting as legal adviser to Shelf Drilling North Sea as to Norwegian law, and Appleby (Bermuda) Limited is acting as legal adviser to Shelf Drilling North Sea as to Bermuda law in connection with the Merger.

Sparebank 1 Markets AS is acting as financial adviser to Shelf Drilling in connection with the Merger.

9 DEFINITIONS AND GLOSSARY

In the Exempted Document, the following defined terms have the following meanings:

2017 LTIP	The 2017 Long Term Incentive Plan.
Bermuda Companies Act.....	The Companies Act 1981 of Bermuda.
Bermuda Court.....	The Supreme Court of Bermuda.
BUNKER	The International Convention on Civil Liability for Bunker Oil Pollution Damage of 2001.
Cash Consideration	A cash compensation of NOK 8.00 for each Shelf Drilling North Sea Common Share.
Castle Harlan.....	Castle Harlan, Inc.
China Merchants	China Merchants Industry Holdings Company Limited.
CLC	The International Convention on Civil Liability for Oil Pollution Damage of 1969.
Closing	The closing of the Merger, which is expected to occur on or about 11 October 2024.
Closing Date	The date of Closing, expected to occur on or about 11 October 2024.
Company	Shelf Drilling, Ltd.
Combined Company	The Shelf Drilling Group as of the Effective Date.
Consideration Shares.....	Up to 42 000 000 new Shelf Drilling Common shares, each with a par value of USD 0.01 expected to be issued as consideration in the Merger.
COVID-19	The novel coronavirus.
DNB	DNB Bank ASA.
Effective Date	The effective date of the Merger, being date shown in the certificate of merger issued by the Bermuda Registrar of Companies, which is expected to occur on or about 11 October 2024.
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.
Exempted Document.....	This Exempted Document dated 8 October 2024.
Fairness Report.....	The fairness report obtained from Clarkson Securities AS.
ILC.....	Independent-leg cantilever.
IMO.....	The United Nations' International Maritime Organization.
Independent Directors.....	The directors of Shelf Drilling North Sea who are considered independent of Shelf Drilling.
IOC.....	International oil companies.
ISIN	International Securities Identification Number.
LEI	Legal Entity Identifier.
Manager.....	Aurelius Capital Management, LP.
MARPOL	The International Convention for the Prevention of Pollution from Ships of 1973.
MENAM	The Middle East, North Africa and the Mediterranean, together.
Merger	The contemplated merger between Merger Sub and Shelf Drilling North Sea.
Merger Consideration.....	1.05 Shelf Drilling Common Shares for each Shelf Drilling North Sea Common Share held and (ii) a cash compensation of NOK 8.00 for each Shelf Drilling North Sea Common Share held as of the Record Date.
Merger Plan.....	The agreement and plan of merger entered into between Merger Sub, Shelf Drilling North Sea and Shelf Drilling, dated 15 September 2024.
Merger Sub.....	Shelf Drilling BidCo, Ltd. an exempted company limited by shares incorporated under the laws of Bermuda with registration number 202403719.
NOC	National oil companies.
NOK	Norwegian Krone.
SDNS Acquisition	The sale and purchase of the SDNS Rigs and all related support and infrastructure for a total purchase price of USD 375.0 million.
SDNS Rigs	Shelf Drilling Odyssey, Shelf Drilling Perseverance, Shelf Drilling Fortress, Shelf Drilling Winner and Shelf Drilling Barsk.

Shelf Drilling / SHLF.....	Shelf Drilling, Ltd., an exempted company limited by shares incorporated under the laws of the Cayman Islands with registration number 271054.
Shelf Drilling Annual Financial Statements	Audited consolidated historical financial statements for Shelf Drilling as of and for the year ended 31 December 2023.
Shelf Drilling Interim Financial Statements	Unaudited Audited consolidated historical financial statements for Shelf Drilling as of and for the six months period ended 30 June 2024.
Shelf Drilling Group.....	Shelf Drilling, Ltd. together with its subsidiaries.
Shelf Drilling Management Services .	Shelf Drilling Management Services DMCC.
Shelf Drilling North Sea / SDNS	Shelf Drilling (North Sea), Ltd., an exempted company limited by shares incorporated under the laws of Bermuda with registration number 202201725.
Shelf Drilling North Sea Annual Financial Statements.....	Audited consolidated historical financial statements for Shelf Drilling North Sea as of and for the year ended 31 December 2023.
Shelf Drilling North Sea Interim Financial Statements.....	Unaudited Audited consolidated historical financial statements for Shelf Drilling North Sea as of and for the six months period ended 30 June 2024.
Shelf Drilling North Sea Group	Shelf Drilling North Sea together with its consolidated subsidiaries.
Record Date.....	The second trading day following the Effective Date, expected to be on or about 15 October 2024.
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Securities Act.....	The United States Securities Act of 1933
VPS.....	The Norwegian Central Securities Depository (Nw. Verdipapirsentralen)
VPS Registrar.....	DNB Bank ASA.



Shelf Drilling, Ltd.

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