

# PRESS RELEASE

# SHELF DRILLING REPORTS THIRD QUARTER 2018 RESULTS

Dubai, UAE, November 14, 2018 – Shelf Drilling, Ltd. ("Shelf Drilling" and, together with its subsidiaries, the "Company", OSE: SHLF) announces results for the third quarter of 2018 ending September 30. The results highlights will be presented by audio conference call on November 15, 2018 at 6:00 pm Dubai time/ 3:00 pm Oslo time. Dialin details for the call are included in the press release posted on October 31, 2018.

David Mullen, Chief Executive Officer, commented, "Shelf Drilling generated strong quarterly results underpinned by our focus on delivering outstanding service to our customers in the most cost-efficient manner. While the market has continued to improve with increasing utilization for the global jack-up fleet, the pricing recovery is taking longer to develop than we had initially thought at the beginning of the year. Despite this, the advantage of our footprint and long-term presence in our key markets has been demonstrated through the signing of strategic contracts such as the multi-rig contract with ENI that builds on our position in Italy. In addition, the Sirius Petroleum contract in Nigeria highlights the value of our presence and scale in this growing market where we were able to quickly respond to an urgent need for a new customer. Even with the recent drop in oil price, current commodity prices support a continuing growth in activity across our key markets, and we expect global jack-up utilization to further improve in 2019."

# Highlights

- Q3 2018 Revenue of \$160.2 million and Adjusted EBITDA of \$64.2 million. Adjusted EBITDA margin was 40%.
- Q3 2018 Net loss of \$10.3 million.
- Q3 2018 Capital Expenditures and Deferred Costs totaled \$92.5 million, including \$74.5 million associated with Acquisitions. Capital Expenditures and Deferred Costs across the rest of the business totaled \$18.0 million.
- The Company's cash and cash equivalents balance at September 30, 2018 was \$66.6 million.
- The Company's total debt at September 30, 2018 was \$888.2 million.
- On July 26, 2018, the Company completed the purchase of the premium jack-up Shelf Drilling Scepter for \$68.5 million. The rig was mobilized to the Middle East and recently commenced reactivation. The Company financed the acquisition with proceeds from the Initial Public Offering (IPO) completed in June 2018 and cash on hand.
- \$895 million in contract backlog at September 30, 2018 across 26 contracted rigs.
- In August 2018, The Company secured a six-month contract extension on the Shelf Drilling Resourceful in Nigeria.
- In October 2018, The Company secured a two-year contract on the Key Singapore for operations in the Adriatic Sea offshore Italy as well as a contract on the Adriatic I in Nigeria for 135 days plus options. The Company also secured an extension on the Key Manhattan current contract until July 2021.

# **Third Quarter Results**

Revenue was \$160.2 million in Q3 2018 compared to \$152.5 million in Q2 2018. The \$7.7 million increase (5%) in revenue was largely due to a lower number of planned out of service days in Saudi Arabia during Q3 2018 and the full quarter of operations in Q3 2018 for a rig that commenced a new contract during Q2 2018 in Nigeria. Effective utilization increased to 70% in Q3 2018 from 67% in Q2 2018.



Total operating and maintenance expenses decreased by \$1.1 million (1.3%) in Q3 2018 to \$86.1 million compared to \$87.2 million in Q2 2018. The decrease was mainly due to cost reductions on three idle rigs in the Middle East partly offset by the increase in costs associated with the Shelf Drilling Scepter acquired in July 2018.

General and administrative expenses were \$11.1 million in Q3 2018 compared to \$26.8 million in Q2 2018. The \$15.7 million decrease primarily resulted from \$11.1 million lower share-based compensation expense, mainly due to the accelerated vesting of all unvested shares as a result of the successful IPO in June 2018, \$3.9 million of one-off corporate transaction costs recognized during Q2 2018 and zero Sponsors' fees in Q3 2018 (\$1.1 million in Q2 2018) as a result of the IPO.

Adjusted EBITDA for Q3 2018 was \$64.2 million compared to \$55.0 million for Q2 2018, an increase of \$9.2 million, or 16.7%. The Adjusted EBITDA margin for Q3 2018 was 40% compared to 36% in Q2 2018.

Capital expenditures and deferred costs were \$92.5 million in Q3 2018 compared to \$28.9 million in Q2 2018. This included \$73.6 million relating to the acquisition and mobilization of the Shelf Drilling Scepter and \$0.9 million in Q3 2018 relating to the three premium jack-up rigs acquired in 2017 compared to \$1.8 million in Q2 2018. Capital expenditures and deferred costs excluding acquisitions decreased from \$27.1 million in Q2 2018 to \$18.0 million in Q3 2018 mainly due to a lower level of spending associated with planned out of service projects for rigs under contract in Saudi Arabia (2 rigs during Q2 2018 and 1 rig during Q3 2018) and for one rig undergoing preparation for a contract in Nigeria.

The Condensed Consolidated Interim Financial Statements and the Board of Directors report are available in the interim report on our website. A corresponding slide presentation to address the results highlights is also available on the Company website.

### For further queries, please contact:

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# **About Shelf Drilling**

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

# **Special Note Regarding Forward-Looking Statements**

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "strategy", "intends", "estimate", "will", "may", "continue", "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. Given these factors, you should not place undue reliance on the forward-looking statements.

Additional information about Shelf Drilling can be found at <u>www.shelfdrilling.com</u>.



This information is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

#### Financial Report For the Period Ended September 30, 2018

2017 $2018$ Operating revenue - dayrate $$129.4$ $$151.8$ Operating revenue $3.8$ $4.0$ Other revenue $3.8$ $4.0$ Total revenue (1) $$137.8$ $$160.2$ Personnel expenses $$37.2$ $$44.8$ Maintenance expenses $21.4$ $22.8$ Other operating expenses $8.1$ $10.0$ Rig operating expenses $8.1$ $10.0$ Shore-based expenses $7.9$ $8.4$ Corporate G&A (3) $$11.4$ $$11.3$ Provision / (reversal) for doubtful accounts $(4.6)$ $(0.3)$ Sponsors' fee (4) $1.1$ $0.0$ $0.1$ One-time corporate transaction costs (6) $0.0$ $0.1$ Total general & administrative expenses $$8.1$ $$11.1$ Other, net expense / (gain) (7) $1.1$ $0.2$ Sponsors' fee $1.1$ $0.0$ Share-based compensation expense, net of forfeitures $0.2$ $0.0$ $0.1$ $0.0$ Total general & administrative expenses $$8.1$ Still. $$11.1$ $0.2$ BITDA (8) $$54.0$ Sponsors' fee $0.0$ One-time corporate transaction costs (9) $0.0$ Other (10) $0.0$ Total adjustments $3.4$ Adjusted EBITDA margin $33.7$ Astruments $3.4$ Adjusted EBITDA margin $33.7$ Average marketable rigs (11) $33.7$ Average marketable rigs (12) $571.6$ Seff.2 $$9.1$ Capi	Nine Months Ended September 30,		Twelve Months Ended September 30,	
Operating revenue - others4.64.4Other revenue $3.8$ 4.0Total revenue (1)\$137.8\$160.2Personnel expenses\$37.2\$44.8Maintenance expenses $21.4$ 22.8Other operating expenses $8.1$ $10.0$ Rig operating expenses $8.1$ $10.0$ Total operating expenses $8.1$ $10.0$ Corporate G&A (3)\$11.4\$11.3Provision / (reversal) for doubtful accounts\$11.4\$11.3Corporate G&A (3)\$11.4\$11.3Sponsors' fee (4)\$1.1 $0.0$ Share-based compensation expense, net of forfeitures (5) $0.2$ $0.0$ One-time corporate transaction costs (6) $0.0$ $0.1$ Total general & administrative expenses $$8.1$ \$11.1Other, net expense/ (gain) (7) $1.1$ $0.2$ EBITDA (8)\$54.0\$62.9Sponsors' fee $0.0$ $0.1$ Total adjustments $3.4$ $1.3$ Adjusted EBITDA (8) $$57.4$ \$64.2Adjusted EBITDA (8) $$57.4$ \$64.2Adjusted EBITDA (8) $$57.4$ \$64.2Adjusted EBITDA (8) $$57.4$ \$66.2Capital expenditures and deferred costs : $$77.6$ Regulatory and capital maintenance (14) $$9.1$ \$11.2Contract preparation (15) $4.8$ 2.9Marketable rigs\$13.9\$14.1Fleet spares and others (16) $(0.5)$ $3.9$	2017	2018	2018	
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Maintenance expenses       21.4       22.8         Other operating expenses       8.1       10.0         Rig operating expenses       \$66.7       \$77.7         Shore-based expenses       7.9       8.4         Total operating and maintenance expenses (2)       \$74.6       \$86.1         Corporate G&A (3)       \$11.4       \$11.3         Provision / (reversal) for doubtful accounts       (4.6)       (0.3)         Sponsors' fee (4)       1.1       0.0         One-time corporate transaction expense, net of forfeitures (5)       0.2       0.0         One-time corporate transaction expenses       \$8.1       \$11.1         Other, net expense / (gain) (7)       1.1       0.2         EBITDA (8)       \$54.0       \$62.9         Sponsors' fee       1.1       0.0         One-time corporate transaction costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         One-time corporate transaction costs       0.0       0.0         Acquired fig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.0         Other (10)       0.0       0.0       0.1         Other (10)       3	\$426.9	\$460.3	\$605.4	
Other operating expenses         8.1         10.0           Rig operating expenses         \$66.7         \$77.7           Shore-based expenses         \$79         8.4           Total operating and maintenance expenses (2)         \$74.6         \$86.1           Corporate G&A (3)         \$11.4         \$11.3           Provision / (reversal) for doubtful accounts         (4.6)         (0.3)           Sponsors' fee (4)         1.1         0.0           Share-based compensation expense, net of forfeitures (5)         0.2         0.0           One-time corporate transaction costs (6)         0.0         0.1           Total general & administrative expenses         \$8.1         \$11.1         0.2           Sponsors' fee         1.1         0.2         0.0           Other, net expense / (gain) (7)         1.1         0.2         0.0           Sponsors' fee         1.1         0.0         \$4.2.9           Sponsors' fee         0.1         1.1         0.0           Share-based compensation expense, net of forfeitures         0.2         0.0           Acquired rig reactivation costs (9)         2.1         1.2           One-time corporate transaction costs         0.0         0.0           Other (10)         0.0	\$115.9	\$138.4	\$184.9	
Rig operating expenses         \$66.7         \$77.7           Shore-based expenses         7.9         8.4           Total operating and maintenance expenses (2)         \$74.6         \$86.1           Corporate G&A (3)         \$11.4         \$11.3           Provision / (reversal) for doubtful accounts         (4.6)         (0.3)           Sponsors' fee (4)         1.1         0.0           One-time corporate transaction costs (6)         0.0         0.1           Total general & administrative expenses         \$8.1         \$11.1           Other, net expense / (gain) (7)         1.1         0.2           EBITDA (8)         \$54.0         \$62.9           Sponsors' fee         1.1         0.0           Share-based compensation expense, net of forfeitures         0.2         0.0           Acquired rig reactivation costs (9)         2.1         1.2           One-time corporate transaction costs         0.0         0.1           Other (10)         0.0         0.0         0           Total adjustments         3.4         1.3         4           Adjusted EBITDA (8)         \$57.4         \$66.2         \$67.5           Effective utilization (13)         \$33.7         35.1         \$42%         40% </td <td>52.3</td> <td>67.5</td> <td>114.2</td>	52.3	67.5	114.2	
Shore-based expenses         7.9         8.4           Total operating and maintenance expenses (2)         \$74.6         \$86.1           Corporate G&A (3)         \$11.4         \$11.3           Provision / (reversal) for doubtful accounts         (4.6)         (0.3)           Sponsors' fee (4)         1.1         0.0           One-time corporate transaction costs (6)         0.0         0.1           Total general & administrative expenses         \$8.1         \$11.1           Other, net expense / (gain) (7)         1.1         0.2           EBITDA (8)         \$54.0         \$62.9           Sponsors' fee         1.1         0.0           Share-based compensation expense, net of forfeitures         0.2         0.0           Acquired rig reactivation costs (9)         2.1         1.2           One-time corporate transaction costs         0.0         0.1           Other (10)         0.0         0.0         0.0           Total adjustments         3.4         1.3         4           Adjusted EBITDA (8)         \$57.4         \$64.2         40%           Operating Data:         Average marketable rigs (11)         33.7         35.1           Average marketable rigs (11)         \$58%         70%	23.8	32.2	33.8	
Total operating and maintenance expenses (2)       \$74.6       \$86.1         Corporate G&A (3)       \$11.4       \$11.3         Provision / (reversal) for doubtful accounts       (4.6)       (0.3)         Sponsors' fee (4)       1.1       0.0         Share-based compensation expense, net of forfeitures (5)       0.2       0.0         One-time corporate transaction costs (6)       0.0       0.1         Total general & administrative expenses       \$8.1       \$11.1         Other, net expense / (gain) (7)       1.1       0.2         EBITDA (8)       \$554.0       \$62.9         Sponsors' fee       1.1       0.0         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         One-time corporate transaction costs       0.0       0.1         Other (10)       0.0       0.0       0.1         Total adjustments       3.4       1.3       4.3         Adjusted EBITDA (8)       \$57.4       \$564.2       \$67.5         Effective utilization (13)       58%       70%       70%         Operating Data:       Average marketable rigs (11)       33.7       35.1         Average dayrate (in thousands) (12)	\$192.0	\$238.1	\$332.9	
Corporate G&A (3)\$11.4\$11.3Provision / (reversal) for doubtful accounts(4.6)(0.3)Sponsors' fee (4)1.10.0Share-based compensation expense, net of forfeitures (6)0.20.0One-time corporate transaction costs (6)0.00.1Total general & administrative expenses\$8.1\$11.1Other, net expense / (gain) (7)1.10.2EBITDA (6)\$54.0\$62.9Sponsors' fee1.10.0Share-based compensation expense, net of forfeitures0.20.0Acquired rig reactivation costs (9)2.11.2One-time corporate transaction costs0.00.1Other (10)0.00.00.1Total adjustments3.41.3Adjusted EBITDA (8)\$57.4\$64.2Average marketable rigs (11)\$71.6\$67.5Effective utilization (13)58%70%Capital expenditures and deferred costs :\$9.1\$11.2Contract preparation (15) $4.8$ 2.9Marketable rigs\$13.9\$14.1Fleet spares and others (16)(0.5)3.9	24.2	25.4	34.5	
Provision / (reversal) for doubtful accounts       (4.6)       (0.3)         Sponsors' fee (4)       1.1       0.0         Share-based compensation expense, net of forfeitures (5)       0.2       0.0         One-time corporate transaction costs (6)       0.0       0.1       -         Total general & administrative expenses       \$8.1       \$11.1       0.0         Other, net expense / (gain) (7)       1.1       0.2       0.0         EBITDA (8)       \$54.0       \$62.9         Sponsors' fee       1.1       0.0         Share-based compensation expense, net of forfeitures       0.2       0.0         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         Other (10)       0.0       0.0       0.0         Total adjustments       3.4       1.3       -         Adjusted EBITDA (8)       \$57.4       \$64.2       -         Adjusted EBITDA (8)       \$71.6       \$67.5       -         Capital adjustments       33.7       35.1       -         Average marketable rigs (11)       \$71.6       \$67.5       -         Average dayrate (in thousands) (12)       \$71.6       \$67.5       -     <	\$216.2	\$263.6	\$367.4	
Sponsors' fee (4)       1.1       0.0         Share-based compensation expense, net of forfeitures (5)       0.2       0.0         One-time corporate transaction costs (6)       0.0       0.1         Total general & administrative expenses       \$8.1       \$11.1       0.2         Other, net expense / (gain) (7)       1.1       0.2       0.0         EBITDA (8)       \$54.0       \$62.9         Sponsors' fee       1.1       0.0         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         Other (10)       0.0       0.0         Total adjustments       3.4       1.3         Adjusted EBITDA (8)       \$57.4       \$64.2         Adjusted EBITDA (8)       \$3.7       35.1         Average marketable rigs (11)       33.7       35.1         Average dayrate (in thousands) (12)       \$71.6       \$67.5         Effective utilization (13)       58%       70%         Capital expenditures and deferred costs :       Regulatory and capital maintenance (14)       \$9.1       \$11.2	\$32.0	\$33.3	\$45.1	
Share-based compensation expense, net of forfeitures (5)       0.2       0.0         One-time corporate transaction costs (6)       0.0       0.1         Total general & administrative expenses       \$8.1       \$11.1         Other, net expense / (gain) (7)       1.1       0.2         EBITDA (8)       \$54.0       \$62.9         Sponsors' fee       1.1       0.0         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         Other (10)       0.0       0.0       0.0         Total adjustments       3.4       1.3       4         Adjusted EBITDA (8)       \$57.4       \$64.2       4         Adjusted EBITDA (8)       \$3.7       35.1         Average marketable rigs (11)       33.7       35.1         Average dayrate (in thousands) (12)       \$71.6       \$67.5         Effective utilization (13)       58%       70%         Capital expenditures and deferred costs :       Regulatory and capital maintenance (14)       \$9.1       \$11.2         Contract preparation (15)       4.8<	(4.8)	(0.3)	(1.0)	
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Total general & administrative expenses       \$8.1       \$11.1         Other, net expense / (gain) (7)       1.1       0.2         EBITDA (8)       \$54.0       \$62.9         Sponsors' fee       1.1       0.0         Acquired rig reactivation expense, net of forfeitures       0.2       0.0         Acquired rig reactivation costs (9)       2.1       1.2         One-time corporate transaction costs       0.0       0.1         Other (10)       0.0       0.0         Total adjustments       3.4       1.3         Adjusted EBITDA (8)       \$57.4       \$64.2         Adjusted EBITDA (8)       \$57.4       \$64.2         Adjusted EBITDA (8)       \$3.7       35.1         Average marketable rigs (11)       33.7       35.1         Average dayrate (in thousands) (12)       \$71.6       \$67.5         Effective utilization (13)       58%       70%         Capital expenditures and deferred costs :       Regulatory and capital maintenance (14)       \$9.1       \$11.2         Contract preparation (16)       4.8       2.9       \$14.1       \$14.1         Fleet spares and others (16)       (0.5)       3.9       \$14.1	0.6	11.3	11.5	
Other, net expense / (gain) (7)1.10.2EBITDA (8)\$54.0\$62.9Sponsors' fee1.10.0Share-based compensation expense, net of forfeitures0.20.0Acquired rig reactivation costs (9)2.11.2One-time corporate transaction costs0.00.1Other (10)0.00.0Total adjustments $3.4$ $1.3$ Adjusted EBITDA (8) $$57.4$ $$64.2$ Adjusted EBITDA (9) $$257.4$ $$64.2$ Adjusted EBITDA margin $42\%$ $40\%$ Operating Data: Average dayrate (in thousands) (12) $$71.6$ $$67.5$ Effective utilization (13) $58\%$ $70\%$ Capital expenditures and deferred costs : Regulatory and capital maintenance (14) $$9.1$ $$11.2$ Contract preparation (15) $4.8$ $2.9$ Marketable rigs $$13.9$ $$14.1$ Fleet spares and others (16) $(0.5)$ $3.9$	0.0	4.0	4.0	
EBITDA (8)\$54.0\$62.9Sponsors' fee1.10.0Share-based compensation expense, net of forfeitures0.20.0Acquired rig reactivation costs (9)2.11.2One-time corporate transaction costs0.00.1Other (10)0.00.0Total adjustments $3.4$ 1.3Adjusted EBITDA (8) $$57.4$ $$64.2$ Adjusted EBITDA (9) $42\%$ $40\%$ Operating Data: $$71.6$ $$67.5$ Average marketable rigs (11) $$33.7$ $35.1$ Average dayrate (in thousands) (12) $$71.6$ $$67.5$ Effective utilization (13) $$8\%$ $70\%$ Capital expenditures and deferred costs : $$9.1$ $$11.2$ Contract preparation (15) $4.8$ $2.9$ Marketable rigs $$13.9$ $$14.1$ Fleet spares and others (16) $(0.5)$ $3.9$	\$31.2	\$50.5	\$63.0	
Sponsors' fee1.10.0Share-based compensation expense, net of forfeitures0.20.0Acquired rig reactivation costs (9)2.11.2One-time corporate transaction costs0.00.1Other (10)0.00.0Total adjustments $3.4$ 1.3Adjusted EBITDA (8) $$57.4$ $$64.2$ Adjusted EBITDA margin $42\%$ $40\%$ Operating Data: $$71.6$ $$67.5$ Average marketable rigs (11) $$58\%$ $70\%$ Capital expenditures and deferred costs : $$9.1$ $$11.2$ Contract preparation (15) $$4.8$ $2.9$ Marketable rigs $$13.9$ $$14.1$ Fleet spares and others (16) $(0.5)$ $3.9$	1.9	(0.7)	0.3	
Share-based compensation expense, net of forfeitures $0.2$ $0.0$ Acquired rig reactivation costs (9) $2.1$ $1.2$ One-time corporate transaction costs $0.0$ $0.1$ Other (10) $0.0$ $0.0$ Total adjustments $3.4$ $1.3$ Adjusted EBITDA (8) $3.4$ $1.3$ Adjusted EBITDA margin $42\%$ $40\%$ Operating Data: $42\%$ $40\%$ Average marketable rigs (11) $33.7$ $35.1$ Average dayrate (in thousands) (12) $\$71.6$ $\$67.5$ Effective utilization (13) $58\%$ $70\%$ Capital expenditures and deferred costs : $\$9.1$ $\$11.2$ Regulatory and capital maintenance (14) $\$9.1$ $\$11.2$ Contract preparation (15) $4.8$ $2.9$ Marketable rigs $\$13.9$ $\$14.1$ Fleet spares and others (16) $(0.5)$ $3.9$	\$177.5	\$146.9	\$174.6	
Acquired rig reactivation costs (9)2.11.2One-time corporate transaction costs0.00.1Other (10)0.00.0Total adjustments $3.4$ 1.3Adjusted EBITDA (8)\$57.4\$64.2Adjusted EBITDA margin42%40%Operating Data: Average marketable rigs (11) Average dayrate (in thousands) (12)\$71.6\$67.5Effective utilization (13)58%70%Capital expenditures and deferred costs : Regulatory and capital maintenance (14) Marketable rigs\$9.1\$11.2Contract preparation (15) Marketable rigs $4.8$ \$13.92.9Marketable rigs\$13.9\$14.1Fleet spares and others (16) $(0.5)$ \$3.93.9	3.4	2.3	3.4	
One-time corporate transaction costs $0.0$ $0.1$ Other (10) $0.0$ $0.0$ Total adjustments $3.4$ $1.3$ Adjusted EBITDA (8) $$57.4$ $$64.2$ Adjusted EBITDA margin $42\%$ $40\%$ Operating Data: Average marketable rigs (11)Average dayrate (in thousands) (12) $$71.6$ Effective utilization (13) $58\%$ Capital expenditures and deferred costs : Regulatory and capital maintenance (14) $$9.1$ Cintract preparation (15) $4.8$ Marketable rigs $$11.2$ Fleet spares and others (16) $(0.5)$	0.6	11.3	11.5	
Other (10) $0.0$ $0.0$ Total adjustments $3.4$ $1.3$ Adjusted EBITDA (8) $\$57.4$ $\$64.2$ Adjusted EBITDA margin $42\%$ $40\%$ Operating Data: Average marketable rigs (11) $33.7$ $35.1$ Average dayrate (in thousands) (12) $\$71.6$ $\$67.5$ Effective utilization (13) $58\%$ $70\%$ Capital expenditures and deferred costs : Regulatory and capital maintenance (14) $\$9.1$ $\$11.2$ Contract preparation (15) $4.8$ $2.9$ Marketable rigs $\$13.9$ $\$14.1$ Fleet spares and others (16) $(0.5)$ $3.9$	2.1	3.3	19.0	
Total adjustments3.41.3Adjusted EBITDA (8)\$57.4\$64.2Adjusted EBITDA margin42%40%Operating Data: Average marketable rigs (11)33.735.1Average dayrate (in thousands) (12)\$71.6\$67.5Effective utilization (13)58%70%Capital expenditures and deferred costs : Regulatory and capital maintenance (14)\$9.1\$11.2Contract preparation (15)4.82.9Marketable rigs\$13.9\$14.1Fleet spares and others (16)(0.5)3.9	0.0	4.0	4.0	
Adjusted EBITDA (8)\$57.4\$64.2Adjusted EBITDA margin42%40%Operating Data: Average marketable rigs (11)33.735.1Average dayrate (in thousands) (12)\$71.6\$67.5Effective utilization (13)58%70%Capital expenditures and deferred costs : Regulatory and capital maintenance (14)\$9.1\$11.2Contract preparation (15)4.82.9Marketable rigs\$13.9\$14.1Fleet spares and others (16)(0.5)3.9	0.0	0.4	0.4	
Adjusted EBITDA margin       42%       40%         Operating Data:       33.7       35.1         Average marketable rigs (11)       33.7       35.1         Average dayrate (in thousands) (12)       \$71.6       \$67.5         Effective utilization (13)       58%       70%         Capital expenditures and deferred costs :       89.1       \$11.2         Regulatory and capital maintenance (14)       \$9.1       \$11.2         Contract preparation (15)       4.8       2.9         Marketable rigs       \$13.9       \$14.1         Fleet spares and others (16)       (0.5)       3.9	6.1	21.3	38.3	
Operating Data:         Average marketable rigs (11)         Average marketable rigs (11)         Average dayrate (in thousands) (12)         \$71.6         \$67.5         Effective utilization (13)         Capital expenditures and deferred costs :         Regulatory and capital maintenance (14)         Contract preparation (15)         Marketable rigs         \$11.2         Gontract preparation (15)         Marketable rigs         \$13.9         \$14.1         Fleet spares and others (16)	\$183.6	\$168.2	\$212.9	
Average marketable rigs (11)       33.7       35.1         Average dayrate (in thousands) (12)       \$71.6       \$67.5         Effective utilization (13)       58%       70%         Capital expenditures and deferred costs :       89.1       \$11.2         Contract preparation (15)       4.8       2.9         Marketable rigs       \$13.9       \$14.1         Fleet spares and others (16)       (0.5)       3.9	43%	37%	35%	
Average dayrate (in thousands) (12)       \$71.6       \$67.5         Effective utilization (13)       58%       70%         Capital expenditures and deferred costs :       89.1       \$11.2         Contract preparation (15)       4.8       2.9         Marketable rigs       \$13.9       \$14.1         Fleet spares and others (16)       (0.5)       3.9				
Effective utilization (13)58%70%Capital expenditures and deferred costs : Regulatory and capital maintenance (14)\$9.1\$11.2Contract preparation (15)4.82.9Marketable rigs\$13.9\$14.1Fleet spares and others (16)(0.5)3.9	32.6	35.0	35.0	
Capital expenditures and deferred costs :         Regulatory and capital maintenance (14)         \$9.1         Contract preparation (15)         4.8         2.9         Marketable rigs         \$13.9         \$14.1         Fleet spares and others (16)	\$69.5	\$68.4	\$69.5	
Regulatory and capital maintenance (14)         \$9.1         \$11.2           Contract preparation (15)         4.8         2.9           Marketable rigs         \$13.9         \$14.1	64%	67%	64%	
Regulatory and capital maintenance (14)         \$9.1         \$11.2           Contract preparation (15)         4.8         2.9           Marketable rigs         \$13.9         \$14.1           Fleet spares and others (16)         (0.5)         3.9				
Contract preparation (15)         4.8         2.9           Marketable rigs         \$13.9         \$14.1           Fleet spares and others (16)         (0.5)         3.9	\$20.2	\$32.3	\$47.1	
Marketable rigs         \$13.9         \$14.1           Fleet spares and others (16)         (0.5)         3.9	9.6	\$15.3	19.4	
	\$29.8	\$47.6	\$66.5	
	0.0	8.0	11.0	
	\$29.8	\$55.6	\$77.5	
	00.0			
Newbuilds (17)         0.3         0.0           Apprinting (13)         74.5         74.5	92.2	0.0	0.0	
Acquisitions (18) 78.1 74.5	228.9	83.0	107.3	
Total capital expenditures and deferred costs   \$91.8   \$92.5	\$350.9	\$138.6	\$184.8	

The following table reconciles the cash payment for additions to property and equipment and changes in deferred costs, net to total capital expenditures and deferred costs:

Cash payments for additions to property and equipment Net change in accrued but unpaid additions to property and equipment	\$78.7 (0.7) \$78.0	\$76.4 <u>1.7</u> \$78.1	\$248.5 (1.7) \$246.8	\$90.6 (2.4) \$88.2	\$95.9 3.9 \$99.8
Add: Asset addition related to sale and leaseback transactions Total Capital expenditures	0.0 \$78.0	0.0	76.3 \$323.1	0.0 \$88.2	0.0 \$99.8
Changes in deferred costs, net Add: Amortization of deferred costs Total deferred costs	(\$1.6) <u>15.4</u> \$13.8	(\$9.2) 23.6 \$14.4	(\$20.9) 48.7 \$27.8	(\$13.5) 64.0 \$50.5	\$5.1 79.9 \$85.0
Total capital expenditures and deferred costs	\$91.8	\$92.5	\$350.9	\$138.6	\$184.8

(In US\$ millions, except rig numbers, average dayrate and marketed utilization) (percentages and figures may include rounding differences)



#### **Non-GAAP Financial Measures**

The above Financial Report reflects certain US generally accepted accounting principles ("GAAP") and non-US GAAP financial measures to evaluate the performance of our business. We believe the non-US GAAP financial measures we use are useful in assessing our historical and future performance throughout the commodity price cycles that have characterized our industry since our inception.

(1) "Revenue" includes all revenues earned over the period including: (a) integrated drilling service contract dayrates, (b) other operating revenue such as mobilization and contract preparation fees amortized over the firm contract term, demobilization, contract termination fees, contractual operational incentive bonus and revenue provisions and (c) others which mainly include recharge revenue for client requested services and materials.

(2) "Operating and maintenance expenses" consist of Rig "Personnel expenses", "Maintenance expenses", "Other operating expenses" and shore-based offices expenses. "Personnel expenses" include compensation, transportation, training and catering costs for rig crews. Such expenses vary from country to country reflecting the combination of expatriates and nationals, local market rates, unionized trade arrangements, local law requirements regarding social security, payroll charges and end of service benefit payments. "Maintenance expenses" relate to maintaining our rigs in operation, including the associated freight and customs duties, which are not capitalized nor deferred. Such expenses do not directly extend the rig life or increase the functionality of the rig. "Other operating expenses" include all remaining operating expenses such as insurance, professional services, equipment rental and other miscellaneous costs.

(3) "Corporate G&A" as used herein include corporate general & administrative expenses, excluding the share-based compensation expense, the Sponsors' fee, one-time corporate transaction costs and provision/(release) for doubtful accounts.

(4) "Sponsors' fee" represents the fixed annual fees payable to the Sponsors under a Management Agreement as a privately held company for providing business, organizational, strategic, financial and other advisory services.

(5) "Share-based compensation expense, net of forfeitures" is recognized as general and administrative expense in the consolidated statements of operations under US GAAP.

(6) "One-time corporate transaction costs" represent certain one-off corporate transaction costs

(7) "Other, net expense / (gain)" as used herein is composed of currency exchange loss / (gain), tax indemnities and vendor discounts.

(8) "EBITDA" as used herein represents revenue less: operating and maintenance expenses, Corporate G&A, provision for doubtful accounts, sponsors' fee, share-based compensation expense, net of forfeitures, and other, net expense/(gain), and excludes interest, income taxes, depreciation and amortization. "Adjusted EBITDA" as used herein represents EBITDA as adjusted for the exclusion of transaction costs, share-based compensation expense, net of forfeitures, sponsor's fee, acquired rig reactivation costs and, in certain periods, other specific items. These terms, as we define them, may not be comparable to similarly titled measures employed by other companies and are not a measure of performance calculated in accordance with US GAAP. EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, net income or other income or cash flow statement data prepared in accordance with US GAAP.

We believe that EBITDA and Adjusted EBITDA are useful because they are widely used by investors in our industry to measure a company's operating performance without regard to items such as interest expense, income tax expense (benefit), depreciation and amortization and non-recurring expenses (benefits), which can vary substantially from company to company. EBITDA and Adjusted EBITDA have significant limitations, such as not reflecting our cash requirements for capital expenditures and deferred costs, contractual commitments, working capital, taxes or debt service.

Our management uses EBITDA and Adjusted EBITDA for the reasons stated above. In addition, our management uses Adjusted EBITDA in presentations to our Board of Directors to provide a consistent basis to measure operating performance of management; as a measure for planning and forecasting overall expectations; for evaluation of actual results against such expectations; and in communications with equity holders, lenders, note holders, rating agencies and others concerning our financial performance.

(9) "Acquired rig reactivation costs" represent the expenditures accounted for as operating expenses in accordance with US GAAP, which were incurred in connection with the reactivation of stacked or idle rigs acquired with the specific intention to reactivate and deploy.

(10) "Other" are defined as any other extraordinary, non-recurring or unusual gains or losses.

(11) "Marketable rigs" are defined as the total number of rigs that are operating or are available to operate, which excludes stacked rigs, rigs undergoing reactivation projects, rigs under non-drilling contracts and newbuild rigs under construction.

(12) "Average dayrate" is defined as the average contract dayrate earned by marketable rigs over the reporting period excluding amortization of lump sum mobilization fees, contract preparation and capital expenditure reimbursements, recharges, bonuses and other revenue.

(13) "Effective utilization" is defined as the actual number of calendar days during which marketable rigs generate dayrate revenues divided by the maximum number of calendar days during which those same rigs could have generated dayrate revenues.

(14) "Regulatory and capital maintenance" includes major overhauls, regulatory costs, general upgrades and sustaining capital expenditures on rigs in operation.

(15) "Contract preparation" includes specific upgrade, mobilization and preparation costs associated with a customer contract. It excludes contract preparation costs associated with reactivation projects (such amounts are included under "Reactivation projects").

(16) "Fleet Spares and Others" include: (i) acquisition and certification costs for the rig fleet spares pool which is allocated to specific rig expenditure as and when required by that rig which will result in an expenditure charge to that rig and a credit to Fleet spares and (ii) office and infrastructure expenditure.

(17) "Newbuilds" include all payments made under the construction contracts for the two newbuild jack-up rigs, internal costs associated with project management, machinery and equipment provided to the project by the Company and capitalized interest.

(18) "Acquisitions" include all capital expenditures and deferred costs associated with the acquisition and reactivation of premium jack-up rigs in 2017 and 2018.