

ANNUAL REPORT 2019



**SHELF  
DRILLING**



 **SHELF  
DRILLING**



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# OUR VISION





# IS TO BE THE INTERNATIONAL JACK-UP CONTRACTOR OF CHOICE

## OUR PRIORITIES

### Focus

Jack-up operations are our sole focus.

### Reliability

With safety and operational performance at the forefront of everything we do, we strive to create an environment where no one gets hurt.

### Relationships

Our goal is to develop long-term and mutually beneficial relationships with customers and suppliers. We provide development for our people to support their long-term career goals.

## OUR VALUES

### Protect

Protect yourself, your team, your asset and environment.

### Lead

We conduct business ethically, with responsibility and accountability.

### Execute

We consistently deliver outstanding performance for our customers, owners and other stakeholders.

# WHO WE ARE

**Shelf Drilling is a leading provider of jack-up contract drilling services with our rigs in operations across four core regions – MENAM (Middle East, North Africa & Mediterranean), Southeast Asia, India, and West Africa.**

Our strategy is to maintain a sole focus on shallow water drilling services, leverage decades of industry experience and an outstanding track-record to provide best-in-class drilling operations for our customers.

# TYPES OF JACK-UP RIGS

## 97% Marketed Utilization Across Fleet



### 9 x Premium

#### 89% Utilization

Demonstrated ability to invest and deploy

- Newbuilds: 2 (2014)
- Acquired Rigs: 5 (2017-2020)
- Newbuilds CJ46: 2 (2019)

### 3 x Major Upgrades

#### 100% Utilization

"Smart upgrades" to premium specification at fraction of cost

- Baltic (2015)
- Key Singapore (2015)
- Adriatic 1 (2014)

### 6 x Shallow Draft

#### 100% Utilization

Uniquely positioned to meet niche demand

- Arabian Gulf: 5
- Nigeria: 1

### 15 x Standard

#### 100% Utilization

Cost efficient and well suited for brownfield activity

- India & Egypt: 10
- Other Areas: 5

*9x Premium excludes 2x newbuild rigs under bareboat charter with China Merchants*

*15x Standard excludes 4x stacked jack-ups*

*As of March 2, 2020*

## KEY HIGHLIGHTS

**~3,400  
EMPLOYEES**

49 Nationalities  
11 Offices  
High National Content

**0.19  
TRIR  
FOR 2019**

Consistently lower than IADC average

**99.2%  
UPTIME  
FOR 2019**

>98.5% since inception

**>\$7  
BILLION**

of new contracts since inception

**2.8x  
BOOK TO BILL**

Ratio from \$1.7 billion of new contracts in 2019

**97%  
MARKETED  
UTILIZATION**

at year end 2019

**\$178  
MILLION**

Adjusted EBITDA for 2019

**>30%  
MARGIN**

Adjusted EBITDA Margin since inception

**\$206  
MILLION**

Total Liquidity at year end 2019

## ABOUT US

**“Execution of our strategy has resulted in superior performance and returns throughout the cycle”**

### **FIT-FOR-PURPOSE STRATEGY**

Since our inception in 2012, we have applied our “fit-for-purpose” strategy to enhance the performance of our business, people and processes, leveraging our sole focus on the shallow water segment and the decades of experience of our people with our customers, rigs and markets where we operate.



### **RIGHT ASSETS IN THE RIGHT LOCATIONS**



### **RIGHT-SIZED ORGANIZATION**



### **HIGH NATIONAL CONTENT**

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## INVESTMENT HIGHLIGHTS

### **Fit for Purpose Strategy**

- Differentiated strategy encompassing quality and positioning of fleet, performance of our people and processes and strong relationship with customers in markets where we operate
- Sole focus on shallow water drilling with low lifting costs and short-cycle times
- Adapted investing strategy to changes in market dynamics

### **World Class Jack-up Contractor**

- Proven track record of securing contracts and building backlog through the cycle
- Contracting outperformance across regions and asset classes in 2019
- Best-in-class operating platform and low-cost structure
- Sustained performance creates differentiation

### **Leading Position in Key Markets**

- Critical mass and significant market share in all core geographic regions

- Middle East, Southeast Asia and West Africa activity improving while India remains comparatively steady
- Predominantly NOC exposure

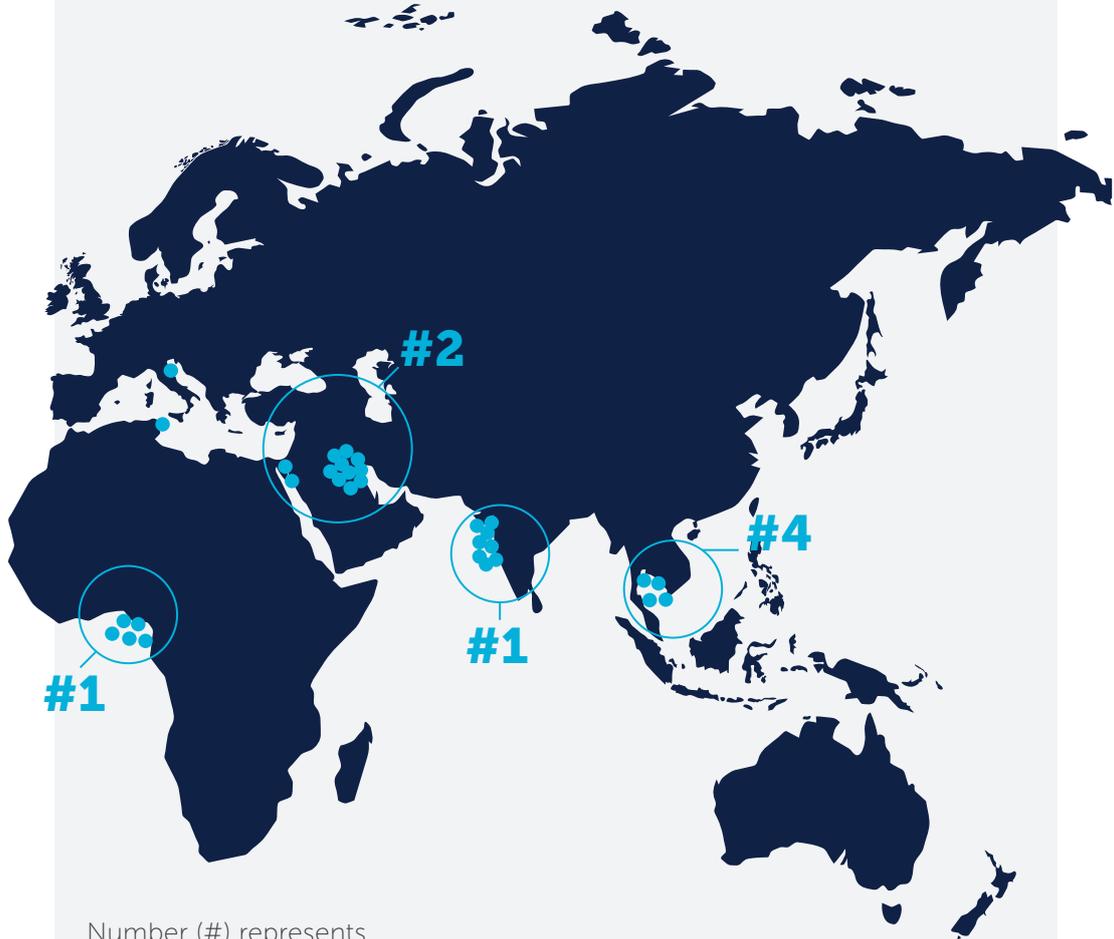
### **Solid Financial Run-way**

- Limited debt maturities until 2025 and strong current liquidity position
- Backlog provides revenue and margin visibility

### **Returns Focus**

- Track record of resilient margins, free cash flow generation and capital return
- Fleet transformation in recent years through creative, cost-effective transactions
- Significant cash flow potential in improving dayrate environment

# Where We Operate



Number (#) represents Shelf Drilling's operating position

<b>MENAM</b>	<b>16 Rigs</b>	<b>SOUTHEAST ASIA</b>	<b>4 Rigs</b>
<b>INDIA</b>	<b>8 Rigs</b>	<b>WEST AFRICA</b>	<b>5 Rigs</b>

Note: As of March 2, 2020. Not depicted on map 5x stacked rigs and 2x newbuild rigs under bareboat charter with China Merchants.

## CHAIRMAN'S STATEMENT

**"This past year was a period of tremendous progress for Shelf Drilling on many fronts. We remain focused on creating long term value for all of our stakeholders, including our shareholders."**

**While 2019 was a challenging year in the capital markets for the oilfield services sector, through a singular focus on shallow water markets and delivering exceptional service to our customers, Shelf Drilling achieved outstanding progress on a number of critical business drivers that has positioned the Company for success in 2020 and beyond.**



## To All Shareholders of Shelf Drilling, Ltd.:

While 2019 was a challenging year in the capital markets for the oilfield services sector, Shelf Drilling achieved outstanding progress on a number of critical business drivers that has positioned the Company for success in 2020 and beyond. By maintaining an exclusive focus on shallow water markets and delivering exceptional service to our customers, our operating results are poised to markedly improve over the next several years. We have seen a renewed focus by many customers to recognize and reward leading performance by their offshore providers. The dramatic improvement in our backlog and contract coverage in 2019 is a result of our singular focus on exceeding performance expectations and provides a platform and visibility for us to deliver improving business results in 2020 and beyond.

Our operational performance, as measured by Total Recordable Incident Rate for safety and uptime for service delivery, achieved the best ever results in the Company's history. The entire Shelf team is focused on delivering incident-free operations – even in a period such as the last half of 2019 when many rigs started new contracts. Ensuring everyone in our operations goes home each day safe and well is the most important thing we do, and it is especially notable that 19 of our rigs, including all our rigs in Nigeria, went the whole year without a recordable safety incident. My thanks go out to everyone involved in demonstrating that our vision of safe operations is achievable.

Our marketing performance was simply extraordinary. The award of 35 rig-years of work for four of our standard jack-ups in Saudi Arabia is testament to our commitment to exceeding customers' performance expectations. Over the last few years, we have further strengthened our ability to generate backlog and deliver value to our customers by opportunistically enhancing our fleet composition. With a marketed utilization at year end of 97% for Shelf Drilling and 85% for the jack-up industry as a whole, we are confident that we will continue to see improving fundamentals in 2020 and beyond.

Since inception, both the Board and Management have been focused on ensuring that Shelf Drilling conducts its business in a sustainable manner. We have included in this report details on our programs including measures that have been developed in accordance with the requirements of Sustainability Accounting Standards Board and other relevant standards. We recently completed a risk review in line with the Task Force on Climate-related Financial Disclosures. The results of this review were presented to the Board and the risks identified in the review are being integrated into our comprehensive risk management program. We will continue to enhance the level of detail in our reporting in future periods and will proactively report to all our stakeholders on our progress in reducing environmental and social risks in our business.

We completed the acquisition of two high-specification jack-up rigs from affiliates of China Merchants in 2019 and we were pleased to welcome their representatives to our Board. Following their previously announced departure, we would also like to thank Graham Brooke and Tyson Smith for their significant contribution to the Company's success over the past several years.

This past year was a period of tremendous progress for Shelf Drilling on many fronts. We remain focused on creating long term value for all of our stakeholders, including our shareholders. Notwithstanding the current pressure on the capital markets for offshore drilling, we have operated the business responsibly, capitalized our business to provide ample liquidity, and executed well for our customers to ensure longevity of operations. We believe these are key components to long term value creation for shareholders.

I would like to thank all of you for your continued support of Shelf Drilling.

**Ernie Danner**  
Chairman

**Important Notice:** Any market commentary in the Annual Report is as at March 2, 2020 or earlier if explicitly stated. As such, the Annual Report does not reflect any market events or changes after March 2, 2020.

## CHIEF EXECUTIVE OFFICER'S STATEMENT

**"With the significant improvements in utilization and contract coverage, we are confident that 2020 will deliver substantial improvements to our financial performance as we capitalize on the investments we made in 2019."**

**2019 was a remarkable year for Shelf Drilling where the continued focus on delivering safe and efficient operations for our customers was rewarded by an outstanding performance in the number and value of contract awards for both the standard and premium jack-up fleet. We set new benchmarks for our performance in safety, uptime and drilling efficiency and achieved the highest utilization in Q4 2019 for our fleet since Q1 2015.**



While our safety performance has consistently been industry leading, we were particularly pleased to achieve a Total Recordable Incident Rate of 0.19, significantly better than our previous low of 0.22 (in 2015) and the industry average of 0.63. For five continuous months of 2019 (and six in total), our entire fleet operated without a recordable safety incident. We made a similar step change in our efforts in protecting the environment with no major unplanned discharges to the sea for the full year 2019.

Our uptime performance achieved new highs with a full-year result of 99.2%, all the more remarkable given that we brought seven rigs into operations in the last three months of 2019, including the start-up of Shelf Drilling Scepter and Shelf Drilling Achiever. This uptime result is a clear demonstration of the quality and effectiveness of our people and maintenance programs as well as our ability to bring rigs seamlessly into operations.

Our operating performance reflects the dedication of our leadership teams and the commitment of our offshore rig crews to achieve our vision of incident free operations, near-perfect while protecting while protecting the environment at all times. We remain focused on continuing to further improve on this outstanding achievement in 2020 through rigorous planning for all tasks performed on our rigs. In addition, we are developing an integrated digital planning tool for our offshore crews that will further enhance the efficiency and reliability of the planning process to deliver predictable performance outcomes for our customers. This will be launched in 2020 through a pilot program developed for our operations with Chevron in Nigeria.

The confidence we shared in last year's annual report regarding the number of contracting opportunities has played out

even better than we predicted. Shelf Drilling was awarded more than 70 rig-years of new contract awards and extensions, including 35 rig-years to four of our standard rigs working in Saudi Arabia. The 29 contracts or contract extensions we signed was the highest number of awards since 2013 resulting in a firm contract backlog in excess of \$2.0 billion as of December 31, 2019 with a book to bill of 2.8 times for the full year 2019 and more than double the level at the end of 2018. 31 of our 32 rigs were under contract at year-end resulting in a marketed utilization of 97% versus an industry average of 85%. Several customers stated that operating performance was the key criteria in their selection of Shelf Drilling. Day-rates improved across all operating regions as global utilization continues to tighten.

Two newbuild premium CJ-46 jack-ups rigs, Shelf Drilling Achiever and Shelf Drilling Journey, were added to our fleet as a result of the transaction with affiliates of China Merchants in May 2019. The Achiever successfully started its maiden contract with Saudi Aramco in December 2019, and we see several near-term opportunities for the Journey within our existing geographic footprint. The recently acquired Shelf Drilling Scepter began its contract with Chevron in the Gulf of Thailand on an asset retirement project. This rig was heavily customized to deliver highly efficient plug and abandonment operations, a growing and important market for Shelf Drilling. In January 2020, we received a contract award for the Shelf Drilling Enterprise, a rig we acquired earlier that month. The Enterprise is currently undergoing contract preparation and customization and will commence operations alongside the Shelf Drilling Scepter in Q3 2020 on the same asset retirement project.

Our continued focus on aligning our costs to activity along with the outstanding operational performance mentioned above, ensured that we were able to deliver an Adjusted EBITDA margin in line with our expectations. Total revenue of \$576 million and Adjusted EBITDA of \$178 million for 2019 were 6% and 18%, respectively, below 2018, primarily as a result

of an increase in idle time between contracts on a number of rigs in Q2 and Q3 2019. We generated the year's highest level of revenue, Adjusted EBITDA and Adjusted EBITDA margin during Q4 2019, as seven new contracts commenced during the period.

With the significant improvements in utilization and contract coverage, we are confident that 2020 will deliver substantially better financial results as we capitalize on the investments we made in 2019. While we see attractive opportunities to acquire additional premium jack-up rigs at historically low prices, our near-term priority is bringing our actively marketed fleet to full utilization and generating positive cash flow for the business. Our confidence in the outlook for the Company is demonstrated by the share buyback program we launched in September 2019.

Since company inception in 2012, Shelf Drilling has been focused on running our business in a sustainable manner. We have included in this annual report our first Sustainability Report that provides a comprehensive description of how we run our business consistent with our ethical values and with respect for individuals, the environment and society. While we believe this report provides information consistent with the requirements of the Sustainability Accounting Standards Board (SASB), during 2020 we will continue to enhance the level of detail that we provide on our website and other media in order to meet our stakeholders' expectations.

I would like to thank our employees, customers, shareholders and other stakeholders for their support in what has been a transformational year for Shelf Drilling and positions us well to reap the benefits of the improving market for our jack-up services.

**David Mullen**  
Chief Executive Officer

### **Ernie Danner**

#### **Chairman of the Board**

Mr. Danner joined our board of directors in October 2013 and has served as Chairman of the board since November 2018. Since January 2018 Mr. Danner has served as an Operating Partner of SCF Partners, a private equity firm focused on oil service investments, which he joined in October 2012. Currently Mr. Danner serves as Chairman of the board of directors of Nine Energy Service, Inc., a NYSE listed company providing completion services to oil and gas producers in North America and Chairman of the board of directors of BCKK Engineering, Inc, a private company that designs, fabricates and installs natural gas processing plants in North America. Mr. Danner also serves as Chairman of the board of directors of Pipeline Plastics LLC, a manufacturer of HDPE pipe used mostly in the oil and gas space. Mr. Danner served as President and Chief Executive Officer of Exterran Holdings Inc. from July 2009 to October 2011 and as a member of its board of directors from 1998 to October 2011. He also served as President, Chief Executive Officer and a director of Exterran GP LLC the general partner of Exterran Partners L.P. Exterran was a global leader in natural gas compression products and services and a provider of equipment and solutions for processing, production, air emissions and water treatment to the energy sector with over 10,000 employees with operations in 30 countries. Mr. Danner has a Masters of Accounting and Bachelor of the Arts degree from Rice University.

### **David Mullen**

#### **Director and Chief Executive Officer**

Mr. Mullen has over 30 years' experience in the oil services business and has been our Chief Executive Officer since October 2012. Since April 2018, Mr. Mullen has served as an Independent Director of Subsea 7 S.A. From September 2010 to April 2011, Mr. Mullen was CEO of Wellstream Holdings PLC, a UK listed company that designed and manufactured subsea pipeline products and included as part of the product offering, subsea services and installation. From April 2008 to August 2010, Mr. Mullen served as Chief Executive Officer of Ocean Rig ASA, a Norwegian listed ultra-deep water drilling contractor. Prior to Ocean Rig ASA, Mr. Mullen also spent four years as a senior leader of Transocean Ltd. As Senior Vice President of Global Marketing, Business Development and M&A at Transocean Ltd., Mr. Mullen spearheaded marketing and strategic planning. Mr. Mullen had a 23-year career at Schlumberger, including as President of Oilfield Services for North and South America. Mr. Mullen received a B.A. in Geology & Physics from Trinity College Dublin and an M.Sc. degree in Geophysics from University College Galway.

## **John K. Castle**

### **Director**

Mr. Castle joined our board of directors in November 2012. Since 1987, Mr. Castle has served as Chairman and Chief Executive Officer of Castle Harlan, Inc. Currently, he is a member of the CPE Capital III Investment Committee (formerly known as CHAMP III). Mr. Castle served as chairman of Castle Connolly Medical Ltd. from 1991 until its sale in December 2018, and has served as Chairman and Chief Executive Officer of Branford Castle, Inc., a holding company, since 1986. Prior to forming Castle Harlan, Inc., Mr. Castle was President and Chief Executive of investment banking firm Donaldson, Lufkin & Jenrette, Inc. Mr. Castle is a board member of various private equity companies, and he has previously been a director of numerous private and public companies. He also served as a Director of the Equitable Life Assurance Society of the U.S. Mr. Castle is a Life Member of the Corporation of the Massachusetts Institute of Technology. Previously, he had served for 22 years as a Trustee of New York Medical College, including 11 of those years as Chairman of the board. Mr. Castle is a Trustee and Chairman of the Executive Committee of the St. Patrick's Cathedral in New York City and is a member of the Finance Council and various other entities associated with the Archdiocese of New York. From 2000 until March 2018, Mr. Castle was a Director of Castle Harlan Australian Mezzanine Partners Pty Ltd and a Director of CHAMP Group Holdings Pty Ltd, both part of the CHAMP Private Equity Group (now named CPE Capital). He has served on various visiting committees at Harvard University, including the Harvard Business School. Mr. Castle received his Bachelor's degree from the Massachusetts Institute of Technology, his M.B.A. as a Baker Scholar with High Distinction from Harvard University, and has four Honorary Doctorate Degrees of Humane Letters.

## **J. William Franklin, Jr.**

### **Director**

Mr. Franklin joined our board of directors in September 2012. He joined Lime Rock Partners in 2003 and was named a Managing Director in 2008. Currently based in Houston, Mr. Franklin has worked in the firm's Houston, Calgary, and Westport, Connecticut locations and has played a leadership role in the firm's investment efforts in the oilfield service and exploration and production sectors in North America and internationally. Before joining Lime Rock Partners, he had experience in private equity, energy company operations, and energy finance at Riverstone Holdings from 2000 to 2003, Simmons & Company International from 1996 to 1998, and Parker & Parsley Petroleum Company from 1995 to 1996. Mr. Franklin currently serves on the board of directors of AccessESP, Arsenal Resources, KSW Environmental and OilSERV. He previously served on a number of the boards of private equity backed oil and gas related companies. He is a graduate of the University of Texas at Austin (B.A., B.B.A.) and Harvard Business School (M.B.A.).

### **David B. Pittaway**

#### **Director**

Mr. Pittaway joined our board of directors in July 2015. Mr. Pittaway is Vice Chairman and Senior Managing Director of Castle Harlan and has been with the firm since its founding in 1987. Prior to joining Castle Harlan, Mr. Pittaway was Vice President for Strategic Planning and Assistant to the President of Donaldson, Lufkin & Jenrette, Inc. Before joining DLJ, he was a management consultant in strategic planning with Bain & Company in Boston, Mass., and previously was an attorney with Morgan, Lewis & Bockius, specializing in labor relations. He is a board member of Colyar Technology Solutions, Inc. and Caribbean Restaurants, LLC and has also served on the boards of multiple other Castle Harlan portfolio companies, including American Achievement Corporation, Stata Terminals Group N.V., Morton's Restaurant Group and United Malt Holdings Inc. He also serves as Vice Chairman of Branford Castle, Inc. and Branford Chain, Inc. He is also currently a board member of The Cheesecake Factory Inc. Mr. Pittaway's community interests include being a director of the Dystrophic Epidermolysis Bullosa Research of America. In addition, he served for twenty years in the United States Army Reserve and, upon retiring as a Major, he co-founded and acts as a director of the Armed Forces Reserve Family Assistance Fund, which provides needed support for families of American service members whose breadwinners are serving their country in overseas conflicts. He is a graduate of the University of Kansas (B.A. with Highest Distinction), and has both an M.B.A. with High Distinction (Baker Scholar) and a Juris Doctor degree from Harvard University.

### **John Reynolds**

#### **Director**

Mr. Reynolds joined our board of directors in September 2012 and is co-founder and a Managing Director of Lime Rock Partners. He joined Goldman Sachs in 1992 and spent six years in the Investment Research Department where he had senior analyst responsibility for global oil service sector research and was one of the top-rated analysts in the sector. He co-founded Lime Rock Partners in 1998. Based in Westport, Connecticut, Mr. Reynolds leads the Lime Rock Partners team's efforts in the global oilfield service sector. He currently serves on the board of directors of Blackjewel. He previously served on the board of directors of Archer, Eastern Drilling, EnerMech, Hercules Offshore, IPEC, Noble Rochford Drilling, Patriot Drilling, Revelation Energy, Roxar, Sensa, Tercel Oilfield Products, Tesco Corporation, Torch Offshore, and VEDCO Holdings. Mr. Reynolds is a graduate of Bucknell University (B.A.) and serves as a member of its Board of Trustees.

## **Benjamin Sebel**

### **Director**

Mr. Sebel joined our board of directors in November 2012. He is a Senior Advisor to Branford Castle Partners and was most recently a Managing Director at CHAMP Private Equity, having been with the firm from 2005 until 2014. Immediately prior, Mr. Sebel was a Managing Director at Castle Harlan for seven years, and is experienced in all aspects of private equity investment including deal origination, realizations and fundraising in both the United States and Australia. Immediately prior to joining Castle Harlan, Mr. Sebel worked at Goldman Sachs & Co. in its Capital Markets Group. Previously, Mr. Sebel spent two years as Special Advisor to the Hon. Nick Greiner AC, a former premier of New South Wales, and commenced his career in the Management Consulting Services Group of PricewaterhouseCoopers (Australia), where he also qualified as a Chartered Accountant. Mr. Sebel is currently Chairman of Rocking Horse Finance Group, Chairman of Gerard Lighting Group, Co-Fund Manager of Investec Emerging Companies Fund and a Director of IEF Funds Management Pty Ltd. Mr. Sebel was formerly on the board of Riverina Fresh Pty. Ltd., ATF Services, Centric Wealth Limited, Healthcare Australia Holdings Pty Limited, Study Group Pty Limited, United Malt Holdings, Ion Track, Inc., Associated Packaging Technologies, Inc., Equipment Support Services, Inc. and AdobeAir, Inc. Mr. Sebel holds a Bachelor of Commerce (First Class Honours) from the University of New South Wales, an M.B.A. from the Harvard Business School, and is a graduate of the Australian Institute of Company Directors.

## **Usama Trabulsi**

### **Director**

Mr. Trabulsi joined our board of directors in August 2017 and is a Managing Member of Integrated Renewable Energy Systems Ltd., a Saudi Arabia registered privately held limited liability company. Previously, he was the Chief Financial Controller (Deputy Minister Portfolio) of the Ministry of Petroleum and Mineral Resources, Riyadh, Saudi Arabia for over 14 years and the representative of the Minister of Petroleum and Mineral Resources to the Executive Committee, Auditing Committee and Compensation Committee of Saudi Aramco for over 13 years. Mr. Trabulsi has served on the board of directors of Arabian Oil Company from 1996 to 2003 and Arabian Oil Holdings, Inc. Japan from 2003 to 2007, in each case as the representative of the Saudi Government. In addition, Mr. Trabulsi served as the Chairman of the board of directors of "PEMREF" Petromin-Mobil Oil Refinery Company Ltd., a joint venture company between Petromin (the State-owned National Oil Company) and Mobil Oil Company from 1990 to 1993. Meanwhile, Mr. Trabulsi served as Executive Vice President for Operation and Marketing of SUMED Oil Pipelines Co., a joint venture company between Egypt, Saudi Arabia, Kuwait, UAE and Qatar. He received his B.A. in Economics and Political Science from the King Saud University in 1965 and received his M.B.A. from Michigan State University in 1970.

### **Hongyuan Wang**

#### **Director**

Mr. Wang joined our board of directors in June 2019 and is currently a deputy general manager of China Merchants ("CM") Industry Holdings. Mr. Wang worked in business development for the CM Group from 2003 to 2005, then in CM Holdings (International) Company Limited from 2005 to 2013, served as the assistant general manager of CM Food Supply Chain Management Co., Ltd. in 2014, and assistant to the director of the capital management department of CM Group from 2015 to 2016. Mr. Wang has extensive experience in strategic planning, mergers and acquisitions, capital operations and investments in offshore marine and shipping, port and bonded logistics, cold chain, and food supply chain management. Mr. Wang obtained a bachelor's degree in oceanic navigation and a master's degree in transportation & logistics management from Dalian Maritime University in the People's Republic of China in 1997 and 2004, respectively.

### **David Williams**

#### **Director**

Mr. Williams joined our board of directors in August 2017 and has served as Chairman of the Audit Committee since November 2018. He has served as the Chairman of PTL UK Topco Ltd since May 2019, Shepherd Group Ltd of York since 2014 and Tharsus Ltd of Newcastle upon Tyne since 2012. Previously, Mr. Williams was the Chairman of Ramco Ltd from March 2013 until January 2019, the Chairman of Frog Capital (previously known as Foursome Investments) for 13 years and the Interim Chief Executive Officer of Logstor Holdings A/S of Logstor, Denmark for two years. Prior to this, Mr. Williams was the Chairman, then Chief Executive, of Serimax Holdings SAS of Paris from June 2004 to June 2006 and June 2006 to October 2011, respectively. He also held several positions at 3i plc from 1985 to 2003, including regional managing director. Mr. Williams received a BSc (Hons) in Naval Architecture and Shipbuilding from the University of Newcastle upon Tyne in 1975, has a Certified Diploma in Accountancy and Finance and received an MSc from London Business School in 1985.

### **Menggui Zhang**

#### **Director**

Mr. Zhang joined our board of directors in June 2019 and is a co-founder and an executive Director of CMIC Ocean En-Tech Holding Co., Ltd. Mr. Zhang obtained his bachelor's degree in drilling engineering from the China University of Petroleum in 1982 and acquired his master's degree in petroleum engineering from the University of Alaska-Fairbanks in the USA in 1989. He then received an executive master's in business administration from China Europe International Business School in 2012. Mr. Zhang has 35 years of experience in the oil and gas industry. Prior to founding CMIC Ocean En-Tech, he worked for a subsidiary of China National Petroleum Corporation in China and for Cook Inlet Region Inc. in Alaska, USA. Mr. Zhang is a fellow within several industry associations and professional organizations, including the Society of Petroleum Engineers and the American Association of Drilling Engineers.



## EXECUTIVE OFFICERS

# EXECUTIVE OFFICERS



**David Mullen**  
Chief Executive Officer

Please see "Board of Directors" section for a description of Mr. Mullen's experience.



**William ("Kurt") Hoffman**  
Executive Vice President and Chief Operating Officer

Mr. Hoffman has worked on rigs around the world and has over 40 years' experience in the global oil and gas contract drilling industry. He joined Shelf Drilling in October 2012. From August 2009 to April 2011, Mr. Hoffman was Senior Vice President and Chief Operating Officer of Seahawk Drilling, a Houston and Gulf of Mexico-based jack-up drilling provider where he was responsible for the company's daily operations and strategic business plan implementation. From 1991 through August 2009, Mr. Hoffman spent 18 years with Noble Corporation where he held senior operational and executive roles, including Vice President of Worldwide Marketing, Vice President of Western Hemisphere Operations and President of Noble's engineering services divisions, Triton Engineering Services. Mr. Hoffman received a B.S. degree from Southwest Texas State University.



**Gregory O'Brien**  
Executive Vice President and Chief Financial Officer

Mr. O'Brien was appointed Executive Vice President and Chief Financial Officer in March 2016. Prior to his current role, Mr. O'Brien served as Director, Strategic Planning since 2014, in charge of Shelf Drilling's corporate development efforts. Mr. O'Brien joined Shelf Drilling from Lime Rock Partners, where he focused on oilfield services and exploration & production investment opportunities internationally. Before that, Mr. O'Brien held energy investment banking roles with J.P. Morgan and SunTrust Robinson Humphrey. Mr. O'Brien graduated from the McIntire School of Commerce at the University of Virginia in 2008.



## Ian Clark

### Executive Vice President

Mr. Clark has over 30 years' experience in the oil services business. Prior to joining Shelf Drilling in November 2012, Mr. Clark spent 12 years with Transocean Ltd. where he most recently served as Vice President of Human Resources and as part of its senior management team. Previous roles included Division Manager for Transocean Ltd.'s operations in Northeast Asia and also Managing Director for Nigeria. Before joining Transocean Ltd., Mr. Clark had a 20-year career with Schlumberger in various managerial, technical and marketing roles across Europe and Africa. Mr. Clark has a B.S. degree in Electrical and Electronic Engineering from Heriot Watt University in Edinburgh, Scotland and completed both the Advanced Management Program at Harvard Business School and the Financial Times Non-Executive Director Diploma.



## Dzul Bakar

### Vice President, General Counsel and Secretary

Mr. Bakar is Vice President, General Counsel and Secretary at Shelf Drilling since November 2012. Previously, Mr. Bakar served in a similar role as Associate General Counsel at Transocean Ltd. from April 2001 where he assumed various legal, governance, compliance and operational counsel responsibilities. Mr. Bakar has a strong background in international operations with over 25 years' experience covering the United States, Middle East and Asia. Prior to joining Transocean Ltd., Mr. Bakar had a six-year career with Schlumberger in a variety of legal roles of increasing responsibilities with postings in Singapore, Jakarta and Houston. At the beginning of his career, Mr. Bakar practiced professionally as an advocate and solicitor at a leading Malaysian law firm. Mr. Bakar graduated with combined degrees of Bachelor of Economics and Bachelor of Laws from the University of Tasmania and in 2011, completed an executive Management Acceleration Program at INSEAD Business School.

## TIMELINE AND KEY MILESTONES

### 2012

Signing of definitive agreement with Transocean

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Financing successfully closed: \$475 million bond + \$75 million term loan

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Establishment of Shelf Drilling

### 2013

Launch of proprietary IT & ERP systems

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Redemption of \$195MM preferred equity from initial acquisition

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Fleet achieves substantial independence, majority of rigs transferred to Shelf Drilling operational control

### 2014

Signing of 5-year contracts for four rigs in the Arabian Gulf with Saudi Aramco

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Signing of 5-year contracts with Chevron Thailand for two newbuild jack-up rigs – Shelf Drilling Chaophraya and Shelf Drilling Krathong

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Steel Cutting Ceremony in the UAE for the two newbuilds for Chevron Thailand

### 2015

Start-up of operations in UAE with ADNOC resulting in ten rigs in the Arabian Gulf

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Sale and leaseback transaction for the two newbuild jack-up rigs

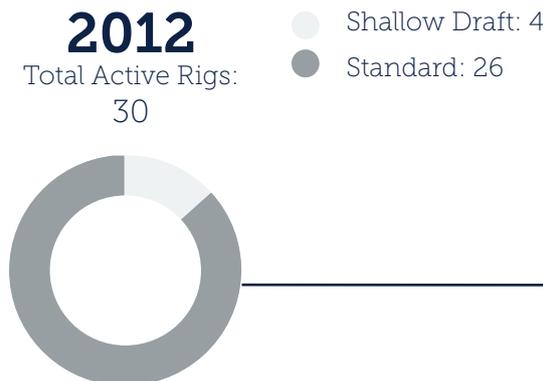
### 2016

Geographic expansion of our partnership with Chevron with commencement of a 2-year contract for their Nigeria operations

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First newbuild rig – Shelf Drilling Chaophraya, starts contract with Chevron Thailand

# OUR JOURNEY



**Strategic evolution**

## 2017

Completion of initial refinancing transaction including issuance of \$167 million preferred equity

Equity raise on Norwegian-OTC list to acquire three premium jack-ups

Second newbuild rig – Shelf Drilling Krathong, starts contract with Chevron Thailand

Contracts secured for all three acquired rigs

## 2018

Long-Term Refinancing of High-Yield (HY) Notes

RCF Extension and Long-Term Refinancing of Remaining Debt

Listing on Oslo Børs and Redemption of Preferred Equity

Purchase of Shelf Drilling Scepter

## 2019

Signing of transaction with China Merchants to acquire two newbuild CJ46 jack-ups

3-year contract award for first CJ46 jackup with Saudi Aramco

Shelf Drilling Scepter contracted with Chevron Thailand

Four rigs in India contracted in H2 2019, including three 3-year awards with ONGC

Launched share repurchase program

35 rig-years awarded for four rigs with Saudi Aramco

## 2020

Acquisition of Shelf Drilling Enterprise

21-month contract for Shelf Drilling Enterprise with Chevron Thailand

Long-term debt offering to finance acquisition and deployment of Shelf Drilling Enterprise

### of our Jack-up fleet



Total Active excludes 4x stacked jack-ups and 2x newbuild rigs under bareboat charter with China Merchants

# BOARD OF DIRECTORS' REPORT AND FINANCIAL STATEMENTS





Following a severe, multi-year downturn in the offshore drilling industry, we continued to see an improvement in demand and pricing for jack-up rig services across all of our markets. In 2019, Brent crude oil prices, a key driver of exploration, development and production activity, averaged in the mid-\$60 per barrel range. This was lower than the prices experienced in 2018 but was significantly above the 2016 levels, the lowest of the decade. Brent crude oil prices in 2019 were more stable and showed decreased volatility from prior years, indicating what we believe is a sustained recovery. In February 2020, Brent crude oil prices fell sharply to approximately \$50 per barrel due to a reduction in geopolitical tensions and the impact of curtailed economic activity due to the novel coronavirus, and these factors could continue to affect prices in the near-term.

### **Despite short-term volatility, Brent price level in the \$60-70/bbl range provides constructive backdrop for shallow water market**

We believe oil prices near the recent levels will continue to create a favorable backdrop for shallow water activity. Furthermore, we expect that dayrates and utilization improvements for jack-up rigs will outperform similar improvements for deepwater rigs due to the lower breakeven prices and shorter cycle times for workover and development programs in shallow water basins.

(Figure 1)

### **Recovery in jack-up utilization and dayrates is accelerating**

The global number of contracted jack-up rigs increased by 27% from 311 rigs in January 2017 to 394 rigs in February 2020 and surpassed the pre-downturn average of 381 rigs between 2006 and 2015. Marketed utilization for the industry went above 80% in February 2019 for the first time since 2015, and was 87% in February 2020. There has been an acceleration of activity since early 2018, which is expected to increase further in 2020. We believe that we are well positioned to benefit from a potential increase in demand for jack-up rig services due to our operating track record, our competitive low-cost structure and our existing geographic footprint.

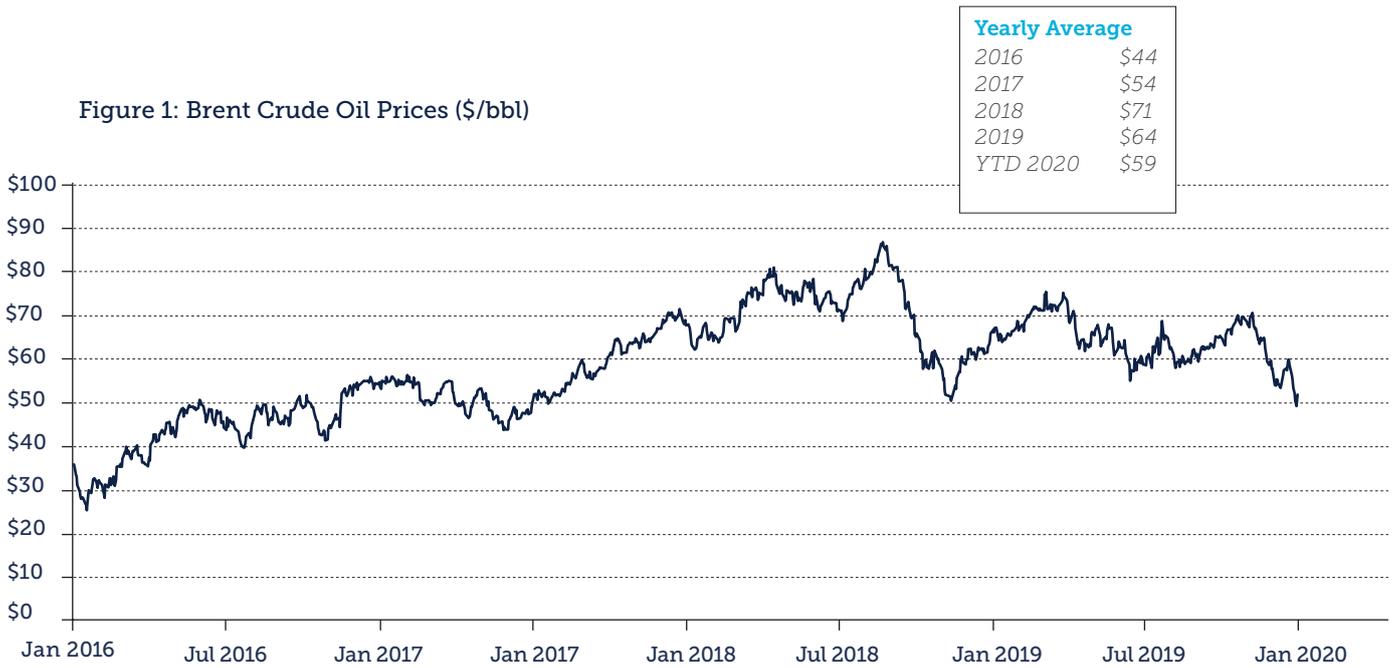
### **Significant recovery since January 2017**

### **Global demand has increased 27% surpassing long-term averages**

### **Marketed utilization up from <70% to 87% today**

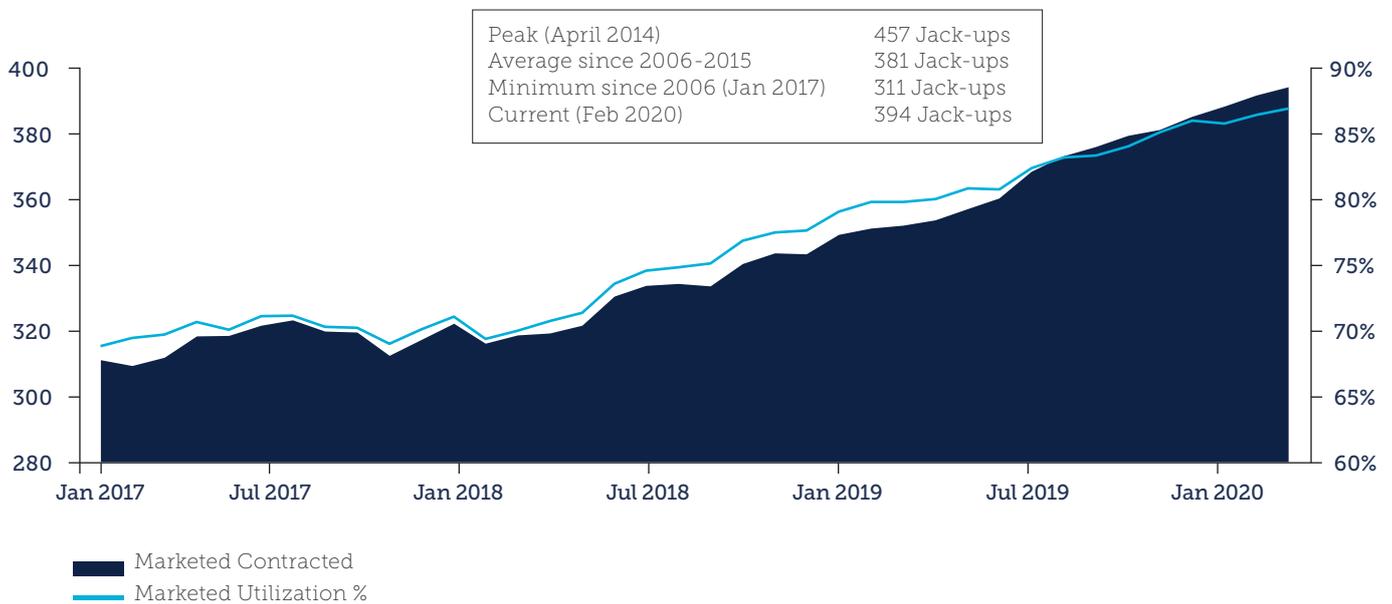
(Figure 2)

Figure 1: Brent Crude Oil Prices (\$/bbl)



Source: U.S. Energy Information Administration and Bloomberg websites, March 2, 2020

Figure 2: Global # of Contracted Jack-ups & Marketed Utilization



Source: IHS Petrodata, March 1, 2020

## Macro Overview

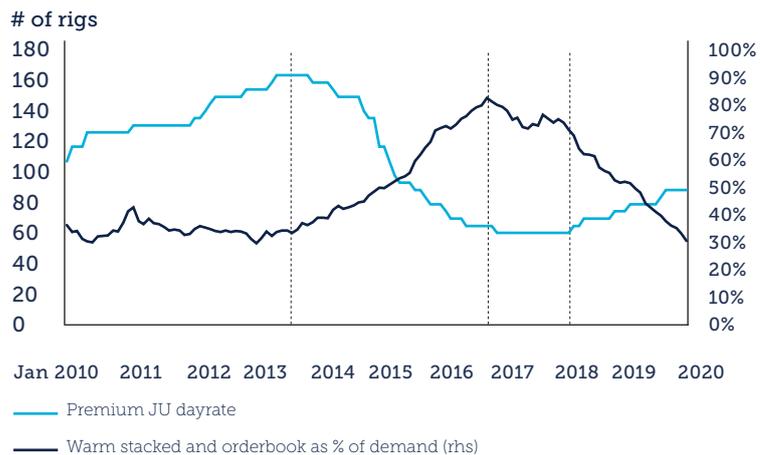
With further improvement in jack-up demand and reduction in the available supply recently, we are seeing significant improvement in dayrates in all asset classes and in all regions from the cyclical lows. Available supply overhang of jack-up rigs is back to pre-downcycle levels (2011-2014). As a strong historical correlation exists between available supply and spot dayrates, we expect this continued tightness in availability to lead to further improvement in dayrates. In fact, several of our recent awards represent an improvement in pricing relative to contracts signed in the prior year period.

### Indicative Spot Dayrates

Region	Mid 2018	Late 2019	% Change
Middle East	\$40-70k	\$65-95k	~45%
West Africa	\$60-75k	\$75-95k	~25%
SE Asia	\$45-60k	\$70-90k	~50%
India	\$25-30k	\$40-50k	~60%
Average	\$45-60k	\$65-80k	~40%

Source: Company estimates, March 2, 2020

### Relative Rig Availability and Dayrates



Source: Pareto Securities Equity Research, Rystad, February 2020

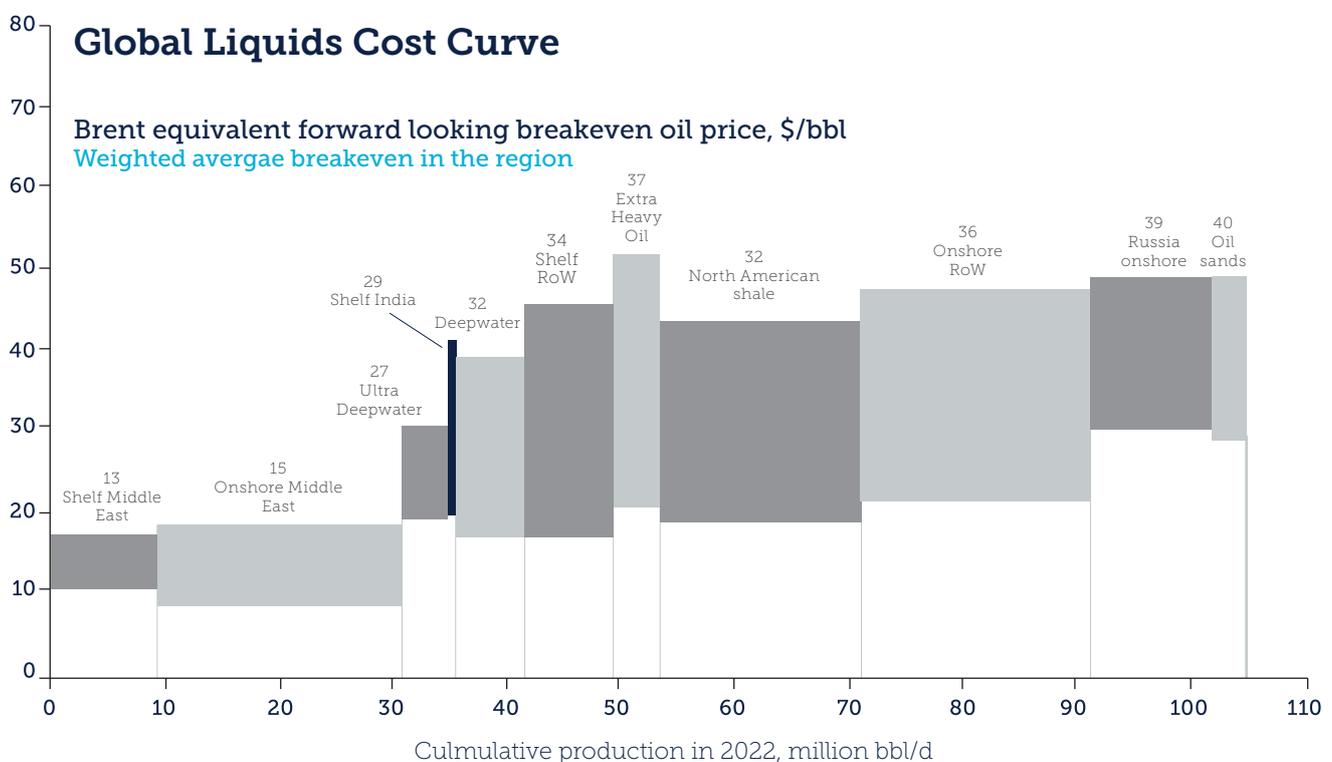
## Where We Work

### Sole focus on shallow water drilling

Shallow water production is a key source of global liquids production, representing 18% of total liquids production globally and 64% of total offshore production in 2019<sup>1</sup>. Shallow water projects offer relatively low breakeven prices and short cycle times as compared to other supply sources. The generally mature nature of shallow water basins also implies that the majority of lower-risk brownfield projects are located there. According to Rystad Energy, the brownfield projects comprise 70% of the work for the global jack-up market and are expected to have stronger rig demand growth compared to greenfield exploration and development projects. Additionally, decommissioning or plug and abandonment activity in certain shallow water geographies like Southeast Asia and India is on the rise. At 8,000 wells<sup>2</sup>, Southeast Asia currently has the largest number of mature wells globally with most of these operating in shallow waters.

**At Shelf Drilling, our strategy is to maintain a sole focus on shallow water drilling, a market characterized by low breakeven prices and short cycle times.**

At Shelf Drilling, our strategy is to maintain a sole focus on shallow water drilling. We have a leading position in Middle East and India where shallow water projects are among the lowest cost supply sources globally and, according to Rystad Energy, indicate an inventory of economically attractive shallow water projects in these regions for E&P companies. Also, we have significant exposure to lower-risk brownfield projects with 65% of our 2019 operations<sup>3</sup> being in this area. We are also involved in an increasing amount of decommissioning work or plug and abandon projects, especially in Thailand where we have a leading market position. 33% of our 2019 operations<sup>3</sup> were plug and abandonment projects. We believe that our sole focus will continue to allow for sustainable and long-term profitability across our fleet.



\* Break-evens calculated as of the current year. All historical cash flows are sunk, 10% discount rate  
Source: Rystad Energy research and analysis; Rystad Energy UCube, February 2019

<sup>1</sup>Rystad Energy UCube, 31 December 2019

<sup>2</sup>Rystad Energy, February 2020

<sup>3</sup>By number of wells

### **Operating in most active and promising markets**

As one of the largest jack-up rig operators in the world by number of active rigs, we have critical mass and significant market share in all our core geographic regions. Our sole focus on shallow water drilling allows us to optimize our size and scale, as well as concentrate our rigs in growing markets. (Figure 1)

### **Our core operating regions – Middle East, India, West Africa and Southeast Asia, represent approximately 59% of the global contracted jack-up fleet**

In the Middle East and India, our customer base is almost exclusively National Oil Companies (NOCs) which tend to take a longer-term approach to project development through commodity price cycles. We believe our focus on building relationships with NOCs has mitigated our exposure to the reduction of development activities by other oil and gas companies. The Middle East represents an increasing share of the contracted jack-up market, and India has remained comparatively steady since the beginning of the commodity price down-cycle in 2014. As of December 31, 2019, NOCs accounted for 77% of Shelf Drilling's total contract backlog. As second largest jack-up contractor in the Middle East (Saudi Arabia, UAE, Egypt, Bahrain, Italy), our fleet includes 16 marketable rigs, of which 15 rigs are contracted. In India, we have a leading market position with eight marketable rigs and 100% utilization.

### **NOCs in the Middle East have been steadily increasing activity – share of global contracted jack-up market increased from 15% in 2000 to 35% today**

(Figure 2)

West African jack-up market is experiencing an improvement in demand from both customer groups – independents (primarily Nigerian indigenous companies), and international oil companies (IOCs, across multiple countries), which has contributed to an increase in both utilization and dayrates. As of end of 2019, the number of contracted jack-ups in Nigeria had rebounded to 11 rigs, equivalent to the historical average between 2000 and 2013 and significantly higher than the trough of two rigs between 2015 and 2017. Several planned developments are expected to provide long-term rig demand in the region over the coming years and we believe that Shelf Drilling is well positioned for the activity growth owing to our scale of operations, efficient cost structure and compliance with the local content requirements. Shelf Drilling is the largest jack-up contractor in Nigeria with five rigs which are all under contract.

In Southeast Asia, Shelf Drilling has an anchor position with our two newbuilds operating in the Gulf of Thailand for Chevron. Each of these highly-customized, "fit-for-purpose" newbuild jack-up rigs is backed by a five-year contract. In 2019 and early 2020 we have further contracted two premium high-specification jack-ups rigs with Chevron in Thailand specifically for decommissioning work which is a growing market in the region. With our leading position and 100% utilization, Thailand is expected to remain a core focus area for Shelf Drilling and we believe that the activity in other Southeast Asian countries will improve over the next several years.

### **Given our strong market positions, and long-standing customer relationships in our core operating regions, we believe that we are well-positioned to benefit from an increase in shallow water drilling activity**

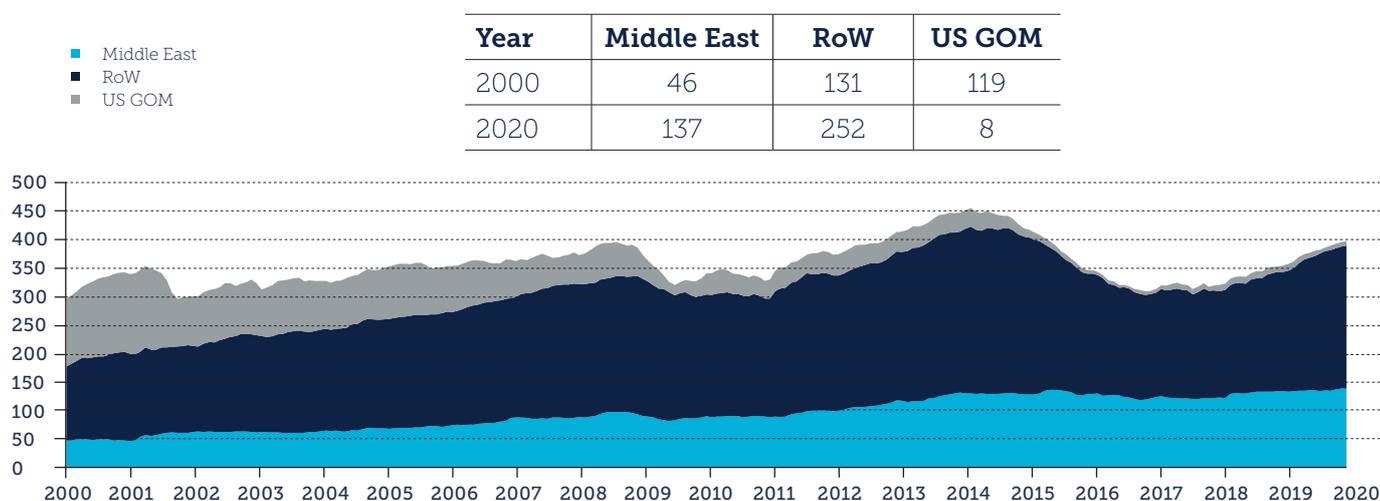
In addition to continued demand growth in our regions, jack-up rig counts significantly increased in Mexico and China providing further support for the improvement in global fundamentals

Figure 1: # of Contracted Jack-ups by Region

Regions	Contracted Jack-ups		% of Peak (Apr-14)	Change since Trough (Jan-17)	Marketed Utilization
	Dec-18	Dec-19			
Middle East	132	133	103%	15	86%
India	29	32	94%	-6	91%
West Africa	14	18	90%	11	100%
SE Asia	38	46	68%	19	90%
North Sea	34	35	74%	6	92%
China	42	52	173%	25	93%
US GOM	12	8	23%	1	50%
Mexico	19	33	62%	5	93%
<b>Sub-Total</b>	<b>320</b>	<b>356</b>	<b>86%</b>	<b>75</b>	<b>88%</b>
<b>Total</b>	<b>349</b>	<b>388</b>	<b>85%</b>	<b>77</b>	<b>86%</b>
<b>% of Total</b>	<b>92%</b>	<b>92%</b>	<b>-</b>	<b>98%</b>	<b>-</b>

Source: IHS Petrodata, December 31, 2019

Figure 2: Total Number of Contracted Jack-Ups Globally



Source: IHS Petrodata, March 2, 2020

## Safety and Operational Performance

Shelf Drilling delivered outstanding safety and operational performance in 2019. Our safety performance, as measured by our Total Recordable Incident Rate (TRIR), was 0.19 in 2019, lowest ever in the Company's history and 70% below the industry average of 0.63 as reported by IADC (International Association of Drilling Contractors). For five continuous months of 2019 (and six in total), our entire fleet operated without a recordable safety incident. In addition, 19 of our rigs, including our entire fleet in Nigeria, had zero recordable incidents throughout 2019. We also had no major unplanned discharges to the sea in 2019.

**Shelf Drilling's 2019 total recordable incident rate of 0.19 – lowest ever in Company's history and 70% below industry-wide average**

**19 rigs including entire fleet in Nigeria achieved zero safety incidents in 2019**

Our 2019 fleetwide operational uptime of 99.2% was also the highest since the Company's inception. Our India operations achieved 99.5% uptime for the full year and ranked as the highest performing among all our operating regions. High Island VII jack-up rig achieved 100% uptime in 2019, followed by High Island II, High Island IV and High Island IX with less than 10 hours of downtime throughout the year. Our two newbuilds, Shelf Drilling Chaophraya and Shelf Drilling Krathong, continue to deliver wells with exceptional

performance in the Gulf of Thailand. Shelf Drilling Scepter and Shelf Drilling Achiever, acquired in 2018 and 2019, respectively, started their maiden contracts in 2019.

We completed seven major projects in 2019. Main Pass I and High Island V, working for Saudi Aramco, completed their three-yearly contractual recertification projects. In the case of Main Pass I, significant savings were realized by carrying out the workscope during operations – this was a unique opportunity to leverage a drilling program allowing offshore well control recertification, coupled with advantageous leg penetration allowing the use of specialist ROV (remotely operated vehicle) technology for spud can inspections. Compact Driller and Key Singapore completed their contract preparation projects and commenced operations for ADNOC Drilling and Eni Tunisia, respectively. Shelf Drilling Scepter, acquired in 2018, completed an extensive reactivation and upgrade project before commencing a contract with Chevron Thailand. Shelf Drilling Achiever, acquired in 2019, completed contract preparation project and commenced its contract with Saudi Aramco. The activation of Shelf Drilling Journey was also carried out during 2019 and is nearly complete. Shelf Drilling Enterprise, premium jack-up rig acquired in early 2020, is currently undergoing a reactivation and upgrade project in Singapore for its recently awarded long-term contract with Chevron Thailand.

**30 days out-of-service saving on Main Pass I by conducting the workscope on location**

## Our 2019 Key Performance Indicators

**0.19**

TRIR

**99.2%**

UPTIME

**\$2.0 BN**

BACKLOG

**71%**

EFFECTIVE UTILIZATION

**32.6**

AVERAGE MARKETABLE RIGS

**\$64.7 K**

AVERAGE DAYRATE



# SHELF DRILLING SCEPTER

## OPEN HOUSE CEREMONY

4<sup>th</sup> DECEMBER, 2019

THAILAND

**SHELF  
DRILLING**

# SHELF DRILLING SCEPTER

## Backlog

Shelf Drilling outperformed peers by adding the highest number of backlog years for jack-up operations in 2019. A total of 70.7 rig-years were added in 2019, split into 60.3 rig-years and 10.4 rig-years across our standard and premium jack-up fleets, respectively. We signed 29 contracts or extensions in 2019, 22 of which represented contract renewals with the existing customer.

**Shelf Drilling signed 29 new contracts or extensions in 2019 representing an addition of 70.7 rig-years across the fleet.**

Our contract backlog as of December 31, 2019 was \$2.0 billion – 114% increase on an annual basis, corresponding to an average number of 928 contract days per rig. Marketed utilization was 97% with 31 of our 32 marketed rigs under contract as of year-end 2019. Our customer base comprises NOCs, IOCs and independent oil and gas companies including Saudi Arabian Oil Company (Saudi Aramco), Chevron Corporation (Chevron), Oil and Natural Gas Corporation Limited (ONGC), Dubai Petroleum Establishment (DPE), Abu Dhabi National Oil Company (ADNOC), ExxonMobil Corporation (ExxonMobil), ENI S.p.A (ENI) and Total S.A. (Total).

## Major contract awards in 2019 included:

**High Island II, High Island IV, Main Pass I: 10-year extension each with Saudi Aramco**

**Main Pass IV: 5-year extension with Saudi Aramco**

**Shelf Drilling Achiever and High Island V: 3-year contract award each with Saudi Aramco**

**High Island VII: 3-year extension with ADNOC Drilling**

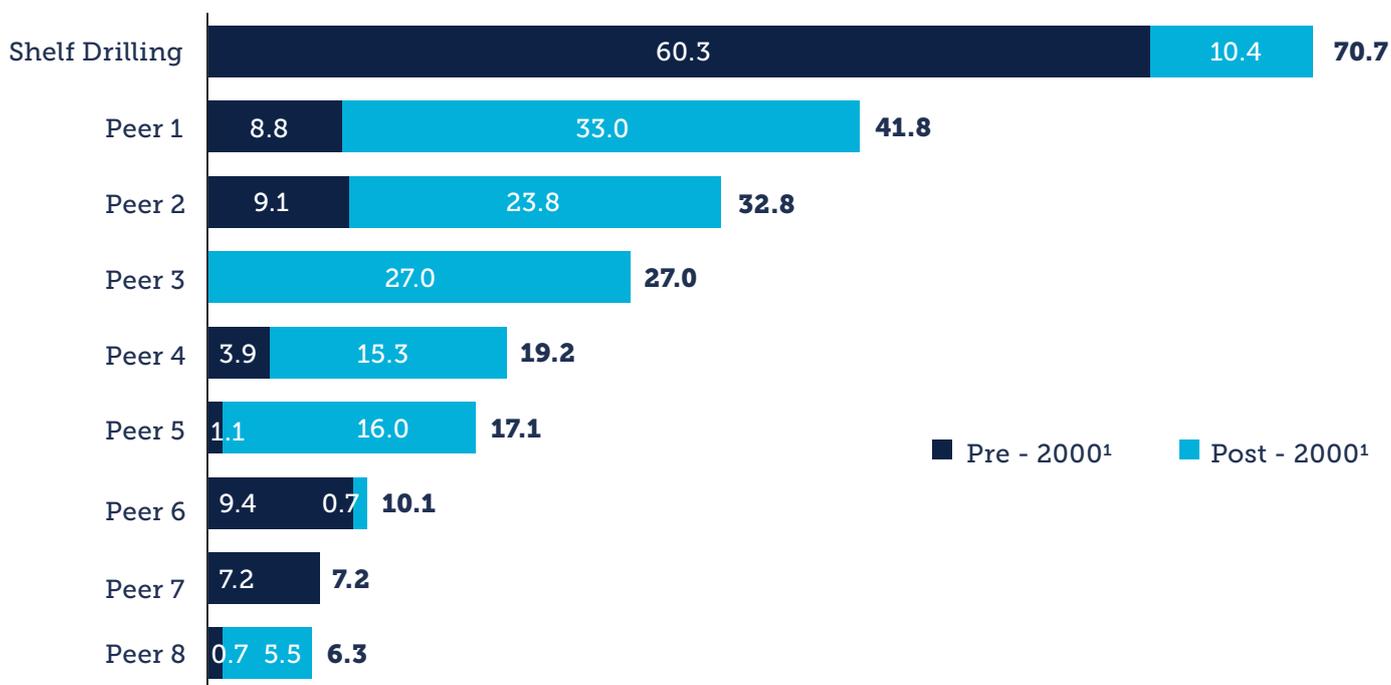
**Ron Tappmeyer, F.G. McClintock, C.E. Thornton and Trident II: 3 years each with ONGC in India**

**Shelf Drilling Scepter: 2.5-year contract with Chevron Thailand**

**Trident XIV: 1-year extension with ExxonMobil**

**Shelf Drilling Enterprise: 21-month contract with Chevron Thailand (January 2020)**

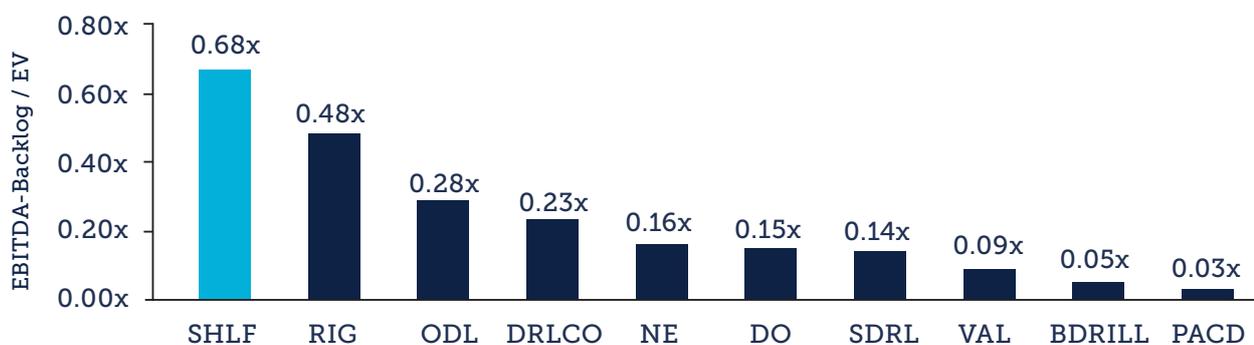
## Jack-up Backlog Added 2019 (Rig-Years)



Source: IHS Petrodata, January 1, 2020

Peers include Aban Offshore, Advanced Energy Systems, Borr Drilling, COSL, Noble, Saipem, Seadrill, Valaris.

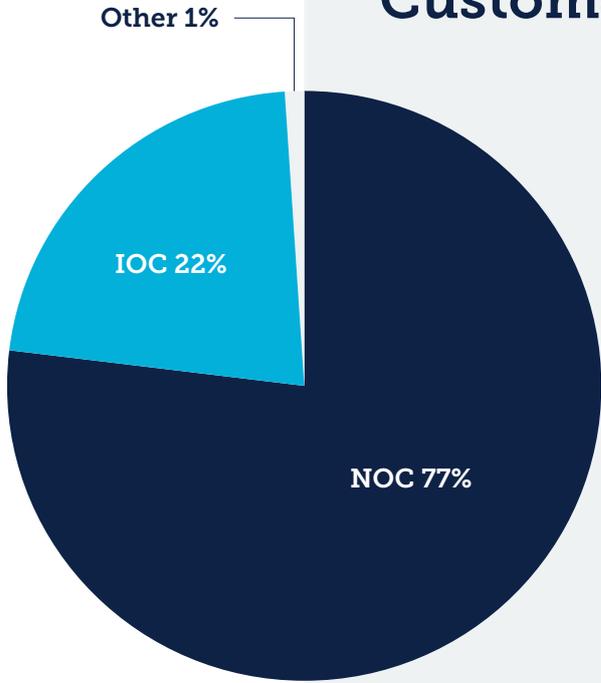
## EBITDA-Backlog / EV



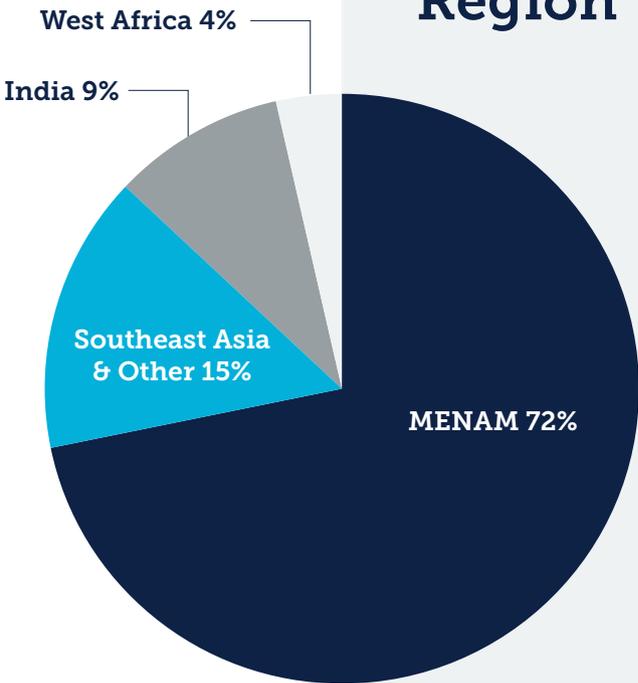
Source: Clarksons Platou Securities research report as of January 8, 2020; Shelf Drilling not pro forma for Shelf Drilling Enterprise acquisition and associated contemplated financing.

<sup>1</sup>Original delivery year

## Backlog by Customer Type



## Backlog by Region



In 2019 Shelf Drilling significantly invested in the expansion of its premium jack-up fleet as the demand for jack-up drilling services accelerated throughout the year, culminating with seven new contract start-ups in the last quarter of 2019.

### Robust full cycle financial results

In a recovering shallow water market, Shelf Drilling delivered an Adjusted EBITDA margin of 31% in 2019 while continuing to transform its fleet through cost effective additions.

### Financial Key Performance Indicators

**\$576MM**

REVENUE

**\$178MM**

ADJUSTED EBITDA

**31%**

ADJUSTED EBITDA  
MARGIN

**\$300MM**

CAPITAL EXPENDITURES  
& DEFERRED COSTS

**\$206 MM**

TOTAL LIQUIDITY

### Capitalizing on Opportunities in the Downturn

Shelf Drilling entered into two major agreements in 2019 which provide significant upside potential in an improving dayrate environment.

In May 2019, we closed a transaction with affiliates of China Merchants to acquire two premium newbuild CJ46 jack-up rigs, the Shelf Drilling Achiever and the Shelf Drilling Journey, paid through the issuance of 26.8 million common shares, and to bareboat charter two additional premium newbuild CJ46 jack-up rigs.

In December 2019, we entered into a transaction which closed in January 2020 for the purchase of a premium jack-up rig, renamed Shelf Drilling Enterprise, from a subsidiary of Maersk Drilling for \$38 million. In January 2020, the rig secured a 21-month contract in the Gulf of Thailand which is expected to commence in August 2020. In February 2020, we announced the completion of a \$80 million note financing related to the purchase and readiness of the rig with a maturity date of November 2024.

**Shelf Drilling Enterprise acquired for attractive contract opportunity with key customer in a core market – fully financed with notes offering in early 2020**

Alongside our fleet expansion initiatives, the Board of Directors approved a share repurchase program in September 2019 under which the Company may repurchase shares of the Company's common stock for an aggregate of \$25 million over a period of two years. Repurchased shares are considered constructively retired on the repurchase date and may be used, in part, to satisfy obligations under the Company's long-term incentive plans. We began the repurchase of shares in the open market on the Oslo Stock Exchange in September 2019.

## Financial Performance Summary

Total revenue for 2019 was \$576 million. Adjusted EBITDA was \$178 million and Adjusted EBITDA margin was 31%. Net loss of \$150 million was primarily due to a \$58 million non-cash impairment charge on eight rigs and other long-lived assets, costs associated with acquired rig reactivations and a reduced level of EBITDA. The income tax expense for 2019 was \$13 million or 2.3% of total revenue. Diluted loss per share was \$1.16.

Capital expenditures and deferred costs of \$300 million in 2019 included \$203 million primarily for the acquisition of the newbuild premium jack-ups Shelf Drilling Achiever and Shelf Drilling Journey and for the reactivation and contract preparation expenditures for the Shelf Drilling Scepter acquired in 2018, and \$97 million for regulatory, capital maintenance and contract preparation, including major projects on two rigs that commenced long-term contracts with different customers in Tunisia and the UAE.

At the end of 2019, Shelf Drilling's cash balance was \$26 million. The total liquidity position including the availability under our \$225 million revolving credit facility remained strong at \$206 million. The net cash used in operations in 2019 was \$13 million and the total debt was \$925 million as of December 31, 2019, including drawdowns of \$35 million on our revolving credit facility.

Our total backlog / net debt ratio of 2.2 as of December 31, 2019 resulted from a significant increase in new contract awards, particularly in the second half of 2019. We believe our strong backlog of \$2.0 billion at the end of 2019 will provide significant revenue and free cash flow visibility in the coming years.

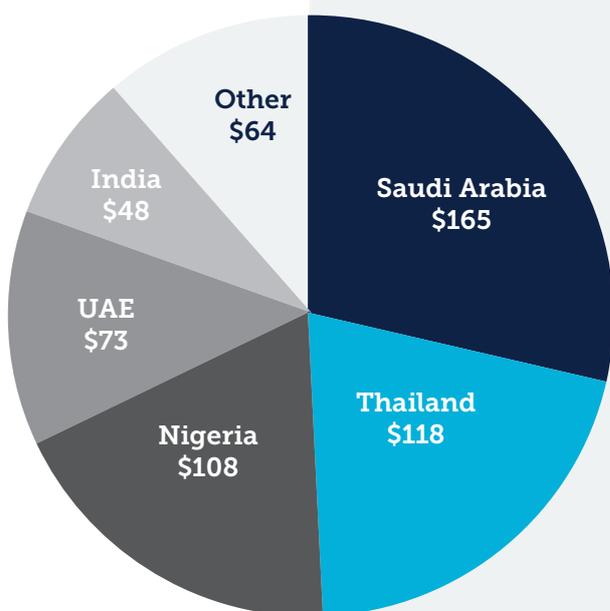
Our efficient operational platform and solid financial runway with limited debt maturities before 2025, combined with a strong current liquidity, backlog position, and disciplined fleet transformation completed in recent years provide significant upside potential as the jack-up drilling industry continues to recover.

(Amounts in thousands, except ratios, percentages and per share data)

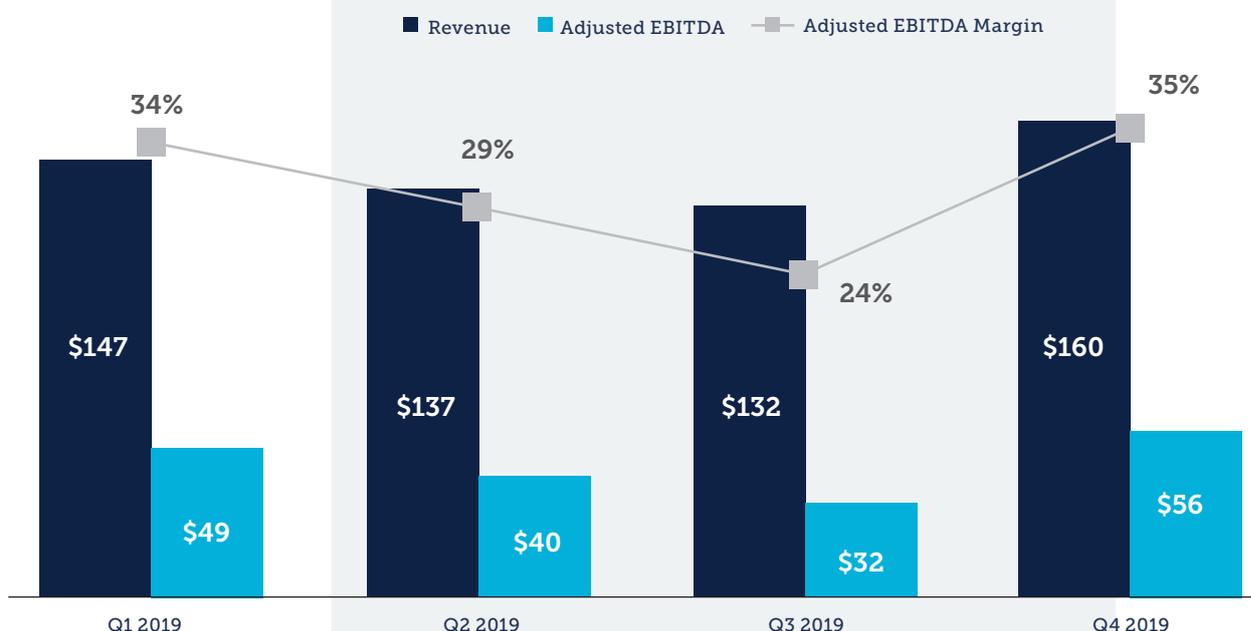
<b>P&amp;L</b>	
Revenue	\$576,153
Operating and Maintenance	\$366,715
Adjusted EBITDA	\$177,514
Loss Before Income Taxes	\$(136,557)
Net Loss	\$(149,536)
<b>Balance Sheet</b>	
Current Assets	\$251,259
Long-Term Assets	\$1,448,786
Total Assets	\$1,700,045
Current Liabilities	\$153,965
Long-Term Liabilities	\$984,630
Equity	\$561,450
<b>Equity</b>	
Net debt/LTM Adjusted EBITDA	5.1x
Total Contract Backlog / Net Debt	2.2x
Adjusted EBITDA Margin	31%
Adjusted Free Cash Flow	\$(11,926)
Diluted Loss per Share	\$(1.16)
Number of Shares Issued and Outstanding	136,643



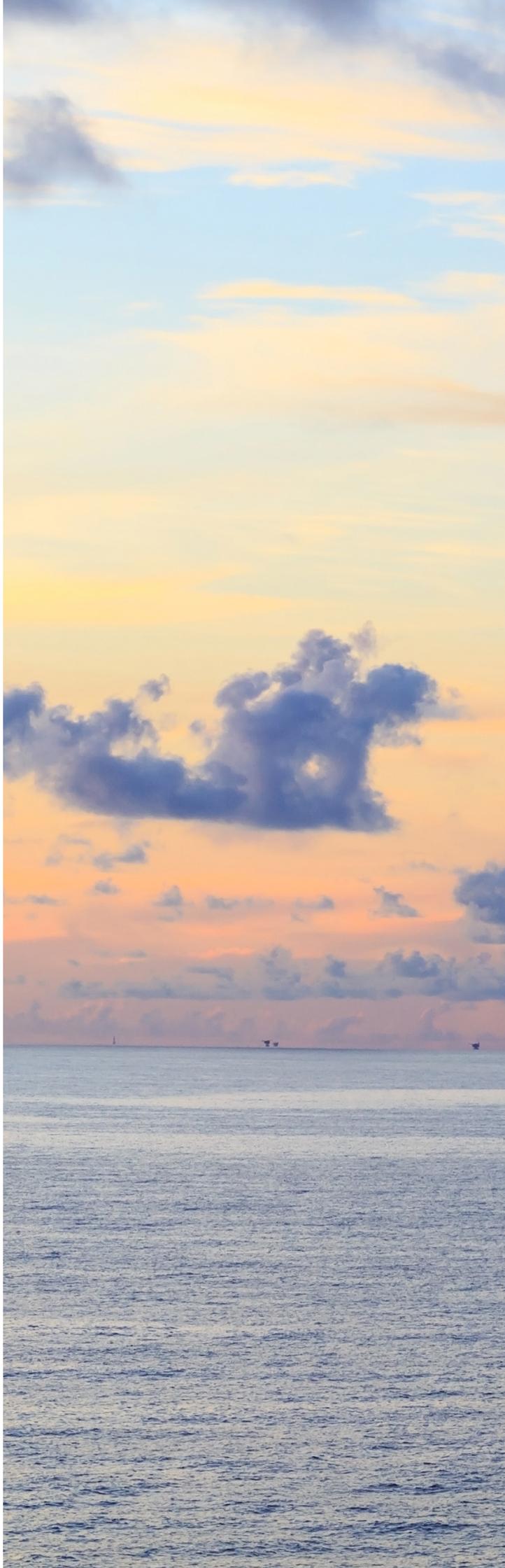
## Revenue by Country (\$ Millions)



## Quarterly 2019 Revenue (\$ Millions), Adjusted EBITDA (\$ Millions) and Adjusted EBITDA Margin (%)



# SUSTAINABILITY REPORT





## CHIEF EXECUTIVE OFFICER STATEMENT

**“Our goal is to provide relevant, financially material, and industry specific sustainability information to stakeholders”**



Shelf Drilling has from company inception in 2012 had sustainability at the core of everything we do. We are committed to achieving profitability in a way that is consistent with our ethical values and with respect for all individuals, the environment and society. This means protecting our people and assets and minimizing any negative impact on the environment that we all share.

Shelf Drilling has made remarkable progress towards achieving the vision of incident free operations across all our operations, all the time. In 2019 the Total Recordable Incident Rate of 0.19 was the lowest in our Company's history. Additionally, there were no major unplanned discharges to the sea from any of our rigs in 2019. Our detailed 2019 safety results are included in the "Business Review" section on page 32.

Notwithstanding our strong safety and environmental performance, we recognize that expectations and demands on sustainability are increasing. This is something we have clearly heard from all of our stakeholders over the past year. We have, therefore, initiated a process to identify the sustainability risks and opportunities of greatest significance to Shelf Drilling. By focusing on the most material sustainability issues we can effectively integrate these into our operations and compliance systems.

A key material issue for investors and other stakeholders relates to climate change, not only regarding emissions but also how climate risks – both physical and regulatory – may impact companies and their future business outlook. At the end of 2019, Shelf Drilling initiated a comprehensive climate risk review in line with the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD). The outcomes from this review are incorporated within this, our first, Sustainability Report. We believe

that providing relevant information will help our investors and all other stakeholders better understand how Shelf Drilling is positioned to manage the risks and opportunities associated with climate change.

Shelf Drilling operating footprint:

1. Exclusively in shallow water areas which represent approximately 18%<sup>1</sup> of the world's total liquids production
2. 65%<sup>2</sup> of our business is conducted on fields with existing platforms and infrastructure ("brownfield")
3. Increasing amount of decommissioning work or "plug and abandonment" (P&A) activities

According to Rystad Energy, the countries where we operate are amongst the lowest in terms of CO<sub>2</sub> emitted per barrel of oil produced anywhere in the world and the jack-up rigs we operate emit less CO<sub>2</sub> per day than any other offshore drilling rig types (semi-submersibles and drillships). Based on the above factors, we therefore believe that Shelf Drilling's business is positioned for long-term sustainability across all currently envisaged climate related scenarios for the oil and gas industry.

Since inception, Shelf Drilling has been focused on developing nationals in the countries where we operate. We have achieved effectively a fully nationalized workforce in India, Egypt and Nigeria and are taking specific measures to drive further nationalization in Saudi Arabia, Thailand and the other countries where we operate. We are proud of these achievements and believe local value creation and workforce diversity will continue to make us a preferred partner for our customers and regulatory bodies in the countries in which we work. By boosting local economies, creating meaningful jobs and developing talent, Shelf Drilling is also making important contributions to the UN Sustainable Development Goals (SDGs) to be achieved by 2030. We have in this year's report highlighted how we are making

a difference with regard to the most relevant SDGs for our business.

Through 2020, we will continue to pursue opportunities to more broadly measure our impact on the environment and establish long-term reduction targets that will be published in future reports.

Shelf Drilling will from 2020 report in compliance with SASB (Sustainability Accounting Standards Board) – a leading initiative to help businesses identify, manage and report on the sustainability topics that matter the most to investors. Our goal is to provide financially material, market informed and industry specific sustainability information to stakeholders. This approach will further align us with the Oslo Stock Exchange's new guidelines on ESG (environmental, social and governance) reporting.

Shelf Drilling has a role to play to ensure that the world's energy needs are sourced in both a cost effective and an environmentally responsible manner. We look forward to continuing to create long-term value for our employees, customers, shareholders and the communities where we work.

**David Mullen**  
**Chief Executive Officer**

<sup>1</sup>Source: Rystad Energy UCube, December 31, 2019

<sup>2</sup> By number of wells in 2019.

## 2. Sustainability at Shelf Drilling

This report provides information on Shelf Drilling's governance and performance relating to sustainability by focusing on the following key areas.

- **Health and Safety**
- **Climate and Environment**
- **People**
- **Responsible Business Conduct**

Since its inception in 2012 Shelf Drilling has placed sustainability among its key priorities. Ensuring the safety and wellbeing of all our employees, as well as minimizing the impact of our operations on the environment have been at the core of everything we do.

At Shelf Drilling we define sustainability as achieving commercial profitability in a way that is consistent with our fundamental ethical values and with respect for individuals, the environment and society.

We are committed to respecting human and labor rights, establishing good health, safety and environmental (HSE) standards, facilitating active dialogue with stakeholders and operating in accordance with applicable regulatory frameworks and good business practice.

### 2.1. Corporate Governance and Sustainability Management

Shelf Drilling has adopted, and regularly updates, policies and controls to ensure compliant management of sustainability related factors. Our employees are required to abide by the established policies in conducting their activities for Shelf Drilling and we have implemented a system for monitoring compliance. Shelf Drilling has established a rigorous Enterprise Risk Management (ERM) system to identify and assess the likelihood and impact of all risks, hazards or other threats to our business activities, and to define specific mitigation and monitoring measures to reduce their potential impact. While environmental, safety and governance risks were

previously included in the ERM process, we have further enhanced our assessment in the most recent update to meet increasing investor and other stakeholder concerns in this area. Risks identified through the specific climate related review conducted in accordance with TCFD recommendations, have been integrated into our overall ERM framework.

The Board of Directors of Shelf Drilling regularly engages with management to discuss and review ESG related risks and resulting plans. In 2019, the Board received a comprehensive briefing on ESG from an investor perspective and, as part of an overall strategy review, assessed the potential medium and long-term impacts to the business across a range of climate change scenarios. In February 2020, the Board reviewed the TCFD climate risk assessment of Shelf Drilling and its integration into the ERM process described earlier.

Shelf Drilling adheres to the Norwegian Code of Practice for Corporate Governance issued by the Norwegian Corporate Governance Policy Board (NCGB). The objective of the Code of Practice is that companies listed on regulated markets in Norway will practice corporate governance that provides division of roles between shareholders, the board of directors and executive management more comprehensively than is required by legislation. Shelf Drilling also files quarterly and annual reports, which are largely prepared in accordance with SEC (Securities & Exchange Commission) guidelines. The 2019 10-K Equivalent report on page 74 includes relevant ESG risk disclosures.

### 2.2. Stakeholder Engagement

Shelf Drilling conducts its business with the highest respect for and attention to the Company's stakeholders. As part of our Corporate Social Responsibility (CSR) policy we regularly meet and engage with key stakeholders including community representatives in the countries where we operate.

In 2020, Shelf Drilling will carry out a materiality analysis to identify the sustainability issues that are key for our customers, investors and other stakeholders. This will help identify critical ESG issues, which may either reflect a significant impact on Shelf Drilling's business performance or substantively influence the assessments and decisions of its stakeholders.

The materiality assessment is in line with Euronext (Oslo Børs) Guidelines to issuers for ESG reporting and will include both internal and external stakeholders as illustrated to the right.

In 2019, Shelf Drilling met with a number of investors to discuss the aspects of ESG that were of most importance to them. Among the topics raised, the process by which we select how and under what protocol we recycle rigs, and the carbon footprint of our business were key areas of concern. We will continue to reach out to investors in 2020 both as part of materiality analysis discussed earlier and regular investor outreach activities.

### 2.3. Sustainable Development Goals

Endorsed by all 193 United Nations Member States in 2015, the 2030 Agenda and its Sustainable Development Goals (SDGs) focus global efforts and attention on 17 pressing issues. Shelf Drilling as a partner in the oil and gas industry plays a role in providing solutions that can contribute to solving these challenges while delivering the world's energy needs. By identifying and mitigating risks to people and the environment and by providing products and services that support sustainable development, businesses can also reap benefits for themselves and for the markets they depend on. The SDGs are becoming increasingly important for investors, as they reflect the world's most pressing environmental, social and economic issues and, as such, act as a definitive list of the material ESG perspectives that should be taken into account as part of an investor's fiduciary duty.

Shelf Drilling recognizes that corporations have a responsibility to maximize the positive impacts and minimize the negative impacts of its company, of its industry – and for our planet. We have identified the following SDGs as the most material to our business.



### Our Values

#### Protect

Protect yourself, your team, your asset and environment.

#### Lead

We conduct business ethically, with responsibility and accountability.

#### Execute

We consistently deliver outstanding performance for our customers, owners and other stakeholders.

### Overview of relevant policies & procedures for Shelf Drilling's sustainability work:

- Corporate Governance Policy
- Corporate Social Responsibility Policy
- Code of Business Conduct and Ethics
- HSE requirements (includes policies on emissions, waste, environmental impacts, discharges etc.)
- Global Anti-corruption Policy (specific policies for facilitation payments & gifts)
- Third Party Due Diligence Procedure
- Vendor Selection and Review
- Data Protection Standard
- Privacy Statements (HR, External, Recruitment)
- EthicsPoint Helpline (Speak Up)

## Goal

## Challenge

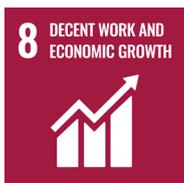
## Shelf Drilling Contribution



**End poverty in all its forms everywhere**

The decline of global extreme poverty continues but has slowed. The deceleration indicates that the world is not on track to achieve the target of less than 3 per cent of the world living in extreme poverty by 2030.

Shelf Drilling has long-established operations in countries such as India, Nigeria, Egypt and Thailand, which will play a crucial role in achieving the goal of ending global poverty.



**Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.**

Globally, labor productivity has increased, and unemployment is back to pre-financial crisis levels. However, the global economy is growing at a slower rate. More progress is needed to increase employment opportunities, particularly for young people, reduce informal employment and the gender pay gap and promote safe and secure working environments to create decent work for all.

Shelf Drilling has ~51% of its headcount<sup>1</sup> – 1,718 employees in India, Nigeria, Egypt and Thailand where youth and informal unemployment are particularly high.

Shelf Drilling has a policy commitment to respecting fundamental human rights as described in international human rights conventions including those of the ILO (International Labor Organization).



**Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation**

While financing for economic infrastructure has increased in developing countries, countries that are lagging behind, such as the least developed countries, face serious challenges in doubling the manufacturing industry's share of GDP by 2030, and investment in scientific research and innovation remains below the global average.

As a long-term, stable employer, Shelf Drilling plays an important role in the industrialization process of India, Nigeria, Egypt and Thailand. Our workforce in these countries is on average comprised of more than 90% local employees.



**Take urgent action to combat climate change and its impacts**

With rising greenhouse gas emissions, climate change is occurring at rates much faster than anticipated and its effects are clearly felt worldwide. While there are positive steps in terms of the climate finance flows and the development of nationally determined contributions, far more ambitious plans and accelerated action are needed on mitigation and adaptation. Access to finance and strengthened capacities need to be scaled up at a much faster rate, particularly for least developed countries and small island developing States.

Shelf Drilling has conducted a climate risk review (TCFD) to identify risks and opportunities. Although operating in an emissions intensive industry, Shelf Drilling's core operating areas and jack-up rig fleet have relatively lower emissions compared to other regions and offshore rig types. The Company is looking at ways to more effectively monitor and subsequently reduce emissions from its own operations.



**Conserve and sustainably use the oceans, seas and marine resources for sustainable development**

The world's oceans drive global systems that make the Earth habitable. Over three billion people depend on marine and coastal biodiversity for their livelihoods.

Oceans also absorb about 30 percent of the carbon dioxide produced by humans, and there is a 26 percent rise in ocean acidification since the beginning of the industrial revolution. Marine pollution, an overwhelming majority of which comes from land-based sources, is reaching alarming levels.

Shelf Drilling has strict rules for managing discharges to the sea. Discharges from drains and other containment devices pass through treatment facilities prior to discharge to ensure pollution levels are below required norms.

Shelf Drilling does not measure the volume of water-based drilling mud (and associated cuttings) that may be discharged overboard as a result of the Customer's drilling program and disposal procedures. Some chemicals contained within the water-based mud may have ecological effects.

<sup>1</sup>As of December 31, 2019

## 2.4. Sustainability Standards and Disclosures

Based on the sustainability focus areas for this report, we have outlined key topics illustrated by metrics, data and relevant Code, as defined below, for each sustainability area. The relevant data is provided in a table at the end of this report, the following chapters on *Health and Safety, Climate and Environment, People and Responsible Business Conduct* provide in-depth information based on the same disclosure structure.

References to “Code” in the table are based on internationally recognized sustainability standards<sup>2</sup>, including:

- Global Reporting Initiative (GRI) reporting standards<sup>3</sup>
- Sustainability Accounting Standards Board (SASB) reporting recommendations for the Oil & Gas Exploration & Production and Services sector<sup>4,5</sup>
- Recommendations of the Task Force on Climate-related Financial Disclosures (TCFD)<sup>6</sup>

We have also developed customized disclosures to provide additional key information on Shelf Drilling’s sustainability performance. For future reporting Shelf Drilling will align and comply fully with the Sustainability Accounting Standards Board (SASB). The 2019 report is also based on the Euronext (Oslo Børs) Guidelines to issuers for ESG reporting.



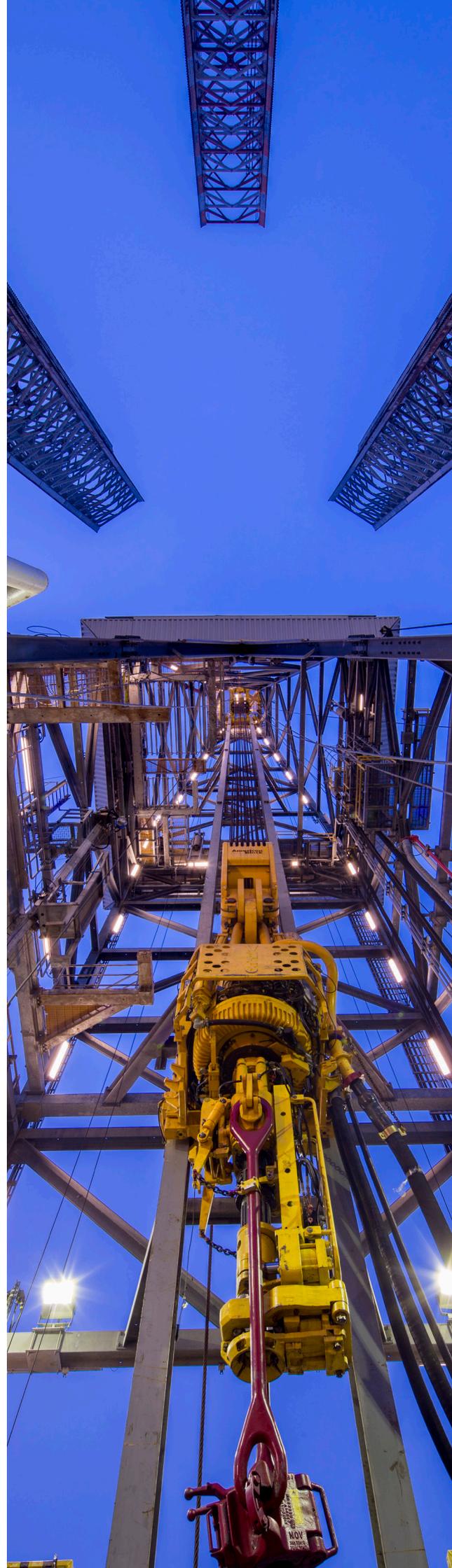
<sup>2</sup>Disclaimer: Shelf Drilling has chosen select GRI or SASB disclosures to report on for 2019 and therefore is not fully compliant with either standard. Shelf Drilling aims to be compliant with the SASB standard from the financial year 2020.

<sup>3</sup>Global Reporting Initiative (GRI) Standards. [www.globalreporting.org/standards/gri-standards-download-center/](http://www.globalreporting.org/standards/gri-standards-download-center/)

<sup>4</sup>Sustainability Accounting Standards Board (SASB): Extractives & Minerals Processing Sector: Oil & Gas – Exploration & Production (2018). [https://www.sasb.org/wp-content/uploads/2018/11/Oil\\_Gas\\_Exploration\\_Production\\_Standard\\_2018.pdf](https://www.sasb.org/wp-content/uploads/2018/11/Oil_Gas_Exploration_Production_Standard_2018.pdf)

<sup>5</sup>Sustainability Accounting Standards Board (SASB): Extractives & Minerals Processing Sector: Oil & Gas – Services (2018). [https://www.sasb.org/wp-content/uploads/2018/11/Oil\\_Gas\\_Services\\_Standard\\_2018.pdf](https://www.sasb.org/wp-content/uploads/2018/11/Oil_Gas_Services_Standard_2018.pdf)

<sup>6</sup>Recommendations of the Task Force on Climate-related Financial Disclosures. <https://www.fsb-tcfd.org/publications/final-recommendations-report/>



### 3. Health & Safety

0.19

TRIR

28

SAFETY LEADERSHIP  
TRAINING SESSIONS

3

PERFECT EXECUTION  
WORKSHOPS

Over  
41,000  
hours

OF SAFETY TRAINING  
PERFORMED

At Shelf Drilling, the safety of employees, contractors, customer representatives, and other service providers is our greatest responsibility.

Shelf Drilling has implemented comprehensive HSE policies, processes and systems which are in line with industry best practice. An integrated management system covering health and safety is implemented throughout all offshore and onshore operations. The system monitors our HSE performance and continuously improves the necessary safeguards to protect our employees.

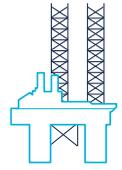
### Our Three Pillars of HSE



**PROTECT**  
yourself



**PROTECT**  
your team



**PROTECT**  
your asset and  
environment

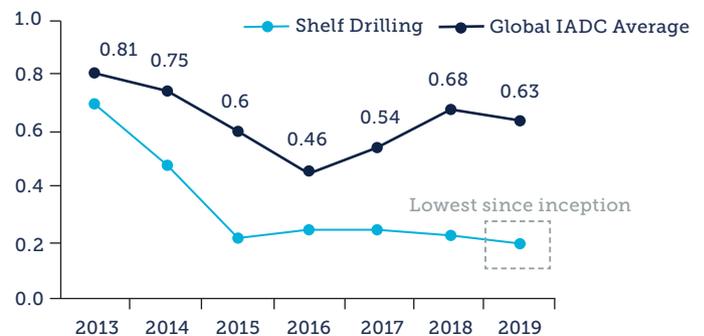
Important health and safety processes include Emergency Response Plans, a Corporate Operational Support Plan, Medical Evacuation Response Plans, Major Hazards and other Risk Assessments (MHARA), HSE Safety Case, and Major Emergency Management and Safety Leadership Training (SLT) programs.

Senior management is committed to providing strong and demonstrable leadership to the health & safety of our employees and partners, through participation in meetings with customers, staff and contractors and conducting inspections and regular audits.

We track health and safety on a monthly basis and regularly report our HSE statistics to the International Association of Drilling Contractors (IADC) of which we are a member.

The effectiveness of our policies, procedures and continuous training programs is evidenced by our total recordable incident rate (TRIR) of 0.19 for the year 2019 – the fifth year in a row where our TRIR has been 0.25 or less. Historically, our TRIR has been significantly lower than the worldwide industry indicator as reported by the IADC, and we continued this trend in 2019 where the industry average as reported by IADC was 0.63.

### Safety Track Record (TRIR)



Source: International Association of Drilling Contractors (IADC) website and Company figures as of December 31, 2019

### 3.1. Emergency Preparedness

As a key part of Shelf Drilling’s Hazard and Integrity Management, all assets undertake a Major Hazard Risk Assessment (MHRA) to ensure that all Major Accident Hazards (MAHs) causes, consequences and residual risks have been identified, assessed and managed. Major Hazards include incidents such as blowouts, fires, helicopter crashes and boat collisions. In 2019, Shelf Drilling experienced one major marine event that resulted in some equipment damage but no personal injury or loss of containment.

HSE and Emergency Response Training is delivered through various courses, offshore and onshore, internal or administered by third parties. All employees and contractors working for Shelf Drilling on our rigs are subject to the same training as it is position based. The content and extent of the training provided is position dependent and more extensive for those holding emergency response responsibilities. All personnel visiting a Shelf Drilling rig or shore-based facility are provided with training on our HSE management system. In addition, specific shore-based training is provided to personnel assigned to a rig that will start up for a new customer or following a prolonged out-of-service project. Safety Leadership Trainings (SLT) and HSE Supervisor trainings are regularly organized for Shelf Drilling offshore employees while Perfect Execution (PE) workshops include all personnel who will work on a rig including customer representatives and third-party service providers. These sessions provide a good opportunity for rig supervisors and junior crews to refresh and strengthen their understanding and knowledge about the Shelf Drilling safety management system and its application.

2019 HSE Training Records			
	Offshore	Onshore	Total
<b>Number of Employees</b>	2,948	441	3,389
<b>HSE Training Hours</b>	41,264	584	41,848
<b>Average HSE Training Hours per Employee</b>	<b>14.0</b>	<b>1.3</b>	<b>12.3</b>

### 4. Climate & Environmental Management

**57,164**  
Tonnes Diesel Fuel Consumed

**184,632**  
Tonnes Scope 1 CO2 Emissions

**No Major Loss**  
of Containment

**1**  
Unplanned Discharge <1 litre

Shelf Drilling recognizes the value of protecting the climate and our natural environment. As an offshore drilling contractor, we recognize that our activities can impact the environment and place a premium on being compliant with relevant environmental regulations and protecting the environment in our operations.

Shelf Drilling has implemented comprehensive environmental policies, processes and systems and utilizes an integrated management system to monitor performance throughout all offshore and onshore operations. Environmental performance is tracked in a monthly HSE report and any incidents are reported to the relevant authorities.

In 2019 Shelf Drilling experienced increased expectations from investors, lenders and customers with regards to ESG and initiated processes aimed at better understanding and communicating our sustainability approach. A key initiative in this regard includes the climate risk review as described below.

#### Shelf Drilling’s Policies on Environmental Protection:

- Registers of Environmental Legislation and Other Requirements
- Environmental Aspects and Impacts
- Mud System Management
- Bulk Transfer Operations
- Deck Drainage
- Emissions and Energy Conservation
- Waste
- Discharges
- Material and Product Selection

### 4.1. Climate Risk

In 2019, Shelf Drilling initiated a climate risk review to map the Company’s climate risk management in accordance with the recommendations of the Task force on Climate-related Financial Disclosures (TCFD). The TCFD provides a framework for critical questions relating to how climate risks are governed by company board and management, and it recommends how risk management, strategy revisions and targets may be structured. The process was finalized in January 2020 and identified several physical and transitional climate related risks and opportunities relevant to Shelf Drilling that were subsequently integrated into the ERM process. The following information provides an overview of Shelf Drilling on the 11 TCFD reporting recommendations with regards to climate risk governance, strategy, risk management, metrics and targets.

#### Governance

The Board of Directors of Shelf Drilling was presented with the results of the review with regard to salient risks and opportunities mapped in accordance with TCFD reporting recommendations. The current process of including climate risk in the Enterprise Risk Management System (ERM) will ensure that the Board has continuous oversight. Going forward, the Board will take climate related risks into account when reviewing company strategy and KPI development.

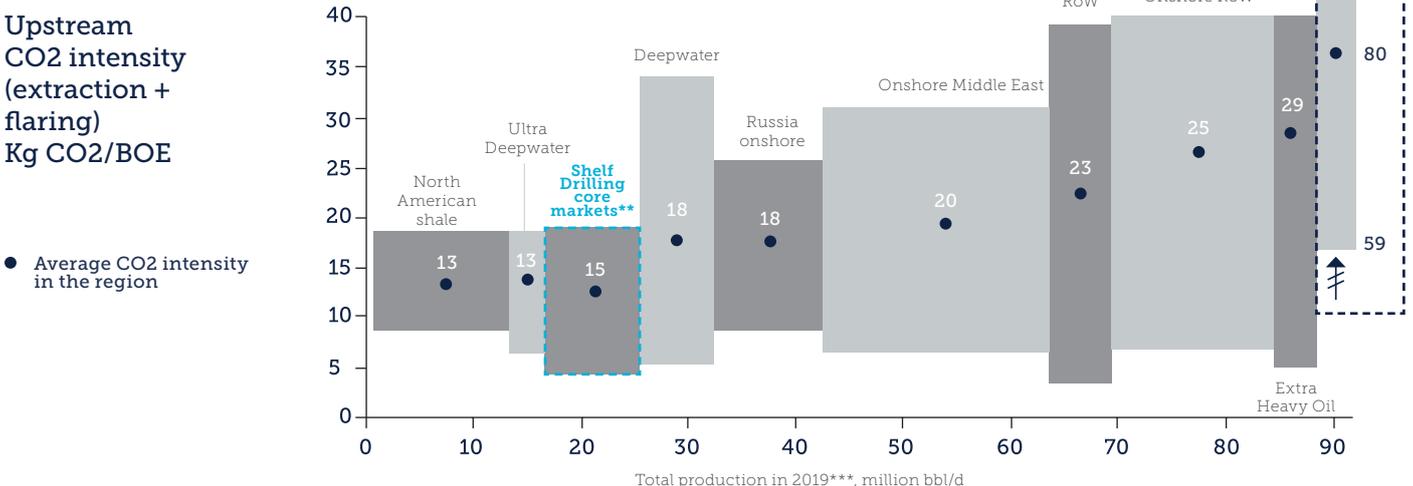
Shelf Drilling management is taking an active role in ensuring that the company is resilient in the face of climate related risks. Management engaged industry experts to facilitate a review of risks and opportunities and has put climate risks on the agenda for integration into business strategy and operations. Currently, Shelf Drilling has a primary focus on managing other environmental factors, i.e. spills and local pollution, but efforts to map our own emissions, CO2 intensity and different energy transition scenarios are underway.

### Strategy

The primary physical climate related risks for Shelf Drilling concern harsher weather conditions, which increase the risk of employee accidents and injuries, supply chain disruption, crew transport difficulties, accidental spills and discharges and accidents and/or increased downtime with regards to the moving of rigs. Salient transition risks (regulatory, market, technology and reputational) for the oil and gas industry relate to the shift to a low-carbon economy. This in turn leads to risks such as increased cost of capital due to customer and investor demands, tightening industry regulations as well as the disadvantages relating to operating in markets and areas where regulations and expectations are lagging behind pioneer markets with regards to climate change. Climate-related business opportunities for Shelf Drilling primarily consist of reducing environmental impact from current operations and enhancing efforts in decommissioning or plug and abandonment (P&A) projects.

Key mitigating factors include the fact that Shelf Drilling’s core operating areas have on average among the lowest CO2 emission rates of all regions. According to Rystad Energy, the average CO2 intensity for Middle East, West Africa and India is 15Kg/BOE, relatively lower than other oil supply sources and regions. Shelf Drilling has significant market share with 88% of its fleet operating in these regions. Additionally, Shelf Drilling’s strategy of sole focus on shallow water drilling combined with the majority of our operations being in brownfield activities means that our business is not exposed to the same level of risk as greenfield exploration and new development projects (our business is driven more by “opex” than “capex”). Further, our operations in Thailand, where we have a leading position, involve an increasing exposure to decommissioning projects; two out of our four contracted rigs in the country have been customized specifically for such operations. In 2019, 65% of our total operations (by number of wells) were brownfield projects while 33% were P&A.

### Global CO2 Intensity Curve



In 2019, Rystad Energy assisted the Board in assessing the potential impacts of climate change and corresponding demand for oil and gas across a range of climate related scenarios. In combination with the other factors highlighted above, the Company sees continued long-term demand for its services across all of the scenarios considered.

Currently, Shelf Drilling does not address climate related risks in Company strategy or financial planning, but several aspects related to how the climate might impact the business are already integrated into our risk management process.

## Risk Management

Climate related risk factors that were identified in the process outlined above were integrated into the existing ERM process by either a) creating a new risk factor, b) adjusting the definition of an existing risk, or c) covered under previously identified risks. Mitigation and monitoring measures were defined (where appropriate) and all risks will be monitored and reassessed as part of the existing ERM process that is reviewed with the Board on an annual basis. Monitoring activities include tracking for regulatory developments (IMO/ industry or national level) as well as customer requirements.

## Metrics & Targets

Currently, Shelf Drilling has not developed any specific metrics for assessing the business impact of climate-related risks and opportunities. Future initiatives include developing estimates related to increasing cost of capital, potential carbon tax introduction and productivity losses due to climate related risks.

Shelf Drilling discloses scope 1 greenhouse gas (GHG) emissions and is in the process of developing a robust system for tracking scope 2 greenhouse gas (GHG) emissions. Going forward, Shelf Drilling will focus on improving the data quality and the reporting process, and developing climate related risk and opportunity targets, related to reducing the Company's own emissions and the transition to a low carbon economy.

## 4.2. Energy and Emissions Management

All emissions to the atmosphere impact the environment, and Shelf Drilling is committed to reducing emissions from company operations and, where possible, from our suppliers, customers and overall activities. Effective management of power generation and fuel consumption is key to reducing emissions in the short term while more efficient operating methods, and emission reduction technologies will play a role in reducing Shelf Drilling's emissions footprint in the long-term.

Shelf Drilling's policy on Emissions and Energy Conservation outlines the Company's position and activities in reducing emissions and conserving energy and applies to all Company installations.

Each rig has a Power Management Plan that includes assessments of how all operations can run effectively and efficiently, identifies areas for potential improvement and defines actions to affect the improvement. Moreover, all rigs operate under an International Air Pollution Prevention (IAPP) Certificate, indicating that the rig is operating within the requirements of MARPOL Annex VI.

Our primary goal for 2020 is to enhance the reporting of key ESG related measures and to strengthen the focus on all ESG related aspects throughout the Company. Moving forward, we will increase our focus on specific measures and KPIs to reduce our impact on the environment.

## 4.3. Environmental Impacts, Spills and Releases

Environmental impacts are defined as any element of the Company's inputs, activities, products or services that can interact with the environment, as well as any change to the environment, whether adverse or beneficial, wholly or partially resulting from the Company's activities, products or services.

Shelf Drilling's environmental policies are designed in alignment with the ISO 14001 standard. Although the Company as a whole is not ISO certified, some of our locations and rigs, are certified in accordance with ISO 14001. All of our rigs, yards and offices are covered under the same management system as those that are certified.

## The Environmental Aspects and Impacts Register

Shelf Drilling identifies environmental hazards (aspects) associated with Company operations on both rig installations and shore-based facilities and their potential impact to the environment. Aspects and impacts are recorded in the Environmental Aspects and Impacts register along with measures to manage the associated risk.

The Offshore Installation Manager (OIM) is responsible for developing and maintaining the impacts register while the HSE manager is responsible for reviewing the impacts registers for each installation or facility and the risks associated with individual aspects.

## Biodiversity Impacts: Spills & Discharges to the Environment

Shelf Drilling's policies and procedures work to ensure that no contaminated deck drainage from Company installations reaches the environment. Activities aimed at preventing drainage includes developing Deck Drainage Plans, conducting daily monitoring of decks, painting all overboard deck drain points red and keeping all containers with liquid in bunded storage areas.

**Releases to Air:** Shelf Drilling tracks the release of Ozone Depleting Substances (ODS) released through leaks in air conditioning systems. In 2019, about 75% of our rigs were ODS free and use green freon.

**Releases to the Sea:** The operations performed by our crews in executing the customers well program may require the use of a drilling mud or brine. Drilling mud can be either water-based or oil-based and is provided by the customer or mixed on board the rig using chemicals also provided by the customer. Used drilling mud may either be cleaned and reused for subsequent operations or discharged to sea (for water-based mud only) or shipped back to shore for treatment or disposal by the customer. Shelf Drilling does not track the volume or chemical content of water-based mud or drilling cuttings that may be discharged to the sea, some of which may have ecological impacts. Shelf Drilling's policies do not allow for any discharge of any water or fluids containing hydrocarbons. Unplanned discharges of drilling mud or other fluids are recorded along with estimated volumes and reported within our HSE management system. In 2019 we had two unplanned discharge events, only one of which resulted in a discharge to the sea with a volume of less than one litre.

Shelf Drilling maintains a register of all chemical products used in maintaining the rig and associated equipment. Relevant Material Safety Data Sheets are maintained for all chemicals stored or used on board our rigs along with appropriate personnel protective equipment for employees handling these products. Our environmental policies include a "green product list", in which we identify products that should be used where possible in order to minimize potential impacts to the environment.

## 4.4. Water And Waste Management

Fresh water used on our rigs (for example, in cleaning and cooking) is produced from sea water using water makers installed on board the rig. Drinking water is generally shipped from shore. The volume of fresh

water generated on board is not recorded but 100% of the water is recycled and discharged back into the sea after it has gone through the sewage treatment plant (STP) and has been treated as per MARPOL regulation. The fresh water quality is analyzed every quarter in our labs.

Minimizing other waste from our operations remains a focus to further reduce our impact to the environment. Waste is segregated offshore into separate storage containers (for example, wood, metal, plastic) and shipped back to shore for recycling where relevant facilities exist. The volumes or weight of each waste category are registered in our HSE management system.

## 4.5. Reduce, Reuse & Recycle

**Rig Recycling:** Shelf Drilling is committed to responsible recycling practices in accordance with the Hong Kong International Convention for the Safe and Environmentally Sound Recycling of Ships ("Hong Kong Convention") to ensure that when any of our rigs are recycled or dismantled, they do not pose any unnecessary risk to human health and safety or to the environment. As we continue to strengthen our recycling approach, starting in 2018 we have moved to selling our jack-up rigs only to yards or brokers that commit to 'green-recycling' with proper infrastructure, equipment and procedures to ensure safe and environmentally sound dismantling practices. Additionally, we engage independent third-parties to audit and oversee end-to-end recycling/dismantling of our rigs.

**Equipment Reuse:** Prior to recycling any rig, Shelf Drilling removes substantial volumes of equipment that is then refurbished and reused by our operating fleet. This can include major components such as Blowout Preventers (BOP's), all the way down to electric motors or valves. In addition to reusing our own equipment in this manner, we have actively sourced equipment in the second-hand market that goes through the same refurbishment process.

In addition to being a cost-effective way to maintain our fleet, this also results in a significantly reduced impact to the environment (less scrapping, less demand for new equipment etc.).

**Through 2018 and 2019, Shelf Drilling has recycled or reused over 1,000 items with an estimated steel content of 1,900 tonnes corresponding to an approximate saving of 3,500 tonnes of CO<sub>2</sub>.**

## 5. People in Shelf Drilling

**~3,400**  
Employees

**49**  
Nationalities

**25%**  
Females Onshore

**11**  
Offices

**33**  
Active Rigs

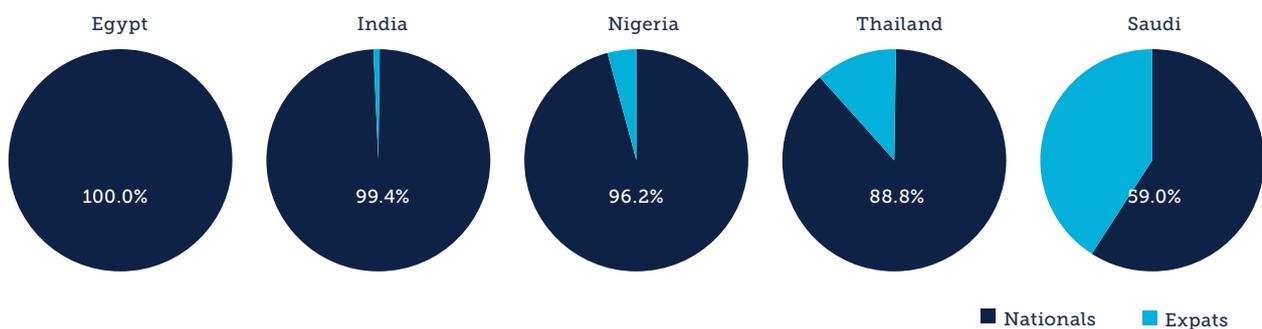
We are approximately 3,400 employees (including contractors) representing 49 nationalities across the Company's corporate headquarters and 11 field locations and 33 active rigs, working together towards Shelf Drilling's vision to be the international jack-up contractor of choice.

### 5.1. Nationalization/Local Employment

Since our inception, we have focused on building high national content through hiring and developing nationals from the countries in which we operate, including across our leadership teams. Today, Egypt, India and Nigeria are, or are close to, full nationalization while good progress has been achieved in Thailand and Saudi Arabia. Our focus on building high national content has resulted in nationals representing 83% of our offshore workforce<sup>1</sup> as of December 31, 2019. Our Offshore Development Program aims at accelerating the development of nationals into roles with more responsibility, with the current focus being on the development of national Supervisors and Managers in Thailand and Saudi Arabia. Our high national content further strengthens customer and governmental relationships, particularly with NOCs, and results in relatively low employee turnover.

**High National Content**  
– 83% across fleet<sup>1</sup>

### Offshore Nationalization Percentage in Main Countries of Operations

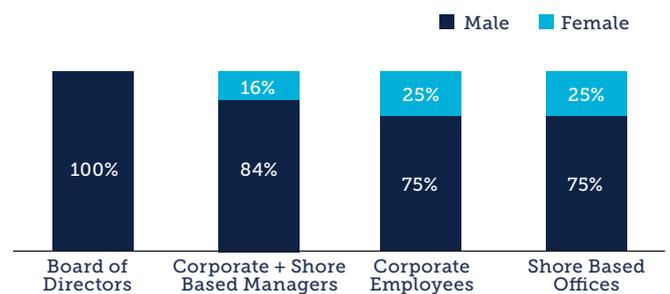


<sup>1</sup>Excludes rigs working in the UAE.

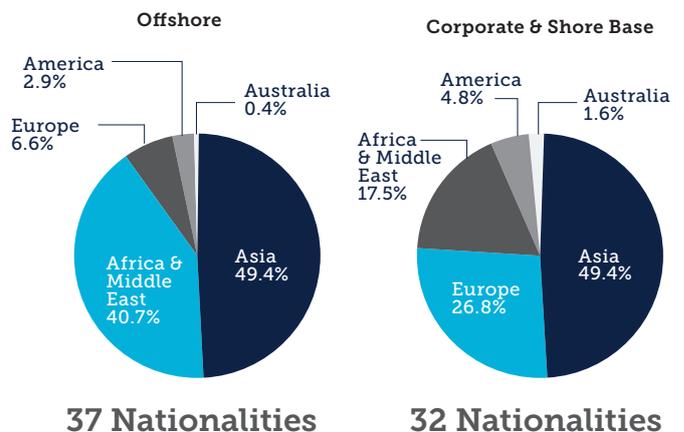
## 5.2. Diversity and Equal Opportunity

Consistent with our Code of Business Conduct and Ethics, Shelf Drilling is committed to a policy of equal opportunity employment for all employees and applicants for employment. The Company recruits, hires, trains, promotes, and compensates without regard to race, color, national origin, citizenship, religion, gender, sexual orientation, marital status, age, or any other category of persons to the extent protected by applicable laws.

### Gender Distribution



### Nationality Distribution



### 5.3. Non-Discrimination

Shelf Drilling's commitment to equal opportunity and non-discrimination governs all terms, conditions, and actions related to employment. The Company is committed to establishing and maintaining a work environment in which all individuals are respected and treated with dignity. The Company will not tolerate discrimination or harassment in the workplace or any other work-related environment. Shelf Drilling prohibits all harassment, including verbal, written, or electronic dissemination of materials which are offensive or disparaging of others on the basis of race, color, national origin, citizenship, religion, gender, sexual orientation, marital status, age, or any other category, whether the harassment is directed at a subordinate, co-worker, supervisor, customer, agent, guest, contractor, or vendor.

We encourage open dialog between employees and supervisors, however, the Company has established various channels through which employees can raise concerns and report actual or suspected wrongdoings, including reports on discrimination, without any fear of retaliation. See section 6.2 "Whistleblowing/Speak up".

### 5.4. Labor Rights

Shelf Drilling respects labor rights as described in the fundamental conventions of the International Labor Organization (ILO), including freedom of association, collective bargaining, forced and compulsory labor, child labor and discrimination in respect of employment and occupation.

Shelf Drilling is committed to respecting and protecting labor rights, both in its own internal business as well as those of its business partners, suppliers, customers and others who are directly affected by its activities. The Company is committed to important issues such as non-discrimination, the right to privacy, employment contracts, protection against harassment and management-employee collaboration.

The Company engages with the relevant employee representative groups, specifically in Nigeria and Tunisia, and encourages active ongoing dialogue to ensure alignment of our collective interests.

### 5.5. Training and Development

For offshore employees, Shelf Drilling provides access to a comprehensive training and development program that enables employees to progress from entry level positions through to the most-senior level on the rig. Employees acquire skills, knowledge and experience following a highly structured training matrix that specifies the set of training required for each role and responsibility. This is channeled into 4 main categories:

**OJTs (on the job training):** 21 courses comprised of 268 modules, a multilingual combination of theoretical and practical training courses delivered through a cloud based Learning Management System (LMS) SkillGrid available at work place, on the rig, office and at home to ease employee access.

**Competency assessment:** organized internally to ensure specific offshore critical position skills and competencies are maintained.

**Three offshore and 20 shore-based professional courses:** provided by approved third-party vendors, in accordance with highest and latest industry standards and applicable technical, geographical, or case specific regulations.

**Seven regulatory and marine licensing training courses:** provided by third-party vendors, as per IMO, Class and Flag states competency requirements for offshore operations.

# 84%

## TRAINING COMPLIANCE

Including shipyards and project rigs

Progress towards the next level as well as compliance with the defined training targets is tracked through our online reporting system. Specific programs – such as the Offshore Development Program (ODP) – aim to fast-track the promotion of high potential offshore candidates. Regular reviews are held between the field and corporate management teams to ensure progress towards achieving the designated nationalization objectives as well as the development of adequate bench strength for key positions.

### 80 offshore supervisors promoted in 2019

62 nationals, 18 expats

For onshore employees, Shelf Drilling does not have a formal annual performance appraisal process but encourages ongoing, continuous dialog between employees and supervisors to drive employee performance and development. Development plans are specific to the individual, their current role and potential future opportunities and, other than compliance training described in the next section, no company-wide training is provided or required.

## 5.6. Talent Attraction & Employee Retention

Shelf Drilling attracts and retains the best talent through our fit for purpose Talent Management and programs and competitive compensation and benefits programs. In particular, our employee referral program has been instrumental in finding and onboarding the talent we required to staff up a number of rigs in 2019. Given our high national content, local management and their engagement with our offshore crews is essential in maintaining a relatively low level of attrition, especially given the significant increase in the number of working jack-up rigs in the global fleet.

**1,063**

New employees hired in 2019

**4.7%**

Offshore voluntary turnover

**5.7%**

Onshore voluntary turnover

## 6. Responsible Business Conduct

Shelf Drilling is committed to honest, transparent and ethical conduct. We have embedded these values in our way of working with customers, suppliers, employees, shareholders and the communities in which we operate. Our commitment to responsible business conduct is outlined in our Code of Business Conduct and Ethics ("Corporate Code").

Shelf Drilling's Corporate Code defines the standards for how we do business. It reflects our commitment to conduct global operations according to the highest ethical standards. The Board of Directors has specifically directed the issuance and implementation of the Corporate Code and retains ultimate responsibility. Any waiver or exception to the Corporate Code must be approved by the Board.

### Shelf Drilling's Board of Directors has specifically directed the issuance and implementation of our Code of Business Conduct and Ethics and retains ultimate responsibility

The Corporate Code is periodically reviewed and updated in-keeping with national and international advances. Any changes to the Corporate Code are duly communicated to all employees, who also must complete recertification of the Corporate Code and its supporting policies on an annual basis.

## 6.1. Anti-Corruption & Anti-Money Laundering

### Anti-Corruption

Shelf Drilling has zero tolerance for corruption and has adopted a Global Anti-Corruption Policy, which commits us to stringent rules and regulations in line with the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act 2010. Our anti-corruption policy requires all employees and third-party representatives to comply with applicable anti-corruption laws and regulations in countries where we conduct business. To prevent costly violations, we have internal controls and procedures in place as well as conduct training to assure, to the maximum extent possible, compliance with laws and regulations. This policy is supported by the following three documents which provide detailed guidance regarding key risk areas, these include:

1. Shelf Drilling Facilitating Payments Policy
2. Shelf Drilling Gift, Meal, Travel & Entertainment Procedure
3. Shelf Drilling Third Party Due Diligence Procedure

Employees also go through annual training programs in relation to the Corporate Code and its supporting policies. The program is updated regularly and consists of e-learning courses together with updates through e-mails, posters and newsletters.

In 2019, we rolled-out Anti-Corruption, Business Courtesies – Gift, Meal and Entertainment and Conflict of Interest training courses. Further, in-person training sessions were conducted for employees and identified vendors in Thailand, Nigeria, India and Saudi Arabia.

In addition, in early 2020 our external FCPA Counsel provided an update to the senior management team on the latest developments in global compliance programs and regulatory enforcement actions. The effectiveness of Shelf Drilling's compliance program was discussed, and it was noted that the program was current and up-to-date requiring no additional changes.

### 2019 Online Training Focus Areas

Module/Course	No. of Employees covered
Recertification of Code of Business Conduct & Ethics	2,341 <sup>1</sup>
Anti-Corruption	358
Identifying and Navigating Conflict of Interest	371
Business Courtesies-Gift, Meal and Entertainment	308

<sup>1</sup>Excludes new hires in 2019 as they complete acknowledgment and certification

## Anti-Money Laundering

The Company does not permit its funds, assets, or property to be used in an illegal manner and therefore will not permit any money laundering or support of terrorism in any way. The Company performs appropriate background checks on business partners and affiliates and will report suspicious transactions or incidents to appropriate authorities.

### Anti-money laundering laws apply to Shelf Drilling and require that the Company knows:

- Who is making/ receiving payment
- Where the payment is coming from / being sent to
- Why the payment is being made

## 6.2. Whistleblowing/Speak up

Shelf Drilling is committed to promoting and sustaining a culture where everybody is comfortable to report concerns in good faith and without fear of retaliation. The Company has an ongoing "Speak Up" initiative through which we encourage our employees to ask compliance and ethics questions, raise concerns and report actual or suspected wrongdoings.

Shelf Drilling has established various channels through which employees can report their concerns. The employees are always encouraged to talk openly and freely with their direct managers/supervisors first. Alternatively, they can reach out to the Head of Compliance and Ethics, Vice President & General Counsel, or the Executive Vice President. The Company has also made available a hotline reporting system called "Shelf Drilling EthicsPoint Helpline". The hotline is toll-free, available in multiple languages, and is operated 24/7 by an independent third-party provider to help maintain confidentiality and, when requested, anonymity. Concerns can also be reported through a web form at <https://shelfdrilling.ethicspoint.com>, which is available 24/7 and is maintained and operated by the same third-party provider.

All incidents are reported to the Audit Committee of the Board, an investigation team is assigned, all correspondence dealt with in strictest confidence and investigation conclusions and resulting actions taken are reported back to the Audit Committee. Such actions may include, where relevant, appropriate disciplinary action.



## 6.3. Privacy and Data Security

Privacy regulations are increasingly important as countries develop their own data privacy laws. In line with this development, Shelf Drilling implemented a privacy program in 2018, adopting the GDPR standards. Policies defining how we manage privacy and data security include our Data Protection Standard as well as Privacy Statements covering HR, External stakeholders and recruitment.

## 6.4. Responsible Procurement

Policies and procedures outline how vendors are selected and reviewed. These include our Vendor Selection and Review and Third-Party Due Diligence Procedure.

### Responsible Vendor Onboarding

**1. Vendor Onboarding Process:** Depending on the nature of service and the location where it is provided, different onboarding process levels are triggered. Our vendor onboarding process has the capability of mapping 24 risks, including ESG related risks.

**2. Vendor Code of Conduct:** This code covers what we expect of vendors in terms of integrity, anti-bribery, compliance with local regulations, declaration of conflicts of interest, respect for human rights, health, safety and the environment and dealing with confidential data. All vendors must comply or explain deviations with the code's provisions during the onboarding process.

**3. Master Agreements:** Depending on the type of vendor, they may also be required to enter into an agreement. We have a suite of templates for different arrangements including onshore and offshore services and staff augmentation.

## HSE and Quality Audits

Shelf Drilling establishes specific HSE and/ or quality standards with vendors providing goods or services to our rigs and operations. Each quarter, a number of audits are performed to ensure that these standards are being met. Vendor selection is based on our experience with the vendor in question, criticality of the service or goods provided, or issues reported by our rig teams.

## Vendor Feedback Mechanism – Supplier Development

Vendors that provide personnel to our rigs are assessed by the rig Supervisors, who provide feedback. Quality of service along with HSE concerns are included in the feedback and in 2019 at least 80% of service vendors were assessed through this process.

## Contractors

In certain geographies we engage third-party labor providers for junior crew positions on our rigs. All labor agencies go through our due diligence process prior to selection, which includes a review by legal, HR and HSE.

All personnel assigned to work on our rigs follow our standard HSE and job specific training programs, regardless of whether they are contractors or direct hires.

## Shipyards

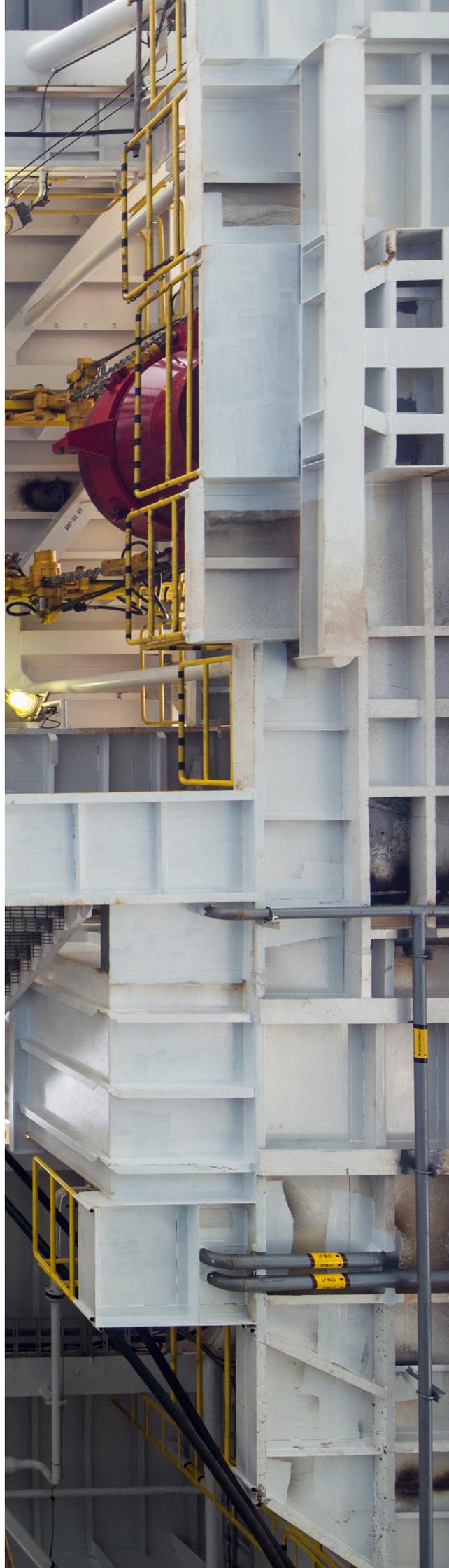
Shelf Drilling is highly selective in choosing which shipyards are used for major maintenance or upgrades to rigs when taken out of service. Shipyards are expected to follow our HSE system or bridging documents are prepared where this is not the case. Onsite teams are assigned to monitor compliance with standards.

## 6.5. Human Rights

Shelf Drilling is committed to respecting fundamental human rights as described in internationally recognized human rights conventions both in its own internal business and in its relations with business partners, suppliers, customers and others who are directly affected by the Company's activities.

We do not currently operate in territories defined as conflict areas or indigenous lands.

Going forward we will look to develop specific guidance to be aligned with the UN Guiding Principles for Business and Human Rights.



## 7. 2019 Sustainability Disclosures at a Glance

TOPIC	METRIC	UNIT OF MEASURE	DATA	CODE
Health & Safety	<b>HSE Performance</b> (1) Number of recordable incidents, (2) Total recordable incident rate (TRIR), (3) Lost Time Incident Rate (LTIR) (4) number of fatalities, and (5) near miss frequency rate (NMFR).	Number, Rate	# Recordable Incidents: 9 TRIR: 0.19 LTIR: 0.06 Fatalities: 0 NMFR: 13.41	EM-EP-320a.1 Custom
	<b>Health &amp; safety management</b> Discussion of management systems used to integrate a culture of safety throughout the exploration and production lifecycle.	Text	See section 3	EM-EP-320a.2
	<b>Emergency preparedness: Management systems</b> Description of management systems used to identify and mitigate catastrophic and tail-end risks.	Text	See section 3.1	EM-EP-540a.2
	<b>HSE Training</b> Average hours of HSE training provided to onshore and offshore personnel (employees plus contractors).	Hours (h)	Offshore: 14.9 Onshore: 1.3	EM-EP-320a.1
Climate & Environmental Management	<b>Scope 1 GHG emissions</b> (incl. percentage methane) Gross global Scope 1 emissions, percentage methane.	Metric tons (t)	Fuel Consumption: 57,164 CO <sub>2</sub> -e: 184,632 <sup>1</sup> CH <sub>4</sub> : 196 (0.11% of total emissions) <sup>1</sup> N <sub>2</sub> O: 2,082 <sup>1</sup> Calculations based on EEMS conversion factors are available. <sup>2</sup>	EM-EP-110a.1
	<b>Air emissions</b> Emissions of the following pollutants: (1) NO <sub>x</sub> (excluding N <sub>2</sub> O), (2) SO <sub>x</sub> , (3) volatile organic compounds (VOCs), and (4) particulate matter (PM <sub>10</sub> ).	Metric tons (t)	1) 3,395 NO <sub>x</sub> <sup>3</sup> 2) 228.7 SO <sub>x</sub> <sup>3</sup> 3) 114.3 VOC <sup>3</sup> 4) Shelf Drilling does not calculate this number.	EM-EP120-a.1
	<b>Emissions management</b> Discussion of long-term and short-term strategy or plan to manage Scope 1 emissions, emissions reduction targets, and an analysis of performance against those targets.	Text	See section 4.2	EM-EP110-a.3
	<b>TCFD reporting</b> Reporting on climate related risks and opportunities in line with the recommendations of the Task force on Climate-related Financial Disclosures (TCFD).	Text	See section 4.1	TCFD
	<b>Biodiversity management</b> Description of environmental management policies and practices for active sites.	Text	See section 4.3	EM-EP160-a.1
	<b>Spills and releases to the environment</b> Number and aggregate volume of spills and releases to the environment.	Number, aggregate volume	Overboard releases: Number of spills: 1 Aggregate volume: 0.6 Releases to air: Number of ODS releases: 55 Aggregate volume: 524 Kg litres	GRI 306-3
	<b>Fresh water consumption &amp; recycling</b> (1) Total volume of fresh water handled in operations, (2) percentage recycled.	Thousand cubic meters (m <sup>3</sup> ), Percentage (%)	All fresh water used on the rigs is converted from seawater. Volume not measured, 100% recycled.	EM-SV-140a.1
	<b>Water management</b> Discussion of strategy or plans to address water consumption and disposal-related risks, opportunities, and impacts.	Text	See section 4.4	EM-SV-140a.2

<sup>1</sup> Calculations are based on total fuel used (Gas oil) in operations in 2019 and Defra conversion factors 2019.

<sup>2</sup> Calculations based on EEMS conversion factors (Table 8.2) in metric tons (t): CO<sub>2</sub>-e = 187,584, CH<sub>4</sub> = 10.3, and N<sub>2</sub>O = 12.6.

<sup>3</sup> Calculations are based on EEMS conversion factors (Table 8.2).

TOPIC	METRIC	UNIT OF MEASURE	DATA	CODE
People	<b>Labor rights – Freedom of association &amp; collective bargaining</b> Percentage of total employees covered by collective bargaining agreements.	Percentage (%)	1.4%	GRI 102-41
	<b>Local employment</b> Description of how Shelf Drilling build national content through hiring and developing nationals from the countries of operation, including across leadership teams.	Text	See section 5.1	Custom
	<b>Gender diversity of management &amp; Board</b> Percentage of individuals within the organization's management and governance bodies according to gender.	Percentage (%)	Board: 0% female Management: 10% female	GRI 1-405
	<b>Training and development</b> Overall compliance to requirements of training matrix.	Percentage (%)	84%	Custom
	<b>Recruitment</b> Annual talent attraction.	Number	Offshore: 463 direct employees, 600 contractors Onshore: 32 direct employees, 35 contractors	Custom
	<b>Retention</b> Annual retention in terms of annual voluntary turnover.	Percentage (%)	Offshore: 4.7% Onshore: 5.7%	Custom
Responsible Business Conduct	<b>Corruption risk</b> Amount of net revenue in countries that have the 20 lowest rankings in Transparency International's Corruption Perception Index.	Reporting currency	0	M-SV510-a.1
	<b>Anti-corruption and bribery management</b> Description of the management system for prevention of corruption and bribery throughout the value chain.	Text	See section 6.1	EM-EP510-a.2
	<b>Ethics</b> Number of reported incidents to Shelf Drilling EthicsPoints Hotline.	Number	9	Custom
	<b>Fines</b> Total monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and/or regulations in the social and economic area.	Number	0	GRI 1-419
	<b>Responsible vendor management</b> Processes and policies guiding the selection and monitoring of vendors and agents.	Text	See section 6.4	Custom
	<b>Human rights</b> Revenue in or near areas of conflict.	Percentage (%)	0%	EM-EP210-a.1
	<b>Human rights</b> Revenue in or near indigenous land.	Percentage (%)	0%	EM-EP-210a.2

Disclaimer: Shelf Drilling has chosen select GRI or SASB disclosures to report on for 2019 and therefore is not fully compliant with either standard. Shelf Drilling aims to be compliant with the SASB standard from the financial year 2020.

- Global Reporting Initiative (GRI) Standards. [www.globalreporting.org/standards/gri-standards-download-center/](http://www.globalreporting.org/standards/gri-standards-download-center/)
- Sustainability Accounting Standards Board (SASB): Extractives & Minerals Processing Sector: Oil & Gas – Exploration & Production (2018). [https://www.sasb.org/wp-content/uploads/2018/11/Oil\\_Gas\\_Exploration\\_Production\\_Standard\\_2018.pdf](https://www.sasb.org/wp-content/uploads/2018/11/Oil_Gas_Exploration_Production_Standard_2018.pdf)
- Sustainability Accounting Standards Board (SASB): Extractives & Minerals Processing Sector: Oil & Gas – Services (2018). [https://www.sasb.org/wp-content/uploads/2018/11/Oil\\_Gas\\_Services\\_Standard\\_2018.pdf](https://www.sasb.org/wp-content/uploads/2018/11/Oil_Gas_Services_Standard_2018.pdf)
- Recommendations of the Task Force on Climate-related Financial Disclosures. <https://www.fsb-tcfd.org/publications/final-recommendations-report/>

Pursuant to the Continuing Obligations for companies listed on Oslo Børs, where the shares of Shelf Drilling, Ltd. ("Shelf Drilling" or "the Company") are actively traded, the Company is subject to the reporting requirements of the Norwegian Code of Practice for Corporate Governance, a copy of which is available at [www.nues.no/english/](http://www.nues.no/english/).

The Company considers good corporate governance to be a prerequisite for value creation, building trust with its stakeholders, and for accessing sources of capital. Since inception, the Company has ensured a robust compliance culture across the organization which, combined with comprehensive policies, procedures and systems, ensures reliable financial reporting and compliance with legislation and regulations applicable to the Company and its subsidiaries.

Details regarding the Company's approach and compliance with the Norwegian Code of Practice for Corporate Governance (dated October 17, 2018) (the "Code") are presented in sections 1 to 15 below. This report follows the same structure as used in the Code.

## 1. Implementation and Reporting of Corporate Governance

The board of directors of Shelf Drilling aspires to comply with the recommendations set out in the Code. However, in accordance with common practice for Cayman Islands incorporated companies, there are certain deviations from the Code's recommendations.

Further information on, and the background for, the deviations are presented in the relevant sections of this report.

## 2. Business

Shelf Drilling was incorporated under the laws of the Cayman Islands on

August 14, 2012 and is a holding company. The operations of the Company and its subsidiaries (together the "Group") are entirely carried out by the Company's operating subsidiaries. The Group is a leading international 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 Group is solely focused on shallow water operations in depths of up to 375 feet and owns 33 independent-leg cantilever jack-up rigs<sup>1</sup>, making us one of the world's largest owners and operators of jack-up rigs by number of active shallow water rigs.

In accordance with common practice for Cayman Islands incorporated companies, Shelf Drilling's objectives are not specified in the Company's articles of association (the "Articles"), contrary to what is recommended in the Code.

The Board seeks to define clear objectives, strategies and risk profiles for the Company's business activities such that it creates value for its shareholders, among other things by way of challenging management on proposals made to deploy capital in strategic investments and authorizing spending to established limits through the annual budget process. The Board regularly assesses the Company's performance and adjusts plans when deviations are observed.

Shelf Drilling continuously develops strategies and plans to secure its long-term sustainability and profitability, creating value for shareholders while balancing this with the interests of other stakeholders (employees, suppliers, customers, local communities, etc.) and compliance with internal and external regulations. For further details please see pages 5 and 6 for the sections on Strategy and Competitive Strengths respectively in the Form 10-K equivalent included in this report.

<sup>1</sup>Excludes 5x stacked rigs and includes Shelf Drilling Enterprise acquired in January 2020.

The Board evaluates the Company's objectives, strategies and risk profile on an annual basis. Further, the Board reviews the Group's environmental, social and governance policies and makes regular assessments of such policies in order to ensure high quality standards.

### **3. Equity and Dividends**

#### **Capital Structure**

As of December 31, 2019, the total issued share capital of the Company amounted to \$1,366,432, divided into 136,643,239 common shares, each with a par value of \$0.01. The Board considers the Company's capital structure to be appropriate with regard to the Company's objectives, strategy and risk profile.

The Group's financing arrangements as of December 31, 2019 were comprised of (i) \$900 million 8.25% senior unsecured notes due 2025, (ii) a \$225 million revolving credit facility with HSBC Bank PLC, RBC Capital Markets, DNB Bank ASA, ING and Credit Suisse and (iii) an EGP 90 million unsecured overdraft facility. This excludes a new financing arrangement of \$80 million 8.75% senior secured notes due 2024 which closed in February 2020.

As of December 31, 2019, the Company had a total indebtedness of \$935 million.

#### **Dividend Policy**

The Company did not distribute any dividends for the financial year ended December 31, 2019. In September 2019, the Company initiated a share repurchase program under which the Company may repurchase up to an aggregate of \$25 million of the Company's common shares over a period of two years. As of year-end 2019, the Company had used \$3 million for share repurchases.

The Board of Directors may consider future implementation of a dividend to holders of common shares based on the expected improvement in the Company's cash flow. The Company will balance dividends with other various factors that the Board of Directors deems relevant, including the Company's results of operations, financial condition and investment opportunities.

#### **Authorization to the Board**

In accordance with Cayman Islands law and common practice for Cayman Islands incorporated companies and subject to the provisions of the Articles, the Board has wide powers to issue any authorized but unissued shares on such terms and conditions as it may decide, and any shares or class of shares may be issued with preferred, deferred or other special rights or such restrictions, whether with regard to dividend, voting, return on capital, or otherwise as the directors may prescribe. Accordingly, this represents a deviation from section 3 of the Code.

Further, the Board also has the power to authorize the Company's purchase of its own shares, whether for cancellation or to hold as treasury shares and the power to declare dividends. These powers are neither limited to specific purposes nor to a specified period as recommended in the Code. This represents a deviation from section 3 of the Code.

On September 1, 2019, the Board of Directors approved a share repurchase program under which the Company may repurchase its common shares for an aggregate of \$25.0 million over a period of two years from the date of approval. Repurchased shares are cancelled and resume the status of authorized and unissued shares which are available for issuance in the future. 1,380,996 common shares were repurchased by the Company in 2019.

#### **4. Equal Treatment of Shareholders and Transactions with Close Associates**

Shelf Drilling has one class of shares ("common shares"). Each common share carries one vote and all common shares carry equal rights.

In the event of an increase in share capital through the issue of new common shares where a decision to waive the existing shareholders' pre-emptive rights is made, the justification for such waiver will be publicly disclosed in a stock exchange announcement issued in connection with the share issuance.

Transactions in the Company's own common shares are carried out either through the stock exchange or at prevailing stock exchange prices to seek to facilitate equal treatment of all shareholders. In the event that there is limited liquidity in the Company's shares, the company will consider other ways to ensure equal treatment of shareholders.

In the event of a not immaterial transaction between the Company and its shareholders, a shareholder's parent company, members of the Board, executive management or closely-related parties of any such parties, the Board will arrange for a valuation to be obtained from an independent third party.

#### **5. Shares and Negotiability**

The common shares of Shelf Drilling are freely negotiable and there are no restrictions on any party's ability to own, trade or vote a share in the Company. Certain incentive equity shares awarded to members of management under the legacy incentive equity program established prior to the listing on Oslo Børs carry restrictions on transfer.

These restrictions will be released in equal instalments on the first three anniversaries of the first day of trading on Oslo Børs.

#### **6. General Meetings**

In respect of general meetings, the Board ensures that:

- (i) as many shareholders as possible can participate in the general meeting;
- (ii) the resolutions and any supporting documentation are sufficiently detailed and comprehensive allowing shareholders to understand and form a view on all matters to be considered at the meeting; and
- (iii) members of the Board are present at the general meeting.

The Articles stipulate that the directors may, at any time prior to the general meeting, appoint any person to act as chairman of the general meeting or, if the directors do not make any such appointment, the chairman, if any, of the board of directors shall preside as chairman at such general meeting. This represents a deviation from section 6 of the Code, which stipulates that "the board of directors should ensure that the general meeting is able to elect an independent chairman for the general meeting". This is common for Cayman Islands exempted companies and simplifies the preparations for the general meeting.

The Articles do not provide for any deadline for the shareholders to give notice of their attendance at the general meeting. The Board may still encourage shareholders to give such notice within a set deadline.

Shareholders who are unable to be present at the general meeting will be given the opportunity to vote by proxy. The Company will in this respect provide information on the procedure and prepare a proxy form, which will be set up so that it is possible to vote

on each of the items on the agenda and candidates that are nominated for election.

## 7. Nomination Committee

The Board established a Nomination Committee in February 2019 which comprised the directors Graham Brooke, John K. Castle and J. William Franklin, Jr. In line with common practice for Cayman Islands incorporated companies, the Articles do not include provisions specific to a nomination committee and the members are not independent of the Board which represents a deviation from section 7 of the Code. All members of the Nomination Committee are independent of the Company's executive management.

The duties of the Nomination Committee are to review candidates and make recommendations to the Board for new directors and replacements for vacancies that may exist from time to time on the Board. The Nomination Committee's power to nominate directors shall, in the case of directors nominated by right by certain shareholders or shareholder groups pursuant to the Articles, be limited to a determination that any such nominee is suitable to becoming a director of the Company. The Nomination Committee did not meet during 2019.

## 8. Board of Directors: Composition and Independence

The Board is responsible for the overall management of the Company and may exercise all powers of the Company not reserved to its shareholders by the Articles or pursuant to Cayman Islands law. The Company is of the opinion that the composition of the Board ensures that the Board can attend to the common interests of all shareholders and that it meets Shelf Drilling's need for expertise, capacity and diversity.

The Company pays attention to ensuring that the Board functions effectively as a collegiate body.

For the financial year 2019, the Board comprised the following persons:

- **Ernie Danner** / Chairman
- **David Mullen** / Director
- **Graham Brooke** / Director
- **John K. Castle** / Director
- **J. William Franklin, Jr.** / Director
- **David Pittaway** / Director
- **John Reynolds** / Director
- **Benjamin Sebel** / Director
- **Tyson Smith** / Director
- **Usama Trabulsi** / Director
- **Hongyuan Wang** / Director<sup>1</sup>
- **David Williams** / Director
- **Menggui Zhang** / Director<sup>1</sup>

Graham Brooke and Tyson Smith left the Board with effect from February 10, 2020. Further information on each of the current directors, including information on their expertise is included on [www.shelfdrilling.com](http://www.shelfdrilling.com) and in their biographies on pages 14-18 of this annual report.

The Code recommends that the chairman of the Board is elected by the general meeting, but Mr. Danner was, in line with common practice for Cayman Islands companies, appointed by the Board and this therefore represents a deviation from the Code.

The directors Ernie Danner, Benjamin Sebel, Usama Trabulsi and David Williams are independent of the Company's main shareholders. Further, all of the directors are independent of the Company's material business contacts and executive personnel is not represented on the Board, with the exception of David Mullen, the Chief Executive Officer ("CEO") of the Company.

<sup>1</sup>From June 11, 2019.

While the CEO being on the Board represents a deviation from the Code, this is in line with established practice for the Company (since inception) and other Cayman Islands incorporated companies. The Board has implemented certain controls to ensure that no conflicts of interest arise due to his appointment to the Board. The charters of the Committees, more fully described in the next section, do not permit the CEO to be a member, ensuring independent preparation of matters for discussion by the Board.

The term of office for the directors of Shelf Drilling is not limited to two years, as the directors are appointed for an indefinite period of time. This represents a deviation from the Code.

Directors are not required to own any shares in the Company. As of December 31, 2019, David Mullen and Ernie Danner owned 748,003 and 74,757 shares, respectively, in the Company.

Attendance by the directors at meetings during 2019 is reflected in the table below:

## 9. The Work of the Board of Directors

### General

The Board produces an annual plan for its work, with particular focus on objectives, strategy and implementation. The Board has implemented instructions for the Board and the executive management, focusing on determining the allocation of internal responsibilities and duties. The objectives, responsibilities and functions of the Board and the CEO are in compliance with rules and standards applicable to the Group, which are described in the Company's "Instructions for the Board of Directors".

The Board will evaluate its performance and expertise on an ongoing basis. Such evaluations will include the composition of the Board and the manner in which its members function, both individually and as a group, in relation to the objectives set out for its work.

Members of the Board and executive personnel must notify the Board when such members have any significant, direct or indirect, interest in a

Board Member	Board	Audit Committee	Compensation Committee
Ernie Danner	11/11	7/9	-
David Mullen	11/11	-	-
Graham Brooke	9/11**	-	4/4
John K. Castle	11/11	-	4/4
J. William Franklin, Jr.	10/11	-	4/4
David Pittaway	10/10	-	-
John Reynolds	9/11**	-	-
Ben Sebel	10/11***	7/9	-
Tyson Smith	9/10***	-	-
Usama Trabulsi	11/11	9/9	-
Hongyuan Wang	2/6*	-	-
David Williams	11/11	9/9	-
Menggui Zhang	4/6	-	-

\* 1 of which by Proxy \*\* 2 of which by Proxy \*\*\* 3 of which by Proxy

transaction carried out by the Group. Guidelines for such notification have been established to ensure that the Board is notified when a member of the Board or executive personnel has a material interest in a transaction or other matter involving the Group.

To the extent a matter of a material nature in which the chairman of the Board is, or has been, personally involved, the Board considers on a case by case basis whether to implement appropriate measures to ensure that conflicts of interest do not affect the decision of the Board.

### **The Audit Committee**

The Board has elected an Audit Committee among the members of the Board. The Audit Committee comprises David Williams (chairman), Ernie Danner, Benjamin Sebel and Usama Trabulsi, who are all independent.

The primary purposes of the Audit Committee are and have been to:

- assist the Board in discharging its duties relating to the safeguarding of assets; the operation of adequate system and internal controls; control processes and the preparation of accurate financial reporting and statements in compliance with all applicable legal requirements, corporate governance and accounting standards; and
- provide support to the Board on the risk profile and risk management of the Company.

The Audit Committee reports and makes recommendations to the Board, however, the Board retains responsibility for implementing such recommendations.

### **The Compensation Committee**

The Board has established a Compensation Committee which, for the year 2019, comprised the directors Graham Brooke, John K. Castle and

J. William Franklin, Jr., all of whom are independent of the Company's executive management. Following Mr. Brooke's departure from the Board in February 2020, it is anticipated that the Board will appoint a new member to the Compensation Committee.

The Compensation Committee assists the Board in its oversight of all compensation and benefits related matters of the Company and its affiliates. The Compensation Committee is responsible for evaluating and approving the compensation plans, policies and programs of the Company.

Further, the Compensation Committee is responsible for establishing general compensation guidelines and policies for executive employees. The Compensation Committee determines the compensation and other terms of employment for executives (including salary, bonus, equity participation, benefits and severance terms) and reviews, from time to time, the Company's compensation strategy and compensation levels in order to ensure it is able to attract, retain and motivate executives and other employees. The Compensation Committee is also responsible for approving any equity incentive plans or arrangements and any guidelines or policies for the grant of equity incentives thereunder to employees of the Company. It oversees and periodically reviews all annual bonus, long-term incentive plans, stock options, employee pension and welfare benefit plans and also reviews and makes recommendations to the Board regarding the compensation of directors for their services to the Board.

### **The Nomination Committee**

Please see section 7. Nomination Committee discussed earlier.

## 10. Risk Management and Internal Control

It is ultimately the responsibility of the Board to ensure that the Company has sound and appropriate internal control systems and risk management systems and that these are proportionate to and reflect the extent and nature of the Company's activities. Sound risk management is an important tool to create trust and enhance value creation.

Internal control should ensure effective operations and prudent management of significant risks that could prevent the Group from attaining its targets. Shelf Drilling's internal controls and systems also cover the Company's corporate values, ethical guidelines and principles of corporate social responsibility.

Having in place an effective internal control system means that the Company is better equipped to manage commercial risk, operational risk, the risk of breaching legislation and regulations as well as other forms of risk that may be material to the Company. As such, there is a correlation between the Company's internal control systems and effective risk management. The internal control system also addresses the organization and execution of the Company's financial reporting, and covers the Company's corporate values, ethical guidelines and principles of corporate social responsibility.

The Company has adopted a separate code of conduct and an HSE policy and uses its best efforts to have a comprehensive set of relevant corporate manuals and procedures, which provide detailed descriptions of procedures covering all aspects of the management of the Company's operational business. These procedures and manuals are continually revised to reflect best practice, derived from experience or adopted through regulations.

For further details please see pages 7 and 30 for the sections Item 1. Business, Health, Safety and Environment and

Item 2. Properties, Maintenance and Certifications respectively in the Form 10-K equivalent included in this report.

Shelf Drilling complies with the laws and regulations that apply to the Company's operations.

The Board conducts annual reviews of the Company's most important areas of exposure to risk and such areas' internal control arrangements.

## 11. Remuneration of the Board of Directors

The remuneration of the Board reflects the Board's responsibility, expertise and time commitment and the complexity of the Company's activities. Further, the remuneration of the Board is not linked to the Company's performance, and the Company does not grant share options to members of the Board.

In November 2019, Ernie Danner received 14,611 common shares of the Company in settlement of the restricted share unit ("RSU") award of 14,611 RSUs granted to him in November 2018 as part of his compensation as chairman of the Board. Mr. Danner also received an award of 40,863 RSUs in November 2019 as part of his compensation as chairman of the Board, representing an annual equity award targeted at \$100,000 per year. For further details please see page F-37 for the section on 2017 Long Term Incentive Plan in the Form 10-K equivalent included in this report.

Except for David Mullen, who acts both as CEO and director, none of the directors, or companies with which they are associated, has taken on specific assignments for the Company in addition to their appointment as a director. If, however, any of the above-mentioned persons takes on such assignments, this will be disclosed to the Board, and remuneration for such additional duties shall be subject to Board approval.

David Mullen receives no additional compensation for his role as a director over and above that which has been agreed for his role as CEO of the Company.

## **12. Remuneration of Executive Personnel**

Shelf Drilling is an exempted company incorporated in the Cayman Islands and is not subject to the rules of the Norwegian Public Companies Act. As a consequence, the Board has not prepared written guidelines for the remuneration of the members of the Company's management.

However, the remuneration of executive personnel of the Company is based on the objective to attract, retain and motivate senior management to achieve the strategic objectives of Shelf Drilling and provide value to its shareholders. The remuneration of executives, including the CEO, is benchmarked against comparable companies in the industry.

The Company provides for performance-related remuneration of the executive management in the form of an annual bonus program and share based long term incentives, which are linked to the Company's profit over time and value creation for shareholders. Such arrangements are based on quantifiable factors that the employee may influence. Performance-related remuneration is subject to a cap.

In accordance with the above, the Company does not deviate from section 12 of the Code other than with regard to provisions that are of a Norwegian company law specific nature.

## **13. Information and Communications**

Shelf Drilling is obligated to continuously provide its shareholders, Oslo Børs and the financial markets in general with timely and precise information about the Company and its operations. Relevant information

is given in the form of annual reports, quarterly reports, press releases, notices to the stock exchange and investor presentations in accordance with what is deemed appropriate from time to time. To this end the Company has established guidelines for communication with the financial market. The Company publishes an annual, electronic financial calendar with an overview of dates for important events, such as the annual general meeting, interim financial reports and public presentations, if applicable.

The Company seeks to clarify its long-term potential, including strategies, value drivers and risk factors, and maintains an open and proactive policy for investor relations, a website designed to incorporate "sound practices", and gives regular presentations in connection with annual and quarterly results.

The Board seeks to make suitable arrangements for shareholders to communicate with the Company. Communications with shareholders are in compliance with the provisions of applicable laws and regulations and in accordance with the principle of equal treatment of the Company's shareholders. Information to shareholders is published on the Company's website. The Company has created a dedicated investor relations email ID, [investor.relations@shelfdrilling.com](mailto:investor.relations@shelfdrilling.com), for the convenience of shareholders and investors in case of any queries or requests. Investor contact and investor relations activities are conducted in accordance with relevant policies and by the investor relations team.

## **14. Take-Overs**

The Board complies with applicable Norwegian and Cayman Islands laws and regulations regarding take-over offers. The Board has established the main principles for its actions in the event of a take-over offer.

In a take-over process, the Board will endeavor to facilitate that the Company's shareholders are treated equally and that

there are no unnecessary interruptions to the Company's business activities. The Board will further seek to facilitate that the shareholders are given sufficient information and time to assess the offer.

In the event of a take-over process, the Board will seek to abide by the principles of the Code. Further, the Board will, subject to its overriding fiduciary duties, ensure that the following take place:

- the Board will not seek to hinder or obstruct any takeover offer for the Company's operations or shares unless they have valid and particular reasons for doing so;
- the Board shall not exercise mandates or pass any resolutions with the intention of obstructing the takeover offer unless this is approved by the general meeting following announcement of the offer or the Board had justifiable reasons for such actions;
- the Board shall not undertake any actions intended to give shareholders or others an unreasonable advantage at the expense of other shareholders or the Company;
- the Board shall not enter an agreement with any offeror that limits the Company's ability to arrange other offers for the Company's shares, unless it is self-evident that such an agreement is in the common interest of the Company and its shareholders;
- the Board and executive management shall not institute measures with the intention of protecting the personal interests of its members at the expense of the interests of the shareholders; and
- the Board must be aware of the particular duty it has for ensuring that the values and interests of the shareholders are protected.

In the event of a take-over offer, the Board will, unless there are any reasons to the contrary, seek a valuation from an independent third party. On this basis, the Board will make a recommendation as to whether or not the shareholders should accept the offer.

The Board shall strive to ensure that neither inside information about the Company, nor any other information that must be assumed to be relevant for shareholders in a bidding process, remains unpublished. Shelf Drilling was not subject to any takeover bids in 2019.

## **15. Auditor**

The Company's independent auditor is PricewaterhouseCoopers Dubai branch (PwC). PwC has been the Company's auditor since its inception in 2012.

Once a year, the Board reviews the Company's internal control procedures with the auditor, including any weakness identified by the auditor and proposals for improvement.

In order to ensure the auditor's independence of the Company's executive management, the Board has specified the executive management's right to use the auditor for purposes other than auditing.

The auditor participates in meetings of the Audit Committee of the Board considering annual accounts, accounting principles, assessment of any important accounting estimates and other matters of importance. At these meetings, the auditor reports on any material changes in the Company's accounting principles and key aspects of the audit, comments on any material estimates, accounting figures and judgements, and reports all material matters on which there has been a disagreement between the auditor and the executive management of the Company and/or the Audit Committee.

The Audit Committee holds a meeting with the auditor at least once a year in which no representative of the executive management is present. In order to strengthen the Board's work on financial reporting and internal control, the auditor provides a report to the Audit Committee on the main elements of the audit of the previous financial year, and reports any significant deficiency and material weakness identified in the internal control relating to the financial reporting process.

# RESPONSIBILITY STATEMENT

We confirm that, to the best of our knowledge, the consolidated financial statements for the year ended December 31, 2019 have been prepared in accordance with accounting principles generally accepted in the United States of America, and give a true and fair view of the assets, liabilities, financial position and results of the Company and the Group taken as a whole.

We also confirm that, to the best of our knowledge, the Board of Directors' Report includes a true and fair review of the development and performance of the business and the position of the Company and the Group, together with a description of the principal risks and uncertainties facing the Company and the Group.

**By Order of the Board of Directors of Shelf Drilling, Ltd.**  
March 2, 2020



Ernie Danner  
Chairman



David Mullen  
Director & Chief Executive Officer

**Important Notice:** Any market commentary in the Annual Report is as at March 2, 2020 or earlier if explicitly stated. As such, the Annual Report does not reflect any market events or changes after March 2, 2020.

# DEFINITIONS / GLOSSARY

<b>Adjusted EBITDA</b>	Net loss plus interest expense and finance charges, net of interest income, income tax expense, depreciation, amortization of deferred costs, loss on impairment of assets, loss on disposals of assets, acquired rig reactivation costs, one-time corporate transaction costs, certain share-based compensation expense, net of forfeitures, prior to the Company's 2018 initial public offering on the OSE, Sponsor's fee and other specific items in certain periods, less gain on disposal of assets.
<b>Adjusted EBITDA Margin</b>	Adjusted EBITDA divided by total revenues.
<b>Adjusted Free Cash Flow</b>	Adjusted EBITDA less capital and deferred expenditures excluding rig acquisitions, interest expense (excluding loss on debt extinguishment), net and income tax expense
<b>Average Dayrate</b>	The average contract dayrate earned by marketable rigs over the reporting period excluding mobilization fees, contract preparation, capital expenditure reimbursements, demobilization, recharges, bonuses and other revenues.
<b>Bbl</b>	Barrels
<b>Bbl/d</b>	Barrels per day
<b>Board</b>	The Company's board of directors
<b>Capital expenditures and deferred costs</b>	Represent rig acquisition and other fixed asset purchases, construction expenditures on newbuild rigs and certain expenditures associated with regulatory inspections, major equipment overhauls, contract preparation (including rig upgrades), mobilization and stacked rig reactivations.
<b>Corporate Code</b>	Company's Code of Business Conduct and Ethics
<b>Code / Corporate Governance Code</b>	The Norwegian Code of Practice for Corporate Governance, dated October 17, 2018.
<b>Company</b>	Shelf Drilling, Ltd. / Shelf Drilling / SHLF
<b>Effective Utilization</b>	The number of calendar days during which marketable rigs generate dayrate revenues divided by the maximum number of calendar days during which those rigs could have generated dayrate revenues.
<b>ESG</b>	Environmental, Social and Governance
<b>Group</b>	The Company together with its consolidated subsidiaries
<b>HSE</b>	Health, Safety and Environment
<b>IADC</b>	International Association of Drilling Contractors
<b>IOCs</b>	International Oil Companies
<b>LTM</b>	Last twelve months
<b>Marketable Rigs</b>	The total number of rigs that are operating or are available to operate, which excludes stacked rigs, rigs under non-drilling contracts and non-contracted newbuild rigs under construction

<b>Net Debt</b>	Represents Total Debt less cash and cash equivalents.
<b>NOCs</b>	National Oil Companies
<b>Operating Position / Market Position</b>	Ranking of a company in terms of number of jack-ups deployed in a region, excludes owner-operators, for example ONGC in India, ADNOC in UAE, etc.
<b>Premium Rigs / Premium Jack-ups</b>	Categorized based on specifications and capabilities, typically 1.5 million-pound hookload capacity, 120 persons of accommodation capacity, and 350 foot water depth capability.
<b>Rystad / Rystad Energy</b>	An independent energy research and business intelligence company.
<b>TRIR</b>	Total Recordable Incident Rate (incidents per 200,000 man-hours)
<b>Uptime</b>	The period during which the Company performs well operations without stoppage due to mechanical, procedural or other operational events that result in non-productive well operations time. Uptime is expressed as a percentage measured daily, monthly or yearly.
<b>US 10-K Equivalent / Form 10-K Equivalent</b>	With certain exceptions, this Form 10-K Equivalent is provided pursuant to the Indenture for our 8.25% Senior Notes Due 2025 and should be read in its entirety as it pertains to Shelf Drilling, Ltd. Except where indicated, the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements are combined. References in this Form 10-K Equivalent to "Shelf," "SDL", the "Company," "Group," "we," "us," "our" and words of similar meaning refer collectively to Shelf Drilling Ltd. and its consolidated subsidiaries.
<b>Note to EBITDA/Adjusted EBITDA</b>	The Company presents non-GAAP financial measures because it believes that they and other similar measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The Company believes Adjusted EBITDA provides meaningful information about the performance of its business and therefore uses it to supplement its US GAAP reporting. The Company believes that Adjusted EBITDA improves the comparability of year-to-year results and is representative of the Company's underlying performance. The non-GAAP financial measures may not be comparable to other similarly titled measures of other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of the Company's operating results as prepared under US GAAP. Non-GAAP financial measures and ratios are not measurements of the Company's performance, financial condition or liquidity under US GAAP and should not be considered as alternatives to operating profit or profit or as alternatives to cash flow from operating, investing or financing activities for the period, or any other performance measures, derived in accordance with US GAAP or any other generally accepted accounting principles.

# FORM 10-K EQUIVALENT



# **SHELF DRILLING, LTD.**

Form 10-K Equivalent

December 31, 2019

**SHELF DRILLING, LTD.**  
**Form 10-K Equivalent for the Year Ended December 31, 2019**

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This Form 10-K equivalent (“Form 10-K Equivalent”), with certain exceptions, is provided pursuant to the Indenture for our 8.25% Senior Unsecured Notes Due 2025 and our \$225 million revolving credit facility. This Form 10-K Equivalent should be read in its entirety as it pertains to Shelf Drilling, Ltd. Except where indicated, the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements are combined. References in this Form 10-K Equivalent to “Shelf,” “SDL”, the “Company,” “Group,” “we,” “us,” “our” and words of similar meaning refer collectively to Shelf Drilling Ltd. and its consolidated subsidiaries.

## FORWARD-LOOKING STATEMENTS

Statements contained in this report that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include words or phrases such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “project,” “could,” “may,” “might,” “should,” “will” and similar words and specifically include statements regarding expected financial performance; expected utilization, dayrates, revenues, operating expenses, contract terms, contract backlog, capital expenditures and deferred costs, insurance, financing and funding; the timing of availability, delivery, mobilization, contract commencement or relocation or other movement of rigs; current or future rig construction (including construction in progress and completion thereof), enhancement, upgrade, repair or reactivation and timing thereof; the suitability of rigs for future contracts; general market, business and industry conditions, trends and outlook; future operations; the impact of increasing regulatory complexity; expected contributions from our acquired rigs; expense management; and the likely outcome of litigation, legal proceedings, investigations or insurance or other claims and the timing thereof. These forward-looking statements speak only as of the date of this Form 10-K Equivalent and we undertake no obligation to revise or update any forward-looking statement for any reason, except as required by law. Such statements are subject to numerous risks, uncertainties and assumptions that may cause actual results to vary materially from those indicated, including:

- our ability to renew or extend contracts, enter into new contracts when such contracts expire, and negotiate the dayrates and other terms of such contracts;
- the demand for our rigs, including the preferences of some of our customers for newer and/or higher specification rigs;
- changes in worldwide rig supply and demand, competition or technology, including as a result of delivery of newbuild rigs;
- the expectations of our customers relating to future energy prices and ability to obtain drilling permits;
- the impact of variations in oil and gas production and prices and demand in hydrocarbons;
- the impact of variations in demand for our products and services;
- sufficiency and availability of funds and adequate liquidity for required capital expenditures and deferred costs, working capital and debt service;
- our levels of indebtedness, covenant compliance and access to future capital;
- the level of reserves for accounts receivables;
- the disproportionate changes in operating and maintenance costs compared to changes in operating revenues;
- downtime and other risks associated with offshore rig operations or rig relocations, including rig or equipment failure, damage and other unplanned repairs;
- the expected completion of shipyard projects including the timing of rig construction and delivery and the return of idle rigs to operations;
- future capital expenditures and deferred costs, refurbishment, reactivation, transportation, repair and upgrade costs;
- the cost and timing of acquisitions and integration of additional rigs;
- our ability to reactivate rigs;
- the proceeds and timing of asset dispositions;
- the effects and results of our strategies;
- complex laws and regulations, including environmental, anti-corruption and tax laws and regulations, that can adversely affect the cost, manner or feasibility of doing business;
- litigation, investigations, claims and disputes and their effects on our financial condition and results of operations;
- effects of accounting changes and adoption of accounting policies;
- expectations, trends and outlook regarding offshore drilling activity and dayrates, industry and market conditions, operating revenues, operating and maintenance expense, insurance coverage, insurance expense and deductibles, interest expense and other matters with regard to outlook and future earnings;
- potential asset impairment as a result of Company specific, industry specific or market factors;
- the market value of our rigs and of any rigs we acquire in the future may decrease;
- effects of customer interest or inquiries;
- the global number of contracted rigs, and our ability to benefit from any increased activity;
- our ability to attract and retain skilled personnel on commercially reasonable terms, whether due to labor regulations, unionization or otherwise;
- the security and reliability of our technology systems and service providers;
- adverse changes in foreign currency exchange rates;
- changes in general economic, fiscal and business conditions in jurisdictions in which we operate and elsewhere;
- our ability to obtain financing and pursue other business opportunities may be limited by our debt levels, debt agreement restrictions and the credit ratings assigned to our debt by independent credit rating agencies;
- our incorporation under the laws of the Cayman Islands and the limited rights to relief that may be available compared to United States (“U.S.”) U.S. laws and
- the other factors listed in “Item 1A. - Risk Factors” and elsewhere in this Form 10-K Equivalent.

## Part I

### Item 1. Business

#### General

Shelf Drilling, Ltd. (“SDL”) was incorporated on August 14, 2012 (“inception”) as a private corporation in the Cayman Islands. SDL, through its majority owned subsidiaries (together, the “Company”, “we”, “us” or “our”) is a leading international shallow water drilling contractor providing equipment and services for the drilling, completion and well maintenance of offshore oil and natural gas wells. We are solely focused on shallow water operations in depths of up to 375 feet, and as of December 31, 2019 we own 32 independent-leg cantilever (“ILC”) jack-up rigs, excluding stacked rigs, making us one of the world’s largest owners and operators of jack-up rigs by number of active shallow water rigs.

Since our inception, we have applied our “fit-for-purpose” strategy to enhance the performance of our business, people and processes, leveraging our sole focus on the shallow water segment and the decades of experience of our people with our customers, rigs and markets where we operate. The diversified geographical focus of our jack-ups and the allocation of resources to build or upgrade rigs will be determined by the activities and needs of our customers. Currently, our main customers are national oil companies (“NOCs”), international oil companies (“IOCs”) and independent oil and gas companies, who contract our rigs for varying durations.

SDL is a holding company with no significant operations or assets other than interests in its direct and indirect subsidiaries. All operations are conducted through Shelf Drilling Holdings, Ltd. (“SDHL”), an indirect wholly owned subsidiary of SDL. Our corporate offices are in Dubai, United Arab Emirates (“UAE”), geographically close to our operations in the Middle East North Africa and the Mediterranean (“MENAM”), South East Asia, India and West Africa. Our largest shareholders are affiliates of Castle Harlan, Inc., CPE Capital (formerly CHAMP Private Equity) and Lime Rock Partners (together, the “Sponsors”), and China Merchants & Great Wall Ocean Strategy & Technology Fund (“China Merchants”). Since June 25, 2018, SDL shares are listed on the Oslo Stock Exchange (“OSE”) under the ticker symbol SHLF. Our website address is [www.shelfdrilling.com](http://www.shelfdrilling.com).

#### *Recent events*

On May 9, 2019, the Company closed a transaction with affiliates of China Merchants to acquire two premium newbuild CJ46 jack-up rigs, the Shelf Drilling Achiever and the Shelf Drilling Journey, through the issuance of new common shares, and to bareboat charter two additional premium newbuild CJ46 jack-up rigs, including an option to buy either or both of the rigs during the initial term (the “Transaction”). The Company expects to take delivery of the two bareboat charter rigs in the first half of 2020. Upon closing of the Transaction, the Company issued 26,769,230 new common shares, representing 19.4% of the then total outstanding common shares of the Company, making China Merchants the Company’s largest shareholder. The Shelf Drilling Achiever began a three-year contract in the Arabian Gulf in December 2019.

On September 1, 2019, the Board of Directors approved a share repurchase program under which the Company may repurchase shares of the Company’s common stock for an aggregate of \$25.0 million over a period of two years from the date of approval (the “2019 Repurchase Program”). Repurchased shares are considered constructively retired on the repurchase date and may be used, in part, to satisfy obligations under the Company’s long-term incentive plans. In September, we began the repurchase of shares in the open market on the OSE.

During the three months ended December 31, 2019, the Company secured a total of 35 years of long-term contract extensions on four rigs operating in the Arabian Gulf in direct continuation of their respective current contracts. Specifically, the High Island II, High Island IV and Main Pass I rigs were each awarded a ten-year extension and the Main Pass IV rig was awarded a five-year extension. These contract extensions combined with other extensions and new contracts secured during 2019, particularly in India, increased the Company’s backlog to \$2.0 billion as of December 31, 2019.

During the three months ended December 31, 2019, the Company began new contract operations with seven of its rigs, which were previously available or undergoing operational readiness projects. This included one rig each in MENAM and South East Asia, three rigs in India and two rigs in West Africa.

In January 2020, the Company completed the acquisition of a premium jack-up rig, which was renamed Shelf Drilling Enterprise, from a subsidiary of Maersk Drilling for a purchase price of \$38.0 million. The rig is currently undergoing a contract preparation and operation readiness project for a 21-month contract in the Gulf of Thailand expected to begin in August 2020. The Company drew down an additional \$35.0 million under the SDHL Revolver in January 2020 to partially fund the acquisition and subsequently drew down a further \$20.0 million in February 2020 to fund general working capital needs following the completion of several projects in 2019. On February 21, 2020, the Company closed a private offering of \$80.0 million aggregate principal amount of 8.750% Senior Secured Notes due 2024 (the “Notes”) to replenish its liquidity following the acquisition of the Shelf Drilling Enterprise and to finance the remaining reactivation and upgrade costs associated with the deployment of the rig in advance of the contract commencement. On February 26, 2020, the Company repaid \$35.0 million in borrowings under the SDHL Revolver associated with the new rig purchase using the proceeds from the Notes. As of March 2, 2020, the outstanding borrowing under the SDHL Revolver was \$55.0 million.

## Operations

A significant portion of our revenue is related to the provision of drilling services generated from the operation of the rigs in our fleet through dayrates charged to customers, including NOCs, IOCs and independent oil and gas companies. Additionally, we may earn lump-sum fees relating to mobilization, contract preparation, capital upgrades and demobilization in certain drilling contracts. We also provide catering, accommodation services, additional equipment, consumables and personnel on an as needed basis at the request of the customer and may use third parties for the provision of such goods and services. Revenue may increase or decrease depending on various factors, such as the applicable dayrates, the timing of new contracts, contract extensions or terminations and out of service periods. See also “Customers and Customer Contracts” below for additional discussion on our customers and revenue generating activities.

Our operating expenses consist primarily of operating and maintenance expenses, which can be classified as rig related and shore-based. Our other significant expenses include depreciation, amortization of deferred costs and general and administrative expenses. As we operate in a capital-intensive business, we may also incur significant costs related to impairment of assets. We do not undertake any significant expenditures on research and development. See also “Operating Expenses, Capital Expenditures and Deferred Costs” below for additional discussion of our cost and expenses.

We have one reportable segment, Contract Drilling Services, which reflects how we manage our business, that our drilling fleet is mobile and that our market is dependent upon the worldwide oil and gas industry. In general, seasonal factors do not have a significant effect on our business.

We utilize various operational and financial measures that we believe are useful in assessing our business and performance. Many of these measures are common to our industry and we believe they are useful in measuring our operating performance over time. See also “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” for further discussion of our operating measures and financial measures.

We use various operational measures common to our industry to evaluate our operational performance, including:

- *Contract backlog* is the maximum contract drilling dayrate revenue that can be earned from firm commitments for contract drilling services represented by executed definitive agreements based on the contracted operating dayrate during the contract period less any planned out-of-service periods for regulatory inspections and surveys or other work. Contract backlog excludes revenue resulting from mobilization and demobilization fees, capital or upgrade reimbursement, recharges, bonuses and other revenue sources. Contract backlog may also include the maximum contract amount of revenue under non-drilling services for the use of our rigs such as bareboat charters and contracts for accommodation units. The contract period excludes revenue from extension options under our contracts, unless such options have been exercised. The contract operating dayrate may differ from the amount estimated due to mobilization, weather, unscheduled downtime and repairs, among other factors. Actual dayrates may also include adjustments based on market factors, such as oil prices or cost increases, and such adjustments are not estimated in the backlog dayrate. Contract backlog is a key indicator of our potential future revenue generation.
- *Total recordable incident rate (“TRIR”)* is the number of recordable incidents per 200,000 man-hours.
- *Uptime* is the period during which we perform well operations without stoppage due to mechanical, procedural or other operational events that result in non-productive well operations time. Uptime is expressed as a percentage measured daily, monthly or yearly. Uptime performance is a key customer contracting criterion, an indication of our operational efficiency, and is directly related to our current and future revenue and profit generation.

The following table includes selected operating measures as of December 31, 2019, 2018 and 2017:

	As of December 31,		
	2019	2018	2017
Contract backlog (in millions)	\$ 2,005	\$ 935	\$ 1,374

The following table includes selected operating measures for the years ended December 31, 2019, 2018 and 2017:

	Years ended December 31,		
	2019	2018	2017
TRIR	0.19	0.23	0.25
Uptime	99.2%	98.7%	98.8%

## Customers and Customer Contracts

Our drilling contracts are typically awarded on an individual basis and vary in terms and rates depending on the operational nature, duration, amount and type of equipment and services, geographic area, market conditions and other variables. Dayrates are negotiated directly with customers or determined through a formal bidding process and can be influenced by the operating performance of the service provider or rig, as well-established drilling contractors with a strong track record of safety and operating uptime are generally able to negotiate more favorable dayrates. Prior experience with a customer can be a deciding factor in the

awarding of contracts and negotiation of contract terms, as discussed further below. Market factors can also impact dayrates, and dayrates have been lower in recent years due to market conditions. As is common in the industry, our customer contracts can contain multiple dayrates, including specified dayrates for routine operations and reduced dayrates for equipment downtime, adverse weather, rig moves or other instances of scheduled or non-scheduled events, including for circumstances both within or outside of our control.

Revenues are impacted by dayrate levels and by inactive periods between contracts, including for repairs, overhauls and inspections, and stacking of rigs. Dayrates set forth in this filing are estimates based upon the full contract operating dayrate, however, actual dayrates earned over the course of any given contract are lower, and may be substantially lower, due to factors discussed herein.

We may receive additional compensation or reimbursement for contract preparation and capital upgrades, such as mechanical or structural alterations to a rig necessary to meet customer specifications, and for mobilization costs necessary to relocate the vessel for contractual operations. Some contracts also include demobilization revenues which are triggered if stipulated conditions are present. These provisions vary and are based on negotiations of individual contracts with customers, which can be influenced by the contract duration, the dayrate, local market conditions and other factors.

Many drilling contracts have extension options, which can be exercised at the option of the customer at agreed prices and terms, and termination clauses, whereby we can charge the customer a fee for early termination at the customers' convenience and sole option. Customer contracts may also be subject to cancellation, suspension and delays for a variety of reasons, including some beyond our control. Certain customer contracts may outline specific termination provisions, which may include termination payments. Termination payments can vary from contract to contract and typically range from 50% to 100% of the dayrate multiplied by the number of firm contract days remaining on the contract. However, in certain contracts the termination fee paid can be refunded if we are able to initiate a subsequent drilling contract with a different operator or such fee can be reduced (or infrequently, eliminated) if the customer serves a specified notice period. Additionally, contracts customarily provide for automatic termination or optional customer termination for cause, typically without the payment of any termination fee. These provisions can be triggered under pre-defined circumstances such as non-performance or material breach of the contract, including but not limited to for operational or safety performance issues, equipment failure, and sustained downtime related to force majeure events.

Contract terms range in length from the time necessary to drill or workover one well up to several years. We seek to secure long-term agreements providing enhanced stability and deeper customer relationships rather than the highest possible dayrates on a shorter-term basis. Typically, NOC contracts are for longer terms when compared to contracts with IOCs or independent exploration and production companies, although in certain countries annual government budget approval cycles may limit the tenor of these contracts.

The type of contract can also impact the length and predictability of a contract term. "Greenfield exploration" consists of exploration of uncharted territory, where mineral deposits are not confirmed to exist, and such projects are generally considered an investment in developing a future production field. "Brownfield projects" consist of workover activity on producing assets, and such projects are generally considered part of ongoing operations. Greenfield exploration tends to be shorter term and more closely linked to prevailing commodity prices and success of exploration activities than brownfield projects, as customers are often unwilling to make investments in unproven fields during periods of low oil prices.

The methods through which we pursue new business vary significantly. Small independent oil and natural gas companies are generally less likely to require formal tender processes, while NOCs are more likely to require participation in full tender exercises prior to awarding new contracts. We believe that extending current contracts or entering into additional contracts with existing customers benefits both us and our customers, due to the following factors:

- Readily available rigs and crews for the customer's work site, eliminating additional mobilization expense and risk;
- Available equipment, which meets customer specifications both from an operational and a safety perspective;
- Employees familiar with the customer's policies and procedures;
- Simplified process for contract negotiations and related legal and administrative requirements and
- A higher likelihood that the customer will be satisfied with the services provided.

We believe that our ability to maintain relationships with, and to win repeat business from, our existing customers is critical to our stability and growth of cash flows. If an existing customer fails to renew a contract, we will seek to secure a new contract for that rig.

Our current customer base includes Saudi Arabian Oil Company ("Saudi Aramco"), Chevron Corporation ("Chevron"), Oil and Natural Gas Corporation Limited ("ONGC"), Dubai Petroleum Establishment ("DPE"), Abu Dhabi National Oil Company ("ADNOC"), ExxonMobil Corporation ("ExxonMobil"), Eni S.p.A ("ENI") and TOTAL S.A. ("TOTAL"), who contract our rigs for varying durations.

In the year ended December 31, 2019, of the 29 contracts or extensions we entered into, 22 represented contract renewals with the existing customer. Based on customer contracts in place as of December 31, 2019, 7 are scheduled to expire during 2020,

8 during 2021 and 16 in 2022 or later. As of December 31, 2019, our shortest remaining contract term was approximately one month and the longest remaining contract term was 10 years.

Customers are typically invoiced monthly, based on the dayrates applicable to the specific activities we perform on an hourly basis, and have 30 to 60 day payment terms. Contract preparation, capital upgrade and mobilization fees are typically invoiced at the commencement or initial phase of the contract. Demobilization and termination fees are typically billed at the completion of a contract if certain stipulated conditions are present. Some contracts also provide for price adjustments tied to material changes in specific costs or variations in the average price of Brent crude oil.

Our drilling contracts provide for varying levels of indemnification for both us and customers. We believe the terms of such indemnification are standard for the industry. In general, the parties assume liability for their respective personnel and property.

Our customers typically assume responsibility for, and indemnify us against, well control and subsurface risks under dayrate drilling contracts, which includes indemnifying us from any loss or liability resulting from pollution or contamination, including clean-up and removal and third-party damages, arising from operations under the contract and originating below the surface of the water, including as a result of blow-outs or cratering of the well. However, in certain cases, we may retain risk for damage to customer or third-party property on our rigs and retain liability for third-party damages resulting from pollution or contamination. Additionally, we may have contractually agreed upon certain limits to our indemnification rights and can be responsible for damages up to a specified maximum U.S. Dollar amount. We generally indemnify customers for pollution that originates from our rigs that is within our control (e.g., diesel fuel or other fluids stored onboard for the use of the rig). However, all contracts are individually negotiated, and the degrees of indemnification and/or risk retention can vary from contract to contract, and prevailing market conditions and customer requirements existing when the contract was negotiated, among other factors, can influence such contractual terms. In most instances in which we are indemnified for damages to the well, we have the responsibility to re-drill the well at a reduced dayrate. Notwithstanding a contractual indemnity from a customer, our customers may not be financially able to indemnify us or otherwise honor their contractual indemnity obligations to us.

The interpretation and enforceability of a contractual indemnity depends upon the specific facts and circumstances involved, as governed by applicable laws, and may ultimately need to be decided by a court or other proceeding, which will need to consider the specific contract language, the facts and applicable laws. The law generally considers contractual indemnity for criminal fines and penalties to be against public policy. Regardless of indemnification provisions, local jurisdiction regulations may require us to post surety bonds, letters of credit and parent company guarantees for contract performance. In addition, certain jurisdictions in which we operate, local customs and practice or governmental requirements necessitate the formation of joint ventures with local participation. In certain jurisdictions, such customs and laws also effectively mandate establishment of a relationship with a local agent or sponsor. When appropriate, we enter into agency or sponsorship agreements, in such jurisdictions. We are currently party to four joint ventures, two of which are in Nigeria, one in Indonesia and the other in Malaysia. Although we may not control all aspects of these joint ventures, we are an active participant in and are a primary beneficiary of each of these joint ventures. A company affiliated with our joint venture partner in Malaysia and a company affiliated with our joint venture partner in Nigeria are also performing marketing services for us. In addition, we have retained marketing agents in India, Kuwait and the UAE. For more information regarding joint ventures, see “Note 5 — Variable Interest Entities” to the Consolidated Financial Statements included in “Item 8. Financial Statements and Supplementary Data”.

Our customer contracts and operations are subject to a number of additional risks and uncertainties; readers of this Filing should carefully review the discussion contained in “Item 1A. Risk Factors”.

## Strategy

Our vision is to be the international jack-up contractor of choice with a sole focus on shallow water drilling and a “fit-for-purpose” business strategy. We strive to deliver outstanding performance for our shareholders, customers, and other stakeholders aligned with our three strategic priorities of focus, reliability and relationships through the following:

- Focus exclusively on jack-up operations in our core operating regions;
- Continue to deliver safe, efficient and reliable operations;
- Develop long-term mutually beneficial relationships with customers, suppliers and the communities in which we operate;
- Apply “fit-for-purpose” strategy to maximize profitability;
- Capitalize on a potential increase in shallow water drilling activity;
- Maintain financial discipline to generate favorable returns on invested capital and
- Selectively pursue acquisitions that suit our operational model.

As a newly formed company in 2012, we were not burdened with legacy systems, structures or management personnel. As a result, we believe that we were able to build efficient systems and operating procedures from the ground up, with a high degree of centralization and a dedicated focus on shallow water jack-up operations. Our exclusive focus on jack-up rig operations allows us to deliver outstanding performance in our core operating regions of MENAM, South East Asia, India and West Africa. We have streamlined our systems and processes to the specific needs of our business and fleet, keeping our organization lean and effective and resulting in an industry leading low-cost structure. We focus on financial returns when evaluating our growth initiatives and capital investment strategy. We believe that our approach has delivered greater returns on invested capital relative to our competitors.

We believe that our centralized structure and focus on jack-up rig operations has significantly contributed to the safety, efficiency and reliability of our operations. We had a TRIR of 0.19 for the year ended December 31, 2019, 70% below the average of the International Association of Drilling Contractors (“IADC”), and our safety track record has consistently exceeded the industry benchmark since inception. In addition, we have consistently maintained an average fleet uptime of at least 98.5% since our inception in 2012, and achieved the highest annual level in our history in 2019 at 99.2%. Through ongoing training, appropriate incentive structures at all levels and management oversight, we intend to continue improving our safety and operational performance as we strive to further reduce workplace incidents.

Given our strong market positions, and long-standing customer relationships in our core operating regions, we believe that we are well-positioned to benefit from an increase in shallow water drilling activity. During 2019 we saw a significant increase in the global number of contracted jack-up rigs and marketed utilization for the industry. We also experienced an increase in new contracts and contract extensions in 2019, with several of our recent awards representing an improvement in pricing relative to contracts signed in 2018. Our ability to capitalize on these industry improvements includes our ability to put our rigs to work and to selectively pursue additions to our fleet.

We continue to apply our “fit-for-purpose” strategy to maximize profitability, including strategically deploying rigs well-suited for specific markets. We are able to maintain our strong long-term customer relationships through outstanding service and high national content. Our ability to maintain relationships with, and to win repeat business from, our existing customers is critical to our stability and growth of cash flows.

We are focused on the disciplined investment in and growth of our active drilling fleet to maximize our profitability. We believe the most attractive returns on invested capital are in opportunistic acquisitions of premium jack-up rigs that are complementary to our fleet and such rigs are currently available at historically low acquisition prices. We have taken steps in recent years to enhance our fleet, including our construction of newbuild rigs and acquisition of premium jack-up rigs. From 2016 through 2019 we added eight premium jack-up rigs to our fleet at prices significantly less than the historic cost of construction for comparable newbuild rigs. We believe we are well-positioned to successfully deploy acquired rigs due to our proven track record of integrating jack-up rigs to our active fleet and our strong customer relationships in the regions where we operate. Additionally, we believe these acquisitions of premium jack-up rigs at historically low prices will create significant long-term value for our stakeholders as the shallow water drilling market continues to improve. We expect to further pursue acquisitions that meet the operational requirements of our customers and core markets to the extent they are available on attractive terms.

## **Competitive Strengths**

We believe that the following strengths differentiate us from many of our competitors and contribute to our ongoing success:

- High-quality, well-maintained “fit-for-purpose” fleet;
- One of the largest pure-play jack-up fleet contractors globally;
- Shallow water focus and geographic concentration in MENAM, South East Asia, India and West Africa;
- Industry leading low-cost structure, coupled with high national content;
- Successful track record of delivering safe, efficient and reliable operational performance;
- Well-established customer relationships with large national and international oil and gas companies and
- Experienced management team.

We believe that our fleet provides us with a competitive advantage, as it is comprised of well-maintained jack-up rigs with proven technologies and operating capabilities. We have continuously evaluated and enhanced our fleet with “smart upgrades” where appropriate to meet specifications for the markets in which we intend them to operate, in accordance with our “fit-for-purpose” strategy. We believe we are one of the largest jack-up rig operators in the world by number of active rigs, and that the size of our fleet, coupled with the balance of premium, shallow draft and standard jack-ups, is well-suited to the various customer requirements across our regions. In addition, we have a significant presence in the Middle East, Thailand and West Africa, where we believe development activities are expected to increase in the coming years.

We believe that our sole focus on shallow water drilling in our core operating regions allows us to optimize our size and scale. In addition, we believe this focus allows us to concentrate our rigs in growing geographic markets, promoting operational efficiency and contributing to our low-cost structure. Our strategically-positioned headquarters in Dubai is in close proximity to our core operating regions and eliminates the need for numerous regional offices. In addition, since our inception, we have focused on building high national content through hiring and developing nationals from the countries in which we operate, including across our leadership teams, building local supply chain networks across our geographies, standardizing equipment across our fleet and centralizing management of our supply chain and key maintenance activities, all of which are key drivers of our industry leading low-cost structure.

Our large and high-quality fleet, high national content, strong operational performance and close alignment with our customers’ interests provide us a competitive advantage and contribute to our contracting success and high fleet utilization. We have well-established relationships with our customers, which are primarily NOCs and IOCs, and we believe that our customers prefer to work with drilling contractors who are well-established and have strong safety and operating uptime track records. Since our

inception, our track record for safety and uptime has consistently exceeded industry averages with our uptime being at least 98.5% per year and TRIR safety metrics being consistently below IADC averages. We work with our customers to improve drilling efficiencies, which frequently results in rig operations being completed ahead of plan and ultimately lowering the cost per well for our customers. We are responsive and flexible in addressing our customers' specific needs and seek collaborative solutions to achieve customer objectives.

The members of our executive management team are knowledgeable operating and financial executives with extensive experience in the global oil and gas industry. Our five executive officers have approximately 140 years of collective industry and financial experience and have held leadership positions at highly regarded offshore drilling and oilfield services companies, including Schlumberger Ltd., Transocean Ltd., Noble Drilling plc and Wellstream Holdings plc. All five members of our executive management team have been involved with us since our inception and have been responsible for the design and implementation of our "fit-for-purpose" strategy.

### **Risk management and insurance**

Our operations are subject to hazards inherent in the drilling, completion and maintenance of shallow water 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. These conditions can cause personal injury or loss of life, loss of revenues, pollution, damage to or destruction of the environment, property and equipment, the suspension of operations and could result in claims or investigations by regulatory bodies, customers, employees and others affected by such events. In addition, claims for loss of oil production and damage to formations can occur in the shallow water drilling industry. If a serious accident were to occur at a location where our equipment and services are being used, it could result in us being named as a defendant in lawsuits asserting large claims and incurring costs and losses associated with such claims.

Despite our efforts to maintain high safety standards, from time to time, we have suffered accidents, and there is a risk that we will experience accidents in the future. In addition to potential financial and productivity losses from accidents, the frequency and severity of incidents could affect our insurability, operating costs and our relationship with regulatory agencies, customers, employees and others. Any significant increase in the frequency or severity of these incidents, or the general level of compensatory payments, could adversely affect the cost of, or our ability to obtain liability, workers' compensation and other forms of insurance, and could have other material adverse effects on our financial condition and results of operations.

We maintain insurance coverage which we believe is customary in the industry, including general business liability, hull and machinery, cargo, casualty and third-party liability insurance. Our insurance policies typically consist of twelve-month policy periods, and the next renewal date for a substantial portion of our insurance program is scheduled for November 2020. Our insurance policies may not be adequate to cover all losses and have deductibles, limits of liabilities and exclusions of coverage for certain losses. Further, some pollution and environmental risks are generally not completely insurable. In addition, we may not be able to maintain adequate insurance or obtain insurance coverage for certain risks in the future at rates we consider reasonable and commercially justifiable or on terms as favorable as our current arrangements. Our drilling rig fleet is insured for its estimated fair market value and we periodically evaluate risk exposures, insurance limits and self-insured retentions. As of December 31, 2019, the insured value of our drilling rig fleet, including rigs acquired through the end of 2019, was \$1.9 billion.

The above description of our insurance program and the indemnification provisions of our drilling contracts discussed in "Customers and Customer Contracts" above are a general summary as of the time of preparation of this Form 10-K equivalent, and as such do not contain all information required to fully understand our indemnity and insurance risks. Our insurance policies and contractual rights of indemnification may not adequately cover our losses and liabilities. For additional information, see "Item 1A. Risk Factors".

### **Health, Safety and Environment**

We place a high priority on managing the risks inherent in the offshore drilling industry and are committed to compliance with the highest national and international health, safety, and environment ("HSE") standards. We utilize an integrated management system covering the quality, health, safety and environmental principles and objectives of our business, which is implemented throughout all offshore and onshore operations. This management system aims to provide innovative and sustainable solutions to monitor our HSE performance and continuously improve the necessary safeguards to protect our employees, service providers, customers and assets and to minimize our impact on the environment.

We believe we are an industry leader in HSE due to a commitment to develop, promote and sustain a culture which operates in a manner true to our definition of operations integrity "protect yourself, protect your team, protect your asset and environment". Senior management strives to provide strong, demonstrable leadership and commitment to HSE. Participation in specific meetings with staff and contractors, joint management inspection visits and regular HSE audits all encourage a strong focus on HSE in the workplace.

We have implemented comprehensive HSE processes, including a Corporate Operational Support Plan, Emergency Response Plans, Medical Evacuation Response Plans and a major emergency management and safety leadership training program (based on a focused training matrix). We believe we have put in place HSE policies, processes and systems which are in line with industry best practices.

The Company's total absences due to sickness were minimal during the years ended December 31, 2019 and 2018.

We track health, safety and environment performance and issues on a monthly basis by way of a monthly HSE report, tracking, trending and investigations which are stored in our "HSE dashboard" our custom designed safety database. SDL, on behalf of all subsidiaries, is a member of the IADC and participates in its Incident Statistics Program.

Our operations are subject to numerous comprehensive environmental HSE laws and regulations in the form of international conventions and treaties, national, state and local laws and various multi-jurisdictional regulations in force where our rigs operate or are registered. We are also required to obtain HSE permits from governmental authorities for our operations. To date, we have not incurred material costs to comply with environmental regulations. A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions, the suspension or termination of our operations or other liabilities.

The following is a summary of certain applicable international conventions and other laws, which serve as examples of the various laws and regulations to which we are subject. We believe that all our rigs are compliant in all material respects with all HSE regulations to which they are subject. For a discussion on the possible effects of environmental regulation on our business, see "Item 1A. Risk Factors".

#### *Greenhouse gas regulation*

There is increasing attention worldwide concerning the issue of climate change and the effect of greenhouse gas emissions. In 2005, the Kyoto Protocol to the 1992 United Nations Framework Convention on Climate Change, which establishes a binding set of emission targets for greenhouse gases, became binding on all countries that had ratified it. In 2015, the United Nations Climate Change Conference in Paris resulted in the creation of the Paris Agreement. The Paris Agreement, which entered into force on November 4, 2016, requires countries to review and "represent a progression" in their nationally determined contributions, which set emissions reduction goals, every five years beginning in 2020. While it is not possible at this time to predict how the Paris Agreement and other new treaties and legislation that may be enacted to address greenhouse gas emissions would impact our business, the modification of existing laws or regulations or the adoption of new laws or regulations curtailing exploratory or developmental drilling for oil and gas could materially adversely affect our operations by limiting drilling opportunities or imposing materially increased costs. Moreover, incentives to conserve energy or use alternative energy sources could have a negative impact on our business if such incentives reduce the worldwide demand for oil and gas.

#### *United Nations' International Maritime Organization ("IMO") regulatory regime*

The international conventions, laws and regulations of the IMO govern shipping and international maritime trade. IMO regulations have been widely adopted by United Nations member countries, and in some jurisdictions in which we operate, these regulations have been expanded upon. International conventions, laws and regulations applicable to our operations include 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") that impose compliance obligations and liability related to the use, storage, treatment, disposal and release of petroleum products and hazardous substances. These laws govern the discharge of materials into the environment or otherwise relate to environmental protection, and in certain circumstances, may impose strict liability, rendering us liable for environmental and natural resource damages without regard to negligence or fault.

MARPOL regulates harmful air emissions from ships and is also applicable to shallow water drilling rigs. Recent amendments to MARPOL require a progressive reduction of sulfur oxide levels in heavy bunker fuels and create more stringent nitrogen oxide emissions standards for marine engines in the future. Our drilling rigs are also subject to BUNKER, which holds us strictly liable for pollution damage caused by discharges of bunker fuel in jurisdictional waters of ratifying states.

The IMO's Ballast Water Management Convention (the "BWM Convention"), may also impose obligations on our operations. The BWM Convention's implementing regulations call for a phased introduction of mandatory ballast water exchange requirements beginning in 2009, to be replaced in time with a requirement for mandatory ballast water treatment. The BWM Convention entered into force on September 8, 2017, at which time all vessels in international traffic were to comply with the ballast water exchange standard. Thereafter, vessels will be required to meet the more stringent ballast water performance standard no later than the first intermediate or renewal survey following the BWM Convention's entry into force. The IMO continues to review and introduce new regulations. It is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulation may have on our operations.

#### *National and local health, safety and environmental regulation*

Certain aspects of our operations also are governed by the laws and regulations of the countries and localities where our rigs operate. These laws and regulations may establish additional HSE obligations for our operations and impose liability for noncompliance and other events resulting in harm to the environment or human health, such as oil spills and other accidents.

### Other regulations

Our operations are subject to various other international conventions, laws and regulations in various countries, including laws and regulations relating to the importation and operation of drilling rigs and equipment, currency conversions and repatriation, oil and natural gas exploration and development, environmental protection, taxation of offshore earnings and earnings of expatriate personnel, the use of local employees and suppliers by foreign contractors and duties on the importation and exportation of drilling rigs and other equipment.

### Employees

Our employees and contractors have extensive technical, operational and management experience in the jack-up segment of the offshore drilling industry. The following table presents our employees and contractors by category as of December 31, 2019:

	Company employees	Contractors	Total
Rig-based.....	1,814	1,134	2,948
Shore-based .....	205	49	254
Corporate.....	141	46	187
Total .....	2,160	1,229	3,389

Approximately 87% of our employees and contractors comprise offshore rig-based crew members who carry out day-to-day drilling operations. Our offshore crews include supervisors as well as trained and competent technical specialists in the areas of drilling operations, safety, maintenance and marine support. Offshore crews typically work rotation schedules which vary according to jurisdiction and local practice with periods ranging from two weeks on / two weeks off up to four weeks on / four weeks off. The remaining 13% of our employees and contractors are shore-based or corporate, with the largest concentration employed at our corporate headquarters in Dubai. The other shore-based employees and contractors work in the offices and yards that support our activities in the various countries in which we operate. They provide support in operations, commercial and marketing, technical, finance, human resources, procurement, HSE and information technology to our customers and shallow water rigs and crews. Our corporate headquarters houses centralized projects teams, who ensure the consistent implementation of our operations processes, quality policy and HSE management system worldwide as well as administrative personnel who provide technical and functional support to both the rigs and local shore-based employees. Employees in certain of the countries in which we operate are represented by trade unions and arrangements may be made through collective bargaining agreements.

Our strategy is to employ national employees and contractors wherever possible in markets in which our rigs operate. This enables us to strengthen customer and governmental relationships, particularly with NOCs, and results in a lower cost base as well as relatively lower employee turnover.

The following table shows the employee mix in certain of our key markets as of December 31, 2019:

	National employees and contractors
India.....	99.5%
West Africa.....	95.8%
Southeast Asia.....	83.4%
MENAM.....	42.1%

### Operating Expenses, Capital Expenditures and Deferred Costs

Our business consists of providing drilling services to our customers, often over multi-year service periods using a variety of specialized and high-value drilling rigs and related equipment. As such, our business is capital intensive, requiring significant expenditures to purchase, operate, upgrade and maintain our fleet. Costs can be expensed, capitalized, or deferred depending on their specific nature.

- *Expensed* – Operating costs as well as mobilization and demobilization costs of relocating drilling units without contracts are expensed when incurred. Routine expenditures for minor asset replacements and repairs and maintenance that do not increase the asset life are expensed as incurred.
- *Capitalized* – Capital expenditures include the cost of acquiring or constructing our property and equipment, which primarily consists of drilling rigs and equipment. Expenditures for purchases, additions, improvements, substantial enhancements and other costs necessary to place an asset, improvement or enhancement into service are capitalized. Other capitalizable costs include initial mobilization of acquired and newbuild rigs. Construction in progress includes interest capitalized during the period of asset construction such as for multi-year rig construction projects. Capital expenditures are included in property and equipment and are depreciated over the estimated useful life of the assets.

- *Deferred* – Deferred costs comprise certain expenditures associated with contract preparation, mobilization, regulatory inspections and major equipment overhauls. Deferred costs are included in other current assets and other assets on the consolidated balance sheets and are amortized on a straight-line basis over either the firm contract term or the period until the next planned similar expenditure is made or for a period of five years for major equipment overhauls, as appropriate.

See “Note 2 – Significant Accounting Policies” for further discussion of our operating expenses, deferred costs and property and equipment, net.

In conducting our business, we incur operating costs and expenses, which consist primarily of operating and maintenance expenses. Our operating and maintenance expenses can be classified as rig related and shore-based.

Rig-related expenses are directly related to the operation of our rigs and include:

- *Rig personnel expenses* – which consist of compensation, transportation, training, as well as catering costs while the crews are on the rig. Such expenses vary from country to country reflecting the combination of expatriates and nationals, local market rates, unionized trade arrangements, and local law requirements regarding social security, payroll charges and end of service benefit payments.
- *Rig maintenance expenses* – which consist of expenses related to maintaining our rigs in operation, including the associated freight and customs duties, which are expensed as incurred.
- *Other rig-related expenses* – which include all remaining operating expenses such as insurance, professional services, short-term equipment rentals, mobilization costs and other miscellaneous costs.

Shore-based expenses include costs incurred by local shore-based offices in direct support of our rigs and operations in each associated region and include the costs of personnel and facilities.

Our general and administrative expenses primarily include expenses related to our corporate headquarters in Dubai and the centralized projects teams and administrative personnel costs including compensation, benefits and share-based compensation. Centralized projects teams include HSE, marine operations, engineering, electrical, maintenance, supply chain, and other technical and functional process experts. Administrative personnel include executive management, legal, finance and accounting, human resources, information technology, and other support departments. Expenses also include directors’ fees, provision for doubtful accounts, and other general and administrative costs. We do not undertake any significant expenditures on research and development.

## **Item 1A. Risk Factors**

You should carefully consider the following risk factors in addition to the other information included in this Form 10-K Equivalent. Each of these risk factors could affect our business, operating results and financial condition, as well as affect an investment in our Company.

### **Risks Related to our Business**

***Our business depends on the level of activity in the shallow water drilling industry, which is significantly affected by the volatile nature of the oil and natural gas exploration and production industry and could be adversely affected by a further decline in oil and gas prices.***

The level of activity of the offshore oil and natural gas industry is cyclical, volatile and impacted by oil and natural gas prices. Sustained periods of low oil and natural gas prices typically result in reduced exploration and drilling, because oil and natural gas companies’ capital expenditure budgets are dependent on cash flows from such activities and are therefore sensitive to changes in energy prices. The significant decline in global oil prices that began in the fourth quarter of 2014 has caused a reduction in the exploration, development and production activities of most of our customers and their spending on our services. These cuts in spending curtailed drilling programs, reducing the demand for our services, the rates we can charge and the utilization of our drilling rigs. Oil and natural gas prices recovered in 2019, however prices still remain lower than prices prior to the 2014 decline. This recovery has resulted in increasing demand for our services and improved dayrates. There is no guarantee that prices, and the corresponding demand for our services and dayrates we can charge, will continue to improve, will remain at the current levels or will not decline in the future. A further decline in the activity levels of the shallow water oil and natural gas industry would have a material adverse effect on our business, financial condition, results of operations and cash flows.

Oil and natural gas prices are unpredictable and are affected by numerous factors beyond our control, including the following:

- worldwide production and demand for oil and natural gas, which are impacted, amongst other factors, by changes in the rate of economic growth in the global economy;

- technical advances affecting energy sources and consumption, and the development and exploitation of alternative fuels;
- worldwide financial instability or recessions;
- the cost of exploring for, developing, producing and delivering oil and natural gas;
- expectations regarding future energy prices;
- advances in exploration, development and production technologies;
- the discovery rate of new oil and gas reserves;
- increased supply of oil and gas resulting from growing onshore hydraulic fracturing activity and shale development;
- available pipeline and other oil and gas transportation capacity;
- technical advances affecting energy consumption and in the development and exploitation of alternative fuels;
- the ability of the Organization of Petroleum Exporting Countries (“OPEC”) to set and maintain production levels and pricing, including whether it meets or extends the reduced output targets it has previously announced or may announce in future;
- the level of production in non-OPEC countries;
- local and international political, economic and weather conditions, including natural disasters;
- domestic and foreign tax laws, regulations and policies;
- merger and divestiture activity among oil and gas producers;
- the availability of, and access to, suitable locations from which our customers can explore and produce hydrocarbons;
- activities by non-governmental organizations to restrict the exploration, development and production of oil and gas so as to reduce the potential harm to the environment from such activities, including emission of carbon dioxide, a greenhouse gas;
- the policies and regulations of various governments regarding exploration and development of their oil and natural gas reserves or speculation regarding future laws or regulations and
- the worldwide political and military environment, including uncertainty or instability resulting from an escalation or additional outbreak of armed hostilities or other crises in the Middle East or other geographic areas or further acts of terrorism in the regions in which we operate, or elsewhere.

***The industry has been historically competitive, cyclical and subject to price competition. If we are unable to compete successfully with our competitors, our profitability may be reduced.***

The shallow-water drilling business in which we operate 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 condition and suitability of equipment. In addition, if our competitors enter into joint venture agreements with some of our largest customers, this could make it more difficult for us to obtain additional contracts from these customers. Competition for offshore rigs is frequently on a global basis, 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 are generally born by the contractor. In addition, we may enter into lower dayrate drilling contracts in response to market conditions which reduces the revenue we earn from such contracts. If we are not able to compete successfully with our competitors, our revenues and profitability may suffer.

The shallow water contract drilling industry, historically, has 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 some drilling rigs being stacked or earning substantially low dayrates for long periods of time. Such periods may persist for extended periods of time. We have 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 offshore drilling industry is influenced by additional factors including but not limited to the following:

- the level of costs for associated shallow water oil and natural gas and construction services;
- oil and natural gas transportation costs;
- the discovery of new oil and natural gas reserves;
- the economics of non-conventional hydrocarbons;
- the political and military environment of oil and natural gas reserve jurisdictions and

- regulatory restrictions on offshore drilling.

Any of these factors, together with prolonged periods of low utilization and dayrates, as well as extended periods when rigs are stacked, could reduce demand for our services and materially adversely affect our business, financial condition, results of operations or cash flows.

***Changes to the supply of oil may change the demand for shallow water drilling services and impact our profitability.***

The supply of oil is unpredictable and fluctuates based on events outside our control, including geo-political developments, demand for oil, actions by members of OPEC and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns and regulations. A prolonged commodity price down-cycle may cause oil companies to cut down production or OPEC to initiate a freeze or reduction in production, which could negatively impact market demand for jack-up rigs in the Middle East, one of our core operating regions.

***Our future business performance depends on our ability to secure new contracts for our fleet of rigs and/or on the renewal of our existing contracts by our customers.***

Our ability to win tenders for new contracts, as well as contract renewals where we are the incumbent rig provider, is affected by a number of factors beyond our control, such as market conditions, rig specifications, safety record requirements, competition and governmental approvals required by customers. Further, any increased customer interest and inquiries may not continue in future periods and may not result in an increase in drilling activity, the same level of prospect capture by us or drilling contracts for our rigs. If we are not selected or if the contracts we enter into are delayed, work flow may be interrupted and our business, financial condition or results of operations may be materially adversely affected.

If an existing customer decides not to renew its contract, we must then secure a new contract for that rig. Based on 31 customer contracts in place as of December 31, 2019, 7 are scheduled to expire before December 31, 2020, 8 are scheduled to expire during 2021, with a further 16 contracts scheduled to expire at times subsequent to December 31, 2021. While we actively market our rigs' availability prior to the expiry of a contract, there can be no assurance that we will be able to renew or extend existing contracts or secure new arrangements before the original contract lapses. Re-contracting a rig may involve participation in either a direct renegotiation with the customer or in a new tender process, the length and complexity of which could lead to a rig being stacked and/or having to enter into a new contract at lower dayrates, shorter terms or in other geographical areas and could materially adversely affect our financial condition, results of operations and cash flows.

***Our future contracted revenue, or backlog, for the fleet of drilling rigs may not be ultimately realized.***

The contract backlog relating to our drilling rigs was approximately \$2.0 billion as of December 31, 2019. The amount of contract backlog does not necessarily indicate future earnings, and the contract backlog may be adjusted up or down depending on the award of new contracts or extensions or the exercise by the customer of extension options, early cancellation of existing contracts (for which we may not be entitled to compensation), renegotiation of contract dayrates, failure by customers to complete existing contracts or to pay amounts owed or the unavailability of equipment to fulfill a contract due to repairs, maintenance or inspections. In addition, certain of our existing contracts provide for, and we may enter into contracts in the future that provide for, yearly adjustments of contract dayrates, including those linked to the price of Brent crude oil. Such yearly adjustments may result in downward revisions to our contract backlog each year.

Other factors can affect our contract backlog. The contract drilling dayrate used in the calculation of contract backlog may be higher than the actual dayrate we ultimately receive and, under certain circumstances, may be replaced temporarily by alternative dayrates, such as a waiting-on-weather rate, repair rate, standby rate, force majeure rate or moving rate. The contract drilling dayrate used in the calculation of contract backlog may also be higher than the actual dayrate we ultimately receive because of a number of factors resulting in lost dayrate revenue, including rig downtime or suspension of operations. In certain contracts, the dayrate may be reduced to zero if, for example, repairs extend beyond a stated period of time. Our contracts also typically include a provision that allows the customer to extend the term period of the contract to finish drilling the customer's last well. The period of time beyond the term of the contract to finish drilling the customer's last well and the associated dayrate revenue is not included in the calculation of the contract backlog. In a limited number of contracts, the customer may cancel the contract without cause or payment of an early termination fee by serving a certain period of notice.

***We may enter into short-term (one year or less) drilling contracts, which may reduce our profitability.***

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. As a result, during commodity price down-cycles, we may enter into short-term drilling contracts. Such drilling contracts may not provide the stability of revenue that we would otherwise receive with long-term drilling contracts and may result in significant additional costs, which would reduce our profitability and may adversely affect our financial condition, results of operations and cash flows.

***Our long-term (greater than one year) contracts are subject to the risk of cost increases and termination, which could adversely impact our 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 in order 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. We may not be able to renew long-term contracts that preserve dayrates and utilization, or our customers may seek to renegotiate lower dayrates under their existing long-term contracts with us.

In general, our 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 our rigs incur idle time between contracts, we typically do not remove personnel from those rigs because we utilize 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 our rigs for stacking, after which time the crew members are assigned to active rigs or dismissed. Moreover, as our 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 salary levels and inflation. 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 our long-term contracts could have a material adverse effect on our financial condition, results of operations and cash flows.

We have 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. We have experienced termination without cause under some of our long-term contracts in the past. In addition, under our existing long-term contracts and those that we may enter into in the future, we could be required 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 our existing contracts provide for, and we 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 us 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 our long-term contracts could have a material adverse effect on our business, results of operations or cash flows.

***We rely on a relatively small number of customers for a substantial portion of our future contracted revenue.***

Our customer base includes NOCs and IOCs, together with a small number of independent oil and gas companies. The contract drilling business is subject to the usual risks associated with having a limited number of customers. Our top three customers accounted for 83% of contract backlog as of December 31, 2019, and 62% of revenues for the year ended December 31, 2019. Our business, financial condition, results of operations and cash flows could be materially adversely affected if any of these customers were to reduce their contractual commitments to us or suspend or withdraw their approval for us to provide services for them.

Our growth is also closely connected to the growth in activity of our customers and our results may be impacted if certain key customers were to significantly reduce their growth strategy. Furthermore, if any of our major customers failed to compensate us for our services, terminated contracts, failed to renew existing contracts or refuse to enter into new contracts with us, or if a customer were unable to perform due to liquidity or solvency issues, and similar contracts with new customers were not forthcoming, our business, financial condition, results of operations and cash flows would be materially adversely affected.

***We will continue to experience reduced profitability if our customers reduce activity levels, terminate or continue to seek to renegotiate contracts or if we experience downtime, operational difficulties or safety-related issues.***

We could be required to make termination payments if contracts are terminated due to downtime, operational problems, safety related issues, failure to deliver or sustained periods of downtime due to force majeure events. Our customers' ability to perform their obligations under their drilling contracts with us may also be negatively impacted by continuing global economic uncertainty. If our customers terminate some of our contracts, and we are unable to secure new contracts on a timely basis and on substantially similar terms, or if payments due under our contracts are suspended for an extended period of time or if a number of our contracts are renegotiated, our financial condition, results of operations or cash flows, could be materially adversely affected.

***If customers terminate or seek to renegotiate drilling contracts, or if market conditions dictate that we enter into contracts that provide for payment based on a footage or turnkey basis, rather than on a dayrate basis, we may experience reduced profitability.***

During periods of depressed market conditions, including the current market, we are subject to an increased risk of our customers seeking to renegotiate or terminate their contracts, including through claims of non-performance. Our customers may have the right to terminate, or may seek to renegotiate, existing contracts if we experience downtime, operational problems above the contractual limit or safety-related issues, if the drilling rig is a total loss, if the drilling rig is not delivered to the customer within the period specified in the contract or in other specified circumstances, which include events beyond our control. In the past, some

of our customers have renegotiated the terms of their existing drilling contracts during periods of depressed market conditions, which has resulted in reduced profitability.

Additionally, during depressed market conditions, a customer may no longer need a rig that is currently 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 drilling contracts or repudiate, suspend or otherwise avoid their obligations under those contracts.

Currently, our drilling contracts are dayrate contracts, where we charge a fixed rate per day regardless of the number of days needed to drill the well. While we plan to continue to perform services on a dayrate basis, market conditions may dictate that we enter into contracts that provide for payment based on a footage basis, where we are paid a fixed amount for each foot drilled regardless of the time required or the problems encountered in drilling the well, or enter into turnkey contracts whereby we agree to drill a well to a specific depth for a fixed price and bear some of the well equipment costs. These types of contracts would expose us to greater risk than a dayrate contract as we would be subject to downhole geologic conditions in the well that cannot always be accurately determined and subject us to greater risk associated with equipment and downhole tool failures. Unfavorable downhole geologic conditions and equipment and downhole tool failures may result in significant cost increases or may result in a decision to abandon a well project, which would result in us not being able to invoice revenues for providing services. Any such termination or renegotiation of contracts and unfavorable cost increases or loss of revenue could have a material adverse effect on our financial conditions, results of operations and cash flows.

***We are exposed to the credit risks of our key customers and certain other third parties.***

We are subject to risks of loss resulting from non-payment or non-performance by third parties. Although we monitor and manage credit risks, some of our customers and other parties may be highly leveraged and subject to their own operating and regulatory risks. During more challenging market environments, we are subject to an increased risk of customers seeking to repudiate contracts. Our customers' ability to perform their contractual obligations may also be adversely affected by restricted credit markets and economic downturns. As of December 31, 2019, our allowance for doubtful accounts was \$1.8 million. If one or several key customers or other parties were to default on their obligations to us, our business, financial condition and results of operations could be adversely affected.

***Our rigs (excluding assets held for sale) are on average 31 years old and some customers may prefer newer and/or higher specification rigs or rigs that can operate in deepwater.***

A number of our competitors have jack-up rigs that are newer and/or have higher specifications and capabilities than some of those in our fleet. Certain customers may prefer newer or other classes of rigs with different capabilities or higher specification to those in our fleet. Customers may also have drilling needs, such as deepwater operations, that we cannot accommodate with our fleet. Such customer preferences could affect demand for older jack-up rigs like many of our rigs, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Newbuild rig projects and reactivation of stacked rigs, as well as upgrade, refurbishment and repair projects are subject to various risks, which could cause delays or cost overruns.***

Our strategy to increase the size of our fleet could include the purchase, lease or construction of newbuild rigs. In addition, we may choose to reactivate any of the rigs which are currently stacked or any other rigs which may be stacked in the future.

We incur upgrade, refurbishment and repair expenditures for our 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. We also regularly make certain upgrades or modifications to our 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, including:

- project management and execution risk;
- unexpectedly long delivery times for, unexpected costs of or shortages of, key equipment, parts and materials;
- unforeseen increases in the cost of equipment, labor and raw materials, particularly steel;
- unforeseen design and engineering problems leading to delays;
- shortages of skilled labor and other shipyard personnel necessary to perform the work;
- labor disputes and work stoppages at the shipyard;
- latent damages to or deterioration of hull, equipment and machinery in excess of engineering estimates and assumptions;
- unanticipated actual or purported change orders (scope creep);

- HSE accidents/incidents or other safety hazards;
- failure or delay of third-party service providers;
- disputes with the constructing shipyard or other suppliers;
- last minute changes to the customer's specifications;
- failure or delay in obtaining acceptance of the rig by our customer;
- financial or other difficulties at shipyards;
- adverse weather conditions or any other force majeure events;
- inability or delay in obtaining flag-state, classification society, certificate of inspection, or other regulatory approvals or permits and
- mobilization between the shipyard and the contract operating site.

Failure to complete a newbuild project or reactivation project on time or the failure to complete an upgrade, refurbishment or repair project on time may result in the delay, renegotiation or cancellation of an existing drilling contract and could put at risk the planned arrangements to commence operations on schedule. Further, significant delays could have a negative impact on our reputation and customer relationships. We also could be exposed to contractual penalties for failure to complete the project and commence operations in a timely manner. In addition, our 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 our business, financial condition, results of operations and cash flows.

***Our leasing of newbuild or existing jack-up rigs carry associated risks.***

We have entered and may elect to enter in the future into bareboat charter agreements to lease jack-up rigs. Outfitting leased rigs may require significant operation readiness projects to make the leased assets suitable for use, which is subject to the same risks as newbuild rigs and reactivation of stacked rigs, as discussed above. We may make significant investments in leased assets, which are owned by the lessor, and which would only benefit us during the term of the leases. As lease terms can be significantly shorter than the life of the leased rigs, any costs would have to be expensed over a shorter period and, as a result, could have a greater impact on our profitability. Additionally, we may be unable to renew such leases, exercise purchase options or negotiate the purchase of leased rigs on terms acceptable to us, or at all. Lease agreements may also require us to maintain the leased rigs, exposing us to risks of increased repairs and maintenance costs, or to expend certain costs to return the rig to the owner at the termination of the lease. These factors could materially adversely affect our financial position, results of operations and cash flows.

***Our purchase of existing jack-up rigs carries risks associated with the condition and quality of those rigs.***

We have acquired, and may acquire in the future, existing jack-up rigs as a way of renewing and expanding our fleet. Unlike newbuild rigs, existing rigs typically do not carry warranties with respect to their condition. While we generally inspect any existing rig prior to purchase, such an inspection would normally not provide us with as much knowledge of its condition as if the rig had been built for us and operated by us during its life. Repairs and maintenance costs for existing rigs are difficult to predict and may be more substantial than for rigs that we have operated since they were built. These costs could adversely affect our results of operations and cash flows. In addition, we may not be able to obtain indemnification and warranties from the sellers for any rigs that we acquire.

***If we were to commit to acquire, construct or lease rigs or reactivate any of our stacked rigs prior to obtaining a customer contract, we could be exposed to a number of risks.***

We have 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, we 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 our business, financial position, results of operations and cash flows.

***We may be unable to successfully obtain and integrate additional rigs on economically acceptable terms, or at all, which may adversely affect the Company and our future growth.***

Part of our strategy to grow the business is dependent on our ability to successfully obtain and integrate additional rigs, including acquired newbuild and existing rigs and leasing rigs, to generate additional revenues. The consummation and timing of obtaining additional rigs will depend upon, among other things, the availability of attractive targets in the marketplace, our ability to negotiate acceptable agreements, our ability to obtain financing on acceptable terms and our ability to integrate any assets and operations into our fleet. We may not be able to consummate any future acquisition or lease, which may limit our future growth, and such agreements may not achieve the benefits we seek.

Further, obtaining and integrating additional rigs could expose us to a number of risks, including:

- incorrect assumptions regarding the future results of such rigs or expected cost reductions or other synergies expected to be realized as a result of obtaining rigs;
- failing to integrate assets and operations successfully and timely;
- undetected defects;
- diversion of management's attention from existing operations or other priorities and
- unforeseen consequences or other external events beyond our control.

***We may not be able to keep pace with technological developments and make adequate capital expenditures in response to higher specification rigs or more fuel efficient / low-emission rigs being deployed within the industry.***

The market for our services is characterized by technological developments which result in improvements in the functionality and performance of rigs and equipment. Customers may demand the services of newer, higher specification drilling rigs, and may in the future impose restrictions on the maximum age of contracted drilling 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.

To the extent that we are unable to negotiate agreements for customer reimbursement for the cost of increasing the specification of our drilling rigs, we could be incurring higher capital expenditures than planned. Customer demand for newer, higher specification rigs might also result in a bifurcation of the drilling fleet for jack-up rigs, with newer rigs operating at higher overall utilization rates and dayrates. As the average age of our rigs, excluding assets held for sale, 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.

Our future success and profitability will depend, in part, upon our ability to keep pace with these and other technological developments and customer requirements. If, in response to technological developments or changes in standards in the industry, we are not successful in acquiring new equipment or upgrading existing equipment in a timely and cost-effective manner, we could lose business and profits. In addition, current competitors or new market entrants may develop new technologies, services or standards that could render some of our services or equipment obsolete, which could materially adversely affect our business, financial condition, results of operations and cash flows.

***An over-supply of jack-up rigs or mobilization of rigs into the regions where we operate may lead to a reduction in dayrates and therefore may materially impact our profitability.***

Prior to the recent industry downturn, industry participants had increased the supply of marketed jack-up rigs by ordering construction of new jack-up rigs or increasing reactivation and upgrade projects. There are jack-up rigs currently under construction or involved in reactivation and upgrade projects that have not been contracted for future work, and these may add to an over-supply of drilling rigs, leading to a further decline in utilization and dayrates when new, reactivated or upgraded drilling rigs enter the market. If industry conditions improve, jack-up rigs and other mobile offshore drilling rigs may be moved into the regions where we operate, and there may be increased rig construction, reactivation and upgrade projects to meet an increase in demand for jack-up rigs. An over-supply of jack-up rigs may also result in certain customers preferring newer, higher specification rigs over older rigs which could lead to a further reduction of our utilizations and dayrates. As a result, our business, financial condition, results of operations and cash flows would be materially adversely affected.

***There may be limits to our ability to mobilize drilling rigs between geographic areas, and the duration, risks and associated costs of such mobilizations may be material to our business.***

The offshore contract 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, we 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 our rigs are designed to work in all regions, in all water depths or over all types of seafloor conditions. We may speculatively 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 our business, financial condition, results of operations and cash flows.

***The market value of our drilling rigs, and of any rigs we acquire in the future, may decrease, which could result in impairments or cause us to incur losses if we decide to sell them following a decline in the market values of our rigs.***

The fair market value of any drilling rigs that we own may increase or decrease depending on a number of factors, including:

- general economic and market conditions affecting the offshore contract drilling industry, including competition from other offshore contract drilling companies;
- types, sizes and ages of drilling rigs available in the market, including specifications and condition;
- liquidity of the market for drilling rigs;
- supply and demand for drilling rigs;
- costs of newly built rigs;
- prevailing level of drilling services contract dayrates;
- governmental or other regulations and
- technological advances.

Such factors could cause us to record an impairment loss on a rig, which could materially adversely affect our business, financial condition and results of operations. If we sell a drilling rig at a time when prices for drilling rigs have fallen, such a sale may result in a realized loss, and lower than expected proceeds, which could materially adversely affect our business, financial condition, results of operations and cash flows.

***There may be asset impairments as a result of future declines in dayrates and utilization for shallow water drilling rigs.***

We evaluate our property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss on property and equipment exists when the estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. Despite an improving market for jack-up rig services, utilization rates and dayrates in the markets in which we operate continue to be lower than rates in 2014 and prior years. As a result, we recorded a loss on impairment of assets of \$58.0 million for the year ended December 31, 2019. If there is a reduction in the number of new contract opportunities, dayrates, or utilization rates, or an increase in global supply of jack-up rigs, we may be required to recognize additional impairment losses in future periods.

The shallow water drilling industry historically has been highly cyclical, and it is not unusual for rigs to be unutilized or underutilized for significant periods of time and subsequently resume full or near full utilization when business cycles change. Likewise, during periods of supply and demand imbalance, rigs are frequently contracted at or near cash break-even rates for extended periods of time until dayrates increase when the supply/demand balance is restored. The significant decline in global oil and gas prices that began in the fourth quarter of 2014 has impacted the overall industry activity level and rig supply and demand. The reduction in spending by our customers together with the over-supply of drilling rigs in markets in which we operate may continue to adversely impact our ability to acquire contracts at current dayrates in those areas. During periods of weak demand and reduced dayrates, we have historically entered into contracts at lower dayrates in order to keep our rigs working. Prolonged periods of low utilization and dayrates may result in the recognition of impairment charges on certain of our drilling rigs if estimates of future cash flows, based upon information available to management at the time, indicate that the carrying value of these rigs may not be recoverable.

For a description of non-cash impairment losses previously recorded, see “Note 6 – Property and Equipment” to the Consolidated Financial Statements included in “Item 8. Financial Statements and Supplementary Data”.

***Supplier capacity constraints or shortages in parts or equipment, supplier production disruptions, supplier quality and sourcing issues or price increases could increase our operating costs, decrease our revenues and adversely impact our operations.***

Our reliance on third-party suppliers, manufacturers and service providers to secure equipment used in our drilling operations exposes us to volatility in the quality, price and availability of such items. Certain specialized parts and equipment we use in our 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 increase our operating costs, adversely affect our ability to meet our commitments to customers, or adversely impact our operations and revenues resulting in uncompensated downtime, reduced dayrates or the cancellation or termination of contracts.

***Our labor costs and the operating restrictions that apply to us could increase as a result of collective bargaining negotiations and changes in labor laws and regulations.***

Some of our employees in Egypt, Nigeria and Tunisia are represented by unions and may, from time to time, work under collective bargaining agreements. In addition, some of our contracted labor works under collective bargaining agreements. As part of the legal obligations in some of these collective bargaining agreements, we are required to contribute certain amounts to retirement

funds and are restricted in our ability to dismiss employees. In addition, where our employees are represented by unions, we may be required to negotiate wages with union representatives. Efforts may be made from time to time to unionize additional portions of our 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.

We may be required to make significant capital expenditures to comply with laws and the applicable regulations and standards of labor laws and regulations in the various jurisdictions in which we operate. Such laws and regulations may change without notice, and the cost of compliance could be higher than anticipated.

Labor costs changes due to unions and collective bargaining agreements and the costs of complying with labor laws and regulations could materially adversely affect our business, financial condition, results of operations and cash flows.

***We are dependent on our senior management team, other key employees and our board members, and the business could be negatively impacted if we are unable to attract and retain personnel necessary for our success.***

Our performance is, to a large extent, dependent on highly qualified personnel, including management, other key employees and board members (“Key Personnel”), and our continued ability to compete effectively, implement our strategy and further develop our business depends on our ability to attract new and qualified Key Personnel and to retain and motivate existing Key Personnel. Attracting qualified personnel has proved increasingly important as our industry has developed and become more advanced. An important factor contributing to our leading position and global footprint has been our ability to retain qualified employees throughout our organizational structure.

Further, the competition for Key Personnel is intense both from domestic and international competitors within the oil and gas industry, as well as from businesses outside the ordinary oil and gas industry. We may not be able to retain our Key Personnel nor attract and retain replacements for Key Personnel in the future, or the cost to attract and retain Key Personnel may increase. Our competitors may actively seek to recruit management personnel or other key employees and may succeed in such efforts. Financial difficulties and other factors might have further negative impacts on our ability to retain Key Personnel or recruit new talents.

Any loss of the services of management, other key employees, or board members, particularly to competitors, the inability to attract and retain highly skilled key personnel and the increased costs to replace such Key Personnel could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We are dependent on the availability and retention of skilled personnel, which may be adversely affected by increases in labor costs.***

We require highly skilled personnel to operate and provide technical services and support for our operations. Many of our customers require specific minimum levels of experience and technical qualification for certain positions on rigs which they contract. We are also subject to nationalization programs in various countries, whereby we must hire a certain percentage of local personnel within a specified time period. Hiring and retaining qualified employees can be especially difficult during periods of high utilization and demand for drilling services, when there is increasing competition for personnel. Such difficulties and increased costs to recruit and retain qualified employees could have a material adverse effect on our results of operations and cash flows.

***Our business involves numerous operating hazards; our insurance and contractual indemnity rights may not be adequate to cover any losses resulting from accidents and other events and our insurance may become more expensive or may become unavailable in the future.***

Our operations are subject to the usual 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 our employees to comply with internal HSE guidelines. We also operate in regions impacted by monsoon seasons, so are subject to hazards associated with severe weather conditions. The occurrence of these events may result in the suspension of drilling or production operations, fines or penalties, claims or investigations by the operator, regulatory bodies and others affected by such events, severe damage or destruction of property and equipment involved, injury or death to rig personnel, environmental damage, lower utilization rates, loss of dayrate revenue and increased insurance costs.

We may also be subject to personal injury and other claims of drilling rig personnel as a result of our drilling operations. Operations also may be suspended because of machinery breakdowns, abnormal operating conditions, failure of subcontractors to perform and personnel shortages.

In addition, our operations are subject to perils peculiar to marine operations including capsizing, grounding, collision, sinking and loss or damage from severe weather. Severe weather could have a material adverse effect on our operations, damaging our rigs from high winds, turbulent seas, or unstable sea bottom conditions. Such occurrences could potentially cause us to curtail operations for significant periods of time while repairs are completed.

Damage to the environment could result from our operations, particularly through blowouts, oil spillage or extensive uncontrolled fires. We may also be subject to fines, penalties (for which indemnification may not be available) resulting from

property, environmental, natural resource 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.

As is customary in the offshore drilling industry, we have undertaken to mitigate the risks of our operations through insurance and contractual indemnities from our customers. However, insurance policies have limits and exclusions and may not provide full coverage for, and, most of our customer contracts do not fully indemnify us from, all losses or liabilities resulting from our operations. If a significant accident or other event resulting in damage to the drilling rigs, including severe weather, terrorist acts, war, civil disturbances, pollution or environmental damage, occurs and is not fully covered by insurance or a recoverable indemnity from a customer, it could adversely affect our business, financial condition and results of operations. Further, we may experience increased costs for available insurance coverage, which may impose higher deductibles and limit maximum aggregated recoveries, including for hurricane, monsoon, or cyclone-related damage or loss. Insurance costs may increase in the event of ongoing patterns of adverse changes in weather or climate. Moreover, we may not be able to maintain adequate insurance or obtain insurance coverage for certain risks in the future at rates we consider reasonable, our customers may not be financially able to indemnify us against all these risks, or we may not be able to enforce contractual indemnities due to legal or judicial factors. Although we believe that our insurance covers many risks common to our industry, we do not have insurance coverage or indemnification for all risks and we may not be adequately covered for certain losses. Because insurers in general also struggle with eliminating risks of events that lead to correlated losses through insurance pooling, such as natural hazards, many insurers refrain from insuring these risks. The severity of correlated risks is also difficult to predict, leading to high-priced and unfavorable insurance premiums and/or deductibles with those insurers who do offer coverage for such loss. These insurance and indemnity related risks could adversely affect our business, financial condition, results of operations and cash flows.

***Epidemic or pandemic of diseases or viruses could have a negative impact on our business.***

The epidemic or pandemic of diseases or viruses such as the novel coronavirus (“COVID-19”), the ebola virus, the zika virus, the severe acute respiratory syndrome (“SARS”), the Middle East respiratory syndrome coronavirus (“MERS”) or the influenza virus, could significantly and adversely impact our offshore operations, shipyard activity, onshore support, corporate activities, our customers, our vendors and the countries in which we operate. Further, a major epidemic or pandemic could impact the demand for oil and gas and therefore reduce the business opportunities for our Company. Any of these public health threats and associated consequences could have a material adverse impact on our financial position, results of operations and cash flows.

***Compared to companies with greater resources, we may be at a competitive disadvantage.***

Certain of our competitors in the shallow water contract drilling industry have more diverse fleets and greater financial and other resources and assets than we do. Similarly, some of these competitors may be significantly better capitalized than we are, which may make them more able to keep pace with technological developments and make more substantial improvements in the functions and performance of rigs and equipment than we can. In addition, such competitors may be a preferable alternative for customers concerned about counterparty credit risks, including a partner’s ability to cover potentially significant liabilities. Further, competitors with more diversified fleets or who have successfully acquired or upgraded their existing rigs or equipment in a more timely and cost-effective manner than us, may be better positioned to withstand unfavorable market conditions. Additionally, we may be at a competitive disadvantage to those competitors that are better capitalized because they are in a better position to withstand the effects of a commodity price down-cycle. As a result, our competitors may have competitive advantages that may adversely affect our ability to compete with them in our efforts to contract our drilling rigs on favorable terms, if at all, and correspondingly have a material adverse impact on our business, financial condition, results of operations and cash flows.

***Our international operations in the shallow water drilling sector involve additional risks, which could adversely affect our business.***

We operate in various regions throughout the world and as a result we may be exposed to political and other uncertainties, including risks of:

- terrorist acts, armed hostilities, geopolitical events, military actions, war and civil disturbances, including in the Middle East;
- acts of piracy, which have historically affected ocean-going rigs, trading in regions of the world such as the Strait of Malacca and West Africa, which have increased significantly in frequency since 2008;
- significant governmental influence over many aspects of local economies;
- repudiation, nullification, modification or renegotiation of contracts;
- limitations on insurance coverage, such as war risk coverage, in certain areas;
- political unrest or revolutions;
- foreign and U.S. monetary policy and foreign currency fluctuations and devaluations;
- the inability to repatriate income or capital;

- complications associated with repairing and replacing equipment in remote locations;
- import-export quotas, wage and price controls and imposition of trade barriers;
- regulatory or financial requirements to comply with foreign bureaucratic actions;
- changing taxation policies, including confiscatory taxation;
- other forms of government regulation and economic conditions that are beyond our control;
- corruption;
- natural disasters;
- public health threats, including pandemic events and
- claims by employees, third parties or customers.

In addition, international contract drilling operations are subject to various laws and regulations of the countries in which we operate, including laws and regulations relating to:

- the equipping and operation of drilling rigs;
- repatriation of foreign earnings;
- oil and natural gas exploration and development;
- taxation of offshore earnings and the earnings of expatriate personnel and
- use and compensation of local employees and suppliers by foreign contractors.

Some foreign governments favor or effectively require (i) the awarding of drilling contracts to local contractors or to drilling 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, our business operations require authorizations from various national and local government agencies. Obtaining these authorizations can be a complex, time-consuming process, and we cannot guarantee that we will be able to obtain or renew the authorizations required to operate our 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 our ability to compete in those regions. We are unable to predict future governmental regulations which could adversely affect the international drilling industry. The actions of foreign governments may adversely affect our ability to compete effectively. As such, we 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 our business, financial condition, results of operations and cash flows.

***Any failure to comply with the complex laws and regulations governing international trade, including import, export, economic sanctions and embargoes could adversely affect our operations.***

The shipment of equipment and materials required for shallow water drilling operations across international borders subjects us to extensive import and export laws and regulations governing our assets, equipment and materials, including those enacted by the U.S. and/or other countries in which we operate. Moreover, many countries control the export/import and re-export of certain goods, services and technology and may impose related export/import recordkeeping and reporting obligations. Governments also may impose economic sanctions and/or embargoes against certain countries, persons and other entities that may restrict or prohibit transactions involving such countries, persons and entities.

These various jurisdictional laws and regulations regarding export/import controls and economic sanctions are complex, constantly changing, may be unclear in some cases and may be subject to changing interpretations. They may be enacted, amended, enforced or interpreted in a manner that could materially impact our operations. Materials shipments and rig import/export may be delayed and denied for a variety of reasons, some of which are outside our control, and including our failure to comply with existing legal and regulatory regimes. Delays or denials could cause unscheduled operational downtime or termination of customer contracts. Any failure to comply with applicable legal and regulatory international trade obligations could also result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from government contracts, seizure of shipments and loss of import/export privileges, which may result in a material adverse effect on our business, financial condition, results of operations and cash flows.

***We are subject to complex laws and regulations, including environmental laws and regulations that can adversely affect the cost, manner or feasibility of doing business.***

Our 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 our 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, MARPOL, CLC, 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, our operations. Furthermore, the IMO, at the international level, or national or regional legislatures in the jurisdictions in which we operate, including the European Union (“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 our drilling rigs. We are required to obtain HSE permits from governmental authorities for our operations, and we may have difficulty in obtaining or maintaining such permits.

We may also incur additional costs in order to comply with other existing and future laws or regulatory obligations, including, but not limited to, costs relating to air emissions, including greenhouse gases, management of ballast waters, rig maintenance and inspection, management of solid and hazardous materials and washes, and development and implementation of emergency procedures for, and liability and compensation schemes related to, accidents, pollution and other catastrophic events.

Laws and regulations protecting the environment have generally become more stringent over time. In the event we were to incur additional costs to comply with existing or future laws or regulatory obligations, these costs could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, existing or future laws could increase costs for our customers, our vendors or our service providers, which could result in lower demand for our services, lower dayrates, or increasing costs and thereby have a material adverse effect on our business, financial condition, results of operations and cash flows.

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 us to liability without regard to negligence or fault. For example, in certain jurisdictions, owners, operators and bareboat-charterers may be jointly and severally strictly liable for the discharge of oil in territorial waters, including the 200 nautical mile exclusive economic zone. In addition, laws and regulations may impose liability on generators of hazardous substances, and as a result we could face liability for cleanup costs at third-party disposal locations. We are required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents and the insurance may not be sufficient to cover all such risks. Environmental claims against us could result in a material adverse effect on our business, financial condition, results of operations and cash flows.

Although some of our drilling rigs are separately owned by subsidiaries, under certain circumstances a parent company and all of the rig-owning affiliates in a company under common control could be held liable for damages or debts owed by one of the affiliates, including liabilities for oil spills under environmental laws. Therefore, it is possible that we could be subject to liability upon a judgment against us or any one of our subsidiaries.

Our drilling 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 drilling rigs, clean up the releases and comply with more stringent requirements in our discharge permits, claims for natural resource, personal injury or other damages, and material adverse publicity and damage to our reputation, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Although our contracts generally provide for indemnification from our customers for some of these costs, the inability or other failure of our customers to fulfill any indemnification obligations they have, or the unenforceability of our contractual protections could have a material adverse effect on our financial condition, results of operation and cash flows. Moreover, these releases may result in customers or governmental authorities suspending or terminating our operations in the affected area, which could have a material adverse effect on our business, reputation, financial condition, results of operations and cash flows.

If a major incident were to occur in our 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. For example, after the Macondo incident in 2010, various initiatives were proposed in multiple jurisdictions to change the legal liability structure for, and environmental and safety regulations applicable to, businesses in our industry. Any changes to existing laws in the jurisdictions in which we operate prompted by such a future event could increase our operating costs and future risk of liability. In addition, we may be required to post additional surety bonds to secure performance, tax, customs and other obligations relating to our rigs in jurisdictions where bonding requirements are already in effect and in other jurisdictions where we may operate in the future. These requirements would increase the cost of operating in these countries, which could materially adversely affect our business, financial condition, results of operations and cash flows.

***Regulation of greenhouse gases and climate change could have a negative impact on our business and/or our reputation.***

Many scientists have concluded that increasing concentrations of greenhouse gases in the Earth’s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events. If any such effects were to occur, they could have a materially adverse effect on our operations, especially given that our rigs may need to curtail operations or suffer damage during significant weather events.

Current and future regulations relating to greenhouse gases and climate change also may result in increased compliance costs or additional operating restrictions on our business. The negative impacts of greenhouse gases and climate change could cause adverse publicity for the oil and gas industry and damage to our reputation.

In addition, because our business depends on the level of activity in the offshore oil and 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 alternative energy sources, could decrease the demand for oil and gas or decrease exploration activity.

Any of the factors discussed above could materially adversely affect our business, reputation, financial condition, results of operations and cash flows.

***Failure to comply with applicable anti-corruption laws, sanctions or embargoes, could result in fines, civil and/or criminal penalties, and drilling contract terminations and have an adverse effect on our business and/or our reputation.***

We operate drilling rigs in a number of countries, including in some developing economies, which can involve inherent risks associated with fraud, bribery and corruption and where strict compliance with anti-corruption laws may conflict with local customs and practices. As a result, we may be subject to risks under the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2010 and similar laws in other jurisdictions that generally prohibit companies and their intermediaries from making, offering or authorizing improper payments to government officials for the purpose of obtaining or retaining business. We are required to do business in accordance with applicable anti-corruption laws as well as sanctions and embargo laws and regulations (including U.S. Department of the Treasury-Office of Foreign Assets Control requirements) and we have adopted policies and procedures, including a code of business conduct and ethics, which are designed to promote legal and regulatory compliance with such laws and regulations. However, either due to our acts or omissions or due to the acts or omissions of others, including our employees, agents, joint venture partners, local sponsors or others, we may be determined to be in violation of such applicable laws and regulations or such policies and procedures. Any such violation could result in substantial fines, sanctions, deferred settlement agreements, civil and/or criminal penalties and curtailment of operations in certain jurisdictions and the seizure of our rigs and other assets and might, as a result, materially adversely affect our business, financial condition, results of operations and cash flows.

Our customers in relevant jurisdictions could seek to impose penalties or take other actions adverse to our interests. In addition, actual or alleged violations could damage our reputation and ability to do business and could cause investors to view us negatively and adversely affect the market for our common shares. Furthermore, detecting, investigating and resolving actual or alleged violations are expensive and can consume significant time and attention of senior management regardless of the merit of any allegation. We may also be subject to competitive disadvantages to the extent that our competitors are able to secure business, licenses or other preferential treatment by making payments to government officials and others in positions of influence or using other methods that U.S. and foreign laws and regulations and our own policies prohibit us from using.

***We may be subject to litigations and disputes that could have a material adverse effect on our business, financial condition, prospects, results of operations and cash flows.***

We, from time to time, are involved in litigations and disputes. These matters may include, among other things, contract disputes, personal injury claims, environmental claims or proceedings, asbestos and other toxic tort claims, employment disputes, tax matters and other litigation that arises in the ordinary course of our business. Although we intend to defend these matters vigorously, we cannot predict with certainty the outcome or effect of any dispute, claim or other litigation matter. We may not have insurance for litigation or claims that may arise, or if our insurance coverage may not be sufficient, insurers may not remain solvent, other claims may exhaust some or all of the insurance available to us or insurers may interpret our insurance policies such that they do not cover losses for which we make claims or may otherwise dispute claims made. Litigation may have a material adverse effect on us because of potential adverse outcomes, defense costs, the diversion of management's resources and other risk factors inherent in litigation or relating to the claims that may arise.

***If we or our customers are unable to acquire or renew permits and approvals required for drilling operations, we may be forced to suspend or cease our operations, which may adversely affect our profitability.***

Crude oil and natural gas exploration and production operations require numerous permits and approvals for us and our customers from governmental agencies in the areas in which we operate. In addition, many governmental agencies have increased regulatory oversight and permit requirements in recent years. If we or our customers are not able to obtain necessary permits and approvals in a timely manner, our operations will be adversely affected. Obtaining and maintaining compliance with all necessary permits and approvals may require substantial expenditures and time. In addition, future changes to, or an adverse change in the interpretation of, existing permit and approval requirements may delay or curtail our operations, require us to make substantial expenditures to meet compliance requirements, and could have a significant impact on our financial condition, results of operations and cash flows which may create a risk of expensive delays or loss of value if a project is unable to function as planned.

***The imposition by Customers and/or Governments in certain countries of programs or quotas to drive local content and local spend may impact the cost of doing business.***

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 for all companies contracting with ADNOC. Compliance with these, or other similar programs, could increase the cost of doing business in such jurisdictions or could subject us to fines and penalties, which could materially adversely affect our business, financial condition, results of operations and cash flows.

***Our interests in certain of our subsidiaries are subject to arrangements with local partners and the loss of their support could have a material adverse effect on our business.***

Several countries in which we operate require foreign entities to comply with certain laws and regulations concerning minimum local content requirements. As a result, we 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 the UAE, we maintain a series of contractual and legal agreements with local partners and/or agents, whom management believes are an integral part of the successful operation of our business in these markets. If we were to lose the support of these local participants and were unable to find suitable replacements, local regulators may curtail or terminate our operations. In addition, the success of these local relationships depends on the reputation, creditworthiness, stability and continuity of the local partners and/or agents with which we are working. 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 the operations for any other reason, then our business, financial condition, results of operations and cash flows could be materially adversely affected.

***We are dependent upon cash flows from our operating subsidiaries to meet our obligations, including repayment of our debt. Our corporate structure and operations in multiple jurisdictions may impose limitations on the transfer of funds. If we become unable to pay our debts as they become due or to obtain further credit, we may become subject to insolvency proceedings.***

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

The inability to transfer cash from our subsidiaries may mean that, even though we may have sufficient resources on a consolidated basis to meet our obligations, we may not be permitted to make the necessary transfers from certain legal entities and jurisdictions to meet our debt and other obligations. The terms of certain of the agreements governing our existing indebtedness also place restrictions on our cash balances and require us to maintain reserves of cash which could inhibit our ability to meet our obligations.

If our operating subsidiaries experience sufficiently adverse changes in their financial position or results of operations, or we otherwise become unable to pay our debts as they become due or to obtain further credit, this could result in the commencement of insolvency proceedings. Any such proceedings would have a material adverse effect on our financial condition, results of operations and cash flows and could have a significant negative impact on the market prices of our shares.

***Our existing indebtedness imposes significant operating and/or financial restrictions on us that may prevent us from pursuing certain business opportunities and restrict our ability to operate our business.***

As of December 31, 2019, we had a total principal amount of indebtedness of \$900.0 million of 8.25% Senior Unsecured Notes due February 15, 2025 ("8.25% Senior Unsecured Notes"), \$35.0 million of outstanding borrowings under our February 24, 2014, SDHL revolving credit facility, as subsequently amended ("SDHL Revolver") and \$9.9 million of surety bonds and guarantees issued, resulting in availability of \$180.1 million. The level of our indebtedness and the terms of the agreements governing our existing indebtedness may contain covenants that restrict our ability to take various actions, such as to:

- incur or guarantee additional indebtedness or issue certain preferred shares;
- pay dividends or make other distributions on, or redeem or repurchase, our common shares;
- make other restricted payments;
- make certain acquisitions or investments;
- create or incur liens;
- transfer or sell assets;
- incur restrictions on the payments of dividends or other distributions from restricted subsidiaries within our structure;
- enter into transactions with affiliates and

- consummate a merger or consolidation or sell, assign, transfer, lease or otherwise dispose of all or substantially all of our assets.

Our ability to comply with these covenants may be affected by many factors, both within and beyond our control, including but not limited to our future performance, falling oil and gas prices, prolonged periods of low dayrates, the possible termination or loss of contracts, and reduced values of our drilling rigs. We may not satisfy these or other covenants in our existing indebtedness. Our failure to comply with the obligations under the agreements governing our existing indebtedness could result in an event of default under such agreements, which could result in the acceleration of our indebtedness, in whole or in part. In addition, our existing debt agreements contain cross-default provisions whereby acceleration or payment default by us under one of our debt agreements, could allow creditors to declare us in default of our other existing debt or financing agreements. This could lead to an acceleration and enforcement of such agreements by all or substantially all of our creditors.

These debt covenants and restrictions could also limit our ability to plan for, or react to, market conditions, meet capital needs or otherwise restrict our activities or business plans and adversely affect our ability to finance our operations, enter into acquisitions or to engage in other business activities that would be in our interest.

***Our SDHL Revolver requires us to comply with restrictive covenants, including total net leverage ratios, and may restrict our ability to draw down on the line of credit. Our ability to comply with these ratios may be affected by events beyond our control.***

Our SDHL Revolver requires us to comply with various customary restricted covenants, including limitations on the Company's leverage ratio. These restrictions could limit our ability to plan for or react to market or economic conditions or meet capital needs or otherwise restrict our activities or business plans and adversely affect our ability to finance our operations, acquisitions, investments or strategic alliances or other capital needs or to engage in other business activities that would be in our interest. A breach of any of these covenants or our inability to comply with the required financial ratios could result in a default under all or certain of our debt instruments. If a default occurs, the applicable creditors of our secured debt could proceed against the collateral granted to them to secure such indebtedness which constitute substantially all of our domestic and foreign operations.

The SDHL Revolver also contains certain customary limitations which may restrict our ability to draw down the available balance of the line of credit, including but not limited to prohibiting draw down while an event of default or material adverse event is ongoing and requiring us to be in compliance with financial covenant obligations both before and after the draw down.

Our failure to comply with the obligations under the SDHL Revolver could result in an event of default, which could result in the acceleration of our indebtedness, in whole or in part and trigger cross-default provisions of our other existing debt or financing agreements. Default under our debt agreement or inability to access our line of credit to fund operations, would have a material adverse effect on our financial condition, results of operations and cash flows and could have a significant negative impact on the market prices of our shares.

***We are exposed to market risks, which could create the inability to secure financing on terms which are acceptable to management.***

We are exposed to market risks from changes in interest rates under our obligations under the SDHL Revolver. Interest rates under this financing arrangement are determined with reference to certain published interest rates including the London inter-bank offered rate ("LIBOR"), the prime rate or the federal funds rate, subject to certain margins and adjustments. In addition, the LIBOR rate is expected to be phased out after 2021, and a substitute benchmark rate, such as the Secured Overnight Financing Rate ("SOFR") or another benchmark rate, will be selected by our lenders in consultation with the Company. This substitute rate could vary from LIBOR and could exhibit increased volatility. If market interest rates increase, this could have an adverse impact on our results of operations and cashflows. We have not entered into any hedging arrangements with respect to our interest rate exposure.

Our overall debt level and/or market conditions and also our failure to make payments of interest on our outstanding indebtedness on a timely basis, would likely result in a reduction of long-term corporate credit ratings. These downgrades in our corporate credit ratings could raise the cost of issuing new debt. As a consequence, we may not be able to issue additional debt in reasonable amounts and terms. This could potentially limit our ability to pursue business opportunities.

***Despite our current level of indebtedness, we may still be able to incur substantially more debt, which could exacerbate the risks associated with our current leverage.***

We may be able to incur substantial additional indebtedness in the future. Although our current indebtedness limits our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and do not apply uniformly to our subsidiaries, and under certain circumstances, debt incurred in compliance with these restrictions could be substantial. To the extent that we incur additional indebtedness, the risks described above associated with our substantial leverage, including the possible inability to service our debt, would increase. As of December 31, 2019, we had availability of \$180.1 million under the SDHL Revolver.

***To service and refinance our indebtedness, fund our capital and liquidity needs or pay dividends (if any), we will require a significant amount of cash, and we may not generate sufficient cash, or have access to sufficient funding, for such purposes.***

To service and refinance our indebtedness, fund our capital and liquidity needs or pay dividends (if any), we will require a significant amount of cash. Our ability to raise capital is, to a certain extent, subject to economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. In addition, our business may not generate sufficient cash flows from operations, and future borrowings or alternative financing may not be available to us on favorable terms, or at all, in an amount sufficient to enable us to service and refinance, at or before maturity, our indebtedness, fund our capital and liquidity needs or pay dividends (if any), which would have a material adverse effect on us. As of December 31, 2019, our cash and cash equivalents were \$26.1 million, we had \$35.0 million of outstanding borrowings under our SDHL Revolver and \$9.9 million of surety bonds and guarantees issued.

***Developing and expanding data security and privacy requirements could increase our operating costs, and any failure by us to maintain the security of certain customer, employee, and business-related information could result in damage to our reputation, be costly to remediate and result in regulatory action.***

We are required to manage and process information related to our employees, customers and vendors in the ordinary course of business, and our operations depend upon secure retention and the secure transmission of information over public networks. This information is subject to the continually evolving risk of intrusion, tampering, and theft. Although we maintain systems to prevent or defend against these risks, these systems require ongoing monitoring and updating as technologies change, and security could be compromised, personal or confidential information could be misappropriated, or system disruptions could occur.

A compromise of our security systems could adversely affect our reputation and disrupt our operations and could also result in litigation against us or the imposition of penalties. In addition, such security breaches could be costly to remediate.

We have a dedicated cyber-security team and program that focuses on current and emerging data security and data privacy matters. We continue to assess and invest in the growing needs of our cyber-security team through the allocation of skilled personnel, ongoing training, and support of the adoption and implementation of technologies coupled with cyber-security risk management frameworks.

We may, from time to time, provide certain confidential, proprietary, and personal information to third parties. While we seek to obtain assurances and safeguards from these third parties to protect this information, there is a risk the security of data held by third parties could be breached, resulting in liability for us.

Heightened legislative and regulatory focus on data privacy and security in the EU, U.S. and elsewhere presents a growing and fast-evolving set of legal requirements in this area. The increasing legal and regulatory burden presents material obligations and risks to our business, including significantly expanded compliance burdens, costs, and enforcement risks. In particular, where the EU General Data Protection Regulation (“GDPR”) applies, the penalties for breaches are significant. In addition, legislation similar to GDPR is being considered or adopted in other jurisdictions relevant to our operations. In cases of personal information security breaches, the costs of investigation, dealing with regulators and taking steps to mitigate or remediate its effects may also be high. The majority of the personal information we process is that of our employees.

***We depend heavily upon the security and reliability of our technology systems and those of our service and equipment vendors, and such systems are subject to cyber-security risks and threats.***

We depend heavily on technologies, systems and networks that we manage, and others that are managed by our third-party service and equipment vendors, to conduct our business and operations. Cyber-security risks and threats to such systems continue to grow in sophisticated ways may be difficult to anticipate, detect, prevent or mitigate. If any of the security systems used by us or our vendors for protecting against cyber-security threats prove to be insufficient, our business and financial systems could be compromised, confidential or proprietary information in our possession could be altered, lost or stolen, or our (or our customers’) business operations or safety procedures could be disrupted, degraded or damaged. A cyber-security breach or failure could also result in injury (financial or otherwise) to people, loss of control of, or damage to, our (or our customers’) assets, harm to the environment, reputational damage, breaches of laws or regulations, litigation and other legal liabilities. In addition, we may incur significant costs to prevent, respond to or mitigate cyber-security risks or events and to defend against any investigations, litigation or other proceedings that may follow such events. Such a failure or breach of our systems could materially adversely impact our reputation, business, financial position, results of operations and cash flows.

***We rely on proper functioning of our computer and data processing systems that must be regularly updated or replaced, and a large-scale malfunction could result in material adverse disruptions to our business.***

We rely primarily on globally and locally functioning information technology systems across our value chain, including for management financial information and various other processes and transactions. Our ability to effectively manage our business depends on the security, reliability and capacity of these systems. An attack on, or other problems with, our systems could result in the disclosure of proprietary information about our business or confidential information concerning our customers, vendors or employees, which could result in significant damage to our business and reputation.

We have put in place security measures designed to protect against the misappropriation or corruption of our systems, intentional or unintentional disclosure of confidential information, or disruption of our operations. However, these security measures may prove ineffective. Current employees have, and former employees may have, access to a significant amount of information regarding our operations, which could be disclosed to our competitors or otherwise used to harm our business. Any breach of our security measures could result in unauthorized access to and misappropriation of our information, corruption of data or disruption of operations or transactions, any of which could materially adversely affect our reputation, business, financial condition, results of operations and cash flows.

We have and will continue to expend resources, and dedicate personnel, to upgrade and maintain our information technology systems to protect against threatened or actual security breaches. In addition, we could be required to expend significant amounts to respond to unanticipated information technology issues. Failure to implement these measures that could protect against all significant risks could materially adversely affect our business, financial condition, results of operations and cash flows.

***Technology disputes could negatively impact our operations or increase our costs.***

Drilling rigs use proprietary technology and equipment which can involve potential infringement of a third party's rights, including patent rights. In the event that we or one of our suppliers or sub-suppliers become involved in a dispute over infringement rights relating to equipment owned or used by us, we may lose access to repair services or replacement parts, or we could be required to cease use of some equipment or forced to modify our jack-up rigs. We could also be required to pay license fees or royalties for the use of equipment. Technology disputes involving us or our suppliers or sub-suppliers could adversely affect our financial condition, results of operations and cash flows.

***Fluctuations in exchange rates and non-convertibility of currencies could result in losses to us.***

We may experience realized currency exchange losses when cash is received or expenses are paid in currencies other than our U.S. dollar functional currency, when we do not hedge our exposure to such foreign currency or when the result of a hedge is a loss. We 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.

***Any relevant change in tax laws, regulations, or treaties, and relevant interpretations thereof, for any country in which we operate, earn income, generate losses or are considered to be a tax resident, and / or the loss of any major tax dispute, or a successful challenge to our intercompany pricing policies or operating structures could have an adverse impact.***

Our business is incorporated in the Cayman Islands and operates through our many subsidiaries in various countries throughout the world. Our income tax exposure is based upon the relevant tax laws, regulations, and treaties that apply to the various countries in which we operate or earn income or are deemed to be a tax resident.

Our income tax returns are subject to examination and review. Our effective tax rate may be impacted:

- if there are any significant changes to applicable tax laws, regulations, or tax treaties, and the interpretation thereof in the various countries in which we operate, earn income, generate losses or are deemed to be a tax resident;
- if any tax authority successfully challenges our intercompany pricing policies or operating structures;
- if any tax authority interprets a treaty in a manner that is adverse to our structure or previous tax positions;
- if any tax authority successfully challenges the taxable presence of any of our key subsidiaries in a relevant jurisdiction or
- if we lose a key tax dispute in a jurisdiction.

Transactions taking place between our companies and related companies must be carried out in accordance with arm's length principles in order to avoid adverse tax consequences. There can be no assurance that the tax authorities will conclude that our transfer pricing policies are calculated using appropriate arm's length prices for intercompany transactions. Any changes in intercompany pricing could change our taxable income or losses in various jurisdictions, which could change our effective tax rate and tax expense.

Any of the above factors could cause a significant change to our local statutory tax rates and/or our effective tax rate on worldwide earnings. In addition, if a local statutory tax rate changes, we may need to revalue our deferred tax assets and liabilities or recalculate our valuation allowances, liabilities for uncertain tax positions or other tax allowances and reserves relevant to that jurisdiction. Additionally, if we do not generate sufficient income in jurisdictions with tax loss carryforwards or other changes are made regarding their value or utilization, we may be required to reduce the value of these tax assets. Any of these changes could have a material adverse impact on our financial position, results of operations and cash flows.

***If any part of our business is moved outside of its current operative jurisdiction our overall tax exposure may change, which may affect our alleged compliance with applicable tax laws.***

We and most of our subsidiaries are incorporated in the Cayman Islands. We also have subsidiaries in various other jurisdictions. Our 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 we move some of our operations into a new jurisdiction or acquire companies in jurisdictions in which we do not already operate, our overall effective tax rate may be affected. Further, we 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 we operate will agree with our tax calculations and judgements. If a relevant tax authority disputes our assumptions, judgements or calculations, we may incur additional tax expense, interest and penalties. Any changes in our tax exposure may affect our alleged compliance with applicable tax law, and any non-compliance could have a material adverse impact on our business, financial condition, results of operations and cash flows.

***We are subject to laws and regulations in several jurisdictions, and failure to properly comply with such laws and regulations may adversely affect our operations.***

We are an exempted company, limited by shares on the Oslo Stock Exchange. In addition, we have established operations in various other jurisdictions. Due to these international business activities, we are subject to laws and regulations in multiple jurisdictions. Laws and regulations are subject to continual changes, and some legislative changes may be directly disadvantageous to our business or could oblige us to change our operations or amend our strategy. Any failure to comply with applicable national and/or international laws could lead to costly litigations, penalties and other sanctions, and unplanned operational and strategic changes could increase our costs or decrease our profitability. Any of the above could have a material adverse impact on our business, financial condition, results of operations and cash flows.

### **Risks Related to our Structure and Ownership of our Common Stock**

***We are exposed to regulatory and enforcement risks regarding taxes. U.S. tax authorities may treat us as a passive foreign investment company, causing potential adverse U.S. federal tax consequences to our U.S. shareholders.***

For U.S. federal income tax purposes, a foreign corporation will be treated as a Passive Foreign Investment Company ("PFIC"), if either (i) at least 75.0% of its gross income for any taxable year (including its proportionate share of the gross income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of such corporation's stock) consists of certain types of "passive" income or (ii) at least 50.0% of the average value of the corporation's assets (including its proportionate share of the assets of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of such corporation's stock) either produce or are held for the production of those types of "passive" income. Passive income for these purposes includes certain rents and royalties, dividends, interest, net gains from the sale or exchange of investment property, and net gains from commodities and securities transactions. Passive income does not include income derived from the performance of services.

We believe that we will not be treated as a PFIC for any relevant period as any income we receive from offshore drilling service contracts should be treated as "services income" rather than as passive income under the PFIC rules. In addition, the assets we own and utilize to generate this "services income" should not be considered passive assets.

Although there is significant legal authority supporting our position, including relevant statutory provisions, legislative history, case law and various pronouncements from the U.S. Internal Revenue Service ("IRS"), there is a possibility that the IRS may still characterize this income as "passive" income in light of a recent case characterizing income from the time chartering of vessels as rental income rather than services income for other tax purposes. However, the IRS has subsequently formally announced that it does not agree with the decision in that case. Despite this IRS announcement, no assurance can be given that the IRS or a relevant court will accept our position that we are not a PFIC.

If we were to be treated as a PFIC for any relevant period, our U.S. shareholders may face adverse U.S. tax consequences. Under the PFIC rules, a U.S. shareholder would be liable to pay U.S. federal income tax at the highest applicable rates on ordinary income upon the receipt of certain "excess" distributions and upon any gain from the disposition of our shares, plus certain interest and penalties. Although shareholders can make certain elections to mitigate the application of the PFIC rules, these elections can themselves cause other adverse tax consequences to the electing shareholder.

***Subsequent to our initial public offering in 2018, we are subject to both Cayman Islands regulatory requirements and the requirements applicable for Companies listed on the Oslo Stock Exchange, and any subsequent changes to these requirements, and, as such, we may be subject to review by the relevant authorities.***

From the time of our June 25, 2018 initial public offering, we are subject to both the Cayman Islands regulatory requirements and the requirements applicable for companies listed on the Oslo Stock Exchange. These requirements affect our financial statements, corporate governance, communications with shareholders, transactions involving our common stock, such as dividends and stock repurchases, and other items as per the relevant laws and regulations. Any of these documents or actions may be subject to review by the relevant authorities. Compliance with these requirements and any subsequent changes in the requirements or the interpretation of requirements by relevant authorities could have a material adverse impact on our business, financial condition, results of operations and cash flows.

***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., and our shareholder rights under Cayman Islands law may not be as clearly established as shareholder rights under the laws of other jurisdictions.***

Our corporate affairs are governed by our Articles of Association (“Articles”) and by the laws governing companies incorporated in the Cayman Islands. The rights of our 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 our Articles and differ from the rights of shareholders under other jurisdictions, including Norway and the U.S. The holders of our common shares may have more difficulty in protecting their interests in the face of actions by the Board of Directors than if it were incorporated in the U.S. or Norway. Additionally, it could be difficult to for a common shareholder to prevail in a claim against us under, or to enforce liabilities predicated upon, securities laws in jurisdictions other than the Cayman Islands.

***The Sponsors and China Merchants own a significant proportion of our common shares, and their interests may conflict with those of ours or other shareholders.***

The Sponsors beneficially own, collectively, a significant proportion of our common shares. In addition, the Sponsors' appointees constitute a large portion of the Directors on the Board of Directors as a result of contractual provisions and our Articles. Accordingly, the Sponsors can exercise significant influence over our affairs. As of December 31, 2019, China Merchants was our largest shareholder, and has representation on the Board of Directors.

If circumstances arise where the interests of the Sponsors 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 the Sponsors 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 our share capital, certain share transactions or the approval for a merger, or that involve an actual or potential change of control of us, including transactions in which shareholders might receive a premium for their shares over prevailing market prices.

***In the recent past, we have not paid any dividends on our common shares, our ability to pay dividends is subject to certain restrictions and the availability and timing of future dividends, if any, is uncertain.***

In recent years, we have not issued dividends to our common shareholders, and we did not distribute any dividends for the financial year ended December 31, 2019. Agreements governing our existing indebtedness place certain restrictions on our ability and the ability of our restricted subsidiaries to pay dividends. Consequently, the only opportunity for an investor in our common stock to achieve a return on their investment may be to sell the common shares at a price greater than the price paid. In addition, we may amend the agreements governing our existing indebtedness or enter into new debt arrangements that also prohibit or restrict our ability to pay dividends on our common shares or even further restrict our ability to pay dividends.

Subject to such prohibitions and restrictions, the Board of Directors will determine the amount and timing of dividends on our common shares, if any, that we may pay in future periods. In making this determination, the Board of Directors will consider all relevant factors, including the amount of cash available for dividends, capital expenditures, covenants, prohibitions or limitations with respect to dividends, applicable law, general operational requirements and other variables. We cannot predict the amount or timing of any future dividends, and if we do commence the payment of dividends, we may be unable to pay, maintain or increase dividends over time. Therefore, investors may not be able to realize any return on their investment in our common shares for an extended period of time, if at all.

***Our dividend yield compared to the market yields of other financial instruments could influence the price of our common shares.***

The market price of our common shares could be influenced by the annual dividend yield of our common stock as compared to yields on other financial instruments, which may fluctuate with market interest rates. As such, an increase in market interest rates will result in higher yields on other financial instruments, which could adversely affect the price of our common shares.

***Future issuances of our common shares or other securities could dilute the holdings of holders of our common shares and could materially affect the price of our common shares, and preemptive rights are not available to holders of our common shares.***

We may in the future decide to offer additional common shares or other securities in order to finance, among other needs, new capital-intensive projects, in connection with unanticipated liabilities, as currency in merger and acquisition transactions, for employee share-based awards, for regulatory requirements, to fund our expenses or for any other corporate purposes.

There can be no assurance that we will not decide to conduct further offerings of securities in the future. Under Cayman Islands law and our Articles, holders of our common shares do not have preemptive rights that maintain their relative ownership percentages prior to the issuance of any new common shares. Without preemptive rights and depending on the structure of any future offering, certain common shareholders may not have the ability to purchase additional equity securities. Future issuances of common shares or other securities may result in substantial dilution in the ownership percentage of, and may have the effect of

diluting the value, holdings and voting interests of common shareholders. Additionally, such transactions could have an adverse effect on any trading market for our common shares.

***The price of our common shares could fluctuate significantly.***

The trading volume and price of our common shares could fluctuate significantly. The securities markets in general have been volatile in recent years. Factors both within and outside of our control that could negatively affect the price of our common shares or result in fluctuations in the price or trading volume of our common shares include, but are not limited to, changes in our actual or projected results of operations or those of our competitors, changes in earnings projections or failure to meet investors' and analysts' earnings expectations, investors' evaluations of the success and effects of our strategy as well as the evaluation of the related risks, changes in general economic conditions, changes in shareholders and other factors. Volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies. The price of our common shares may therefore fluctuate based upon factors that are not specific to us, and these fluctuations may materially affect the price of our common shares.

***Future sales, or the possibility of future sales, including by the Sponsors, of a substantial number of our common shares could affect the market price of our common shares.***

We cannot predict what effect, if any, future sales of our common shares, or the availability of our common shares for future sales, will have on the market price of our common shares. Transaction volumes of our common stock have historically been low, and therefore our stock price may be significantly impacted by large transactions. Sales of substantial amounts of our common shares in the public market, including by the Sponsors, or the perception that such sales could occur, could adversely affect the market price of our common shares, making it more difficult for our common shareholders to sell their common shares or us to sell equity securities in the future at a time and price that they deem appropriate. Additionally, all common shares owned by the Sponsors are unrestricted and thus are eligible for sale or other transfer in the public market, subject to applicable securities laws restrictions.

***Exchange rate fluctuations could adversely affect the value of our common shares and any dividends paid on the common shares for an investor whose principal currency is not U.S. dollars.***

Our common shares are priced and traded in Norwegian Krone ("NOK") on the Oslo Stock Exchange. Dividends declared by our Board of Directors, if any, would likely be denominated in our functional currency of U.S. dollars, and would be paid to the common shareholders through DNB Bank ASA ("DNB"), being our 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 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 common shares and of any dividends paid on the common shares for an investor whose principal currency is not U.S. dollars.

***The transfer of our common shares and their underlying assets is subject to restrictions under the securities laws of the U.S. and other jurisdictions.***

Our common shares or underlying assets have not been registered under the Securities Exchange Act of 1934 in the U.S. or any U.S. state securities laws or any other jurisdiction outside of Norway and the Cayman Islands, respectively, and may not be registered in the future. As such, our common shares or underlying assets may not be offered or sold in the U.S. except pursuant to an exemption from the registration requirements of the Securities Exchange Act of 1934 in the U.S. and other applicable securities laws. In addition, common shareholders residing or domiciled in the U.S. and/or other jurisdictions may not be able to participate in future capital increases.

***Investors could be unable to recover losses in civil proceedings in jurisdictions other than the Cayman Islands and Norway.***

We are an exempted company, limited by shares and incorporated under the laws of the Cayman Islands. The Board of Directors and members of the management reside in the U.S., Saudi Arabia, Australia and the UAE. As a result, it may be impossible for investors to effect service of process or to enforce judgments obtained in non-Cayman Islands or non-Norwegian courts against us, our Board of Directors or our management.

***Investors may face additional risks related to our common shares due to the VPS Registrar and the Registrar Agreement.***

In connection with the Offering on the Oslo Stock Exchange, we have established a facility for the registration of our offered common shares in the VPS. We have appointed DNB as our VPS Registrar in the VPS and entered into an agreement with DNB outlining their related responsibilities (the "Registrar Agreement").

The VPS Registrar has registered the common shares in the VPS. Following such registration, the VPS reflects the beneficial shareholders of our registered common stock, personally or through nominee registrations. As nominee for the common shareholders, the VPS Registrar will be the registered shareholder in our shareholders' register.

Common shareholders must exercise their organizational and economic rights through the VPS Registrar and they are not able to exercise direct shareholder rights. There are no provisions under Cayman Islands law or under our Articles that limit the common shareholders' in exercising their rights in respect of the common shares through the VPS Registrar. In order to exercise their rights, common shareholders must instruct the VPS Registrar as to the voting in the shares represented by their common shares. In order to exercise full shareholder rights, the common shareholders must transfer their holding in the VPS to a registered holding of shares in our shareholders' register.

We cannot guarantee that the VPS Registrar will be able to execute its obligations under the Registrar Agreement. Any such failure may, inter alia, limit the access for, or prevent, investors from exercising their organizational or economic rights attached to the underlying shares. The VPS Registrar may terminate the Registrar Agreement pursuant to a prior written notice of termination. Furthermore, the VPS Registrar may terminate the Registrar Agreement with immediate effect if we do not fulfil our payment obligations to the VPS Registrar or commit any other material breach of the Registrar Agreement. In the event of a termination of the Registrar Agreement, there can be no assurance that it would be possible for us to enter into a new registrar agreement on substantially the same terms or at all. A termination of the Registrar Agreement could, therefore, materially adversely affect us and the common shareholders. The VPS Registrar disclaims any liability for any loss attributable to circumstances beyond the VPS Registrar's control, including, but not limited to, errors committed by others. The VPS Registrar is liable for direct losses incurred as a result of the VPS Registrar's breach of contract. Accordingly, we and our common shareholders may not be able to completely recover losses if the VPS Registrar does not perform its obligations under the Registrar Agreement.

## **Item 2. Properties**

### **Overview**

Our properties consist primarily of our mobile fleet of jack-up drilling rigs and related equipment that is located and operates across four core operating regions: MENAM, India, West Africa and Southeast Asia. We also own or lease office space for our corporate headquarters in Dubai, UAE and shore-based facilities to support rig operations in UAE, Saudi Arabia, Bahrain, Egypt, Tunisia, Italy, Indonesia, Malaysia, Vietnam, Singapore, Thailand, India and Nigeria.

### **Drilling Fleet**

Our drilling fleet consists of 32 ILC jack-up rigs, excluding five stacked rigs, as of December 31, 2019. The ILC design allows each leg to be independently raised or lowered and permits the drilling platform to be extended out from the hull to perform operations over certain types of pre-existing platforms or structures. We believe these design features provide greater operational flexibility, safety and efficiency than alternative designs. Many of our jack-up rigs further feature proven, reliable technology and processes, utilizing mechanical features with generally lower operating costs compared to newer, higher-specification rigs. Within their given water depth capabilities, we believe our jack-up rigs are well-suited for our customers' typical shallow water drilling operations. Our fleet is certified by the International Safety Management Code and the American Bureau of Shipping classification society, enabling universal recognition of our equipment as qualified for international operations.

We have taken steps in recent years to enhance our fleet, including our construction of newbuild rigs and acquisition of premium jack-up rigs. From 2016 through 2019 we added eight premium jack-up rigs to our fleet at prices significantly less than the historic cost of construction for comparable newbuild rigs, including:

- In 2016 the newbuild rig Shelf Drilling Chaophraya was delivered;
- In 2017 the newbuild rig Shelf Drilling Krathong was delivered and the Shelf Drilling Mentor, Shelf Drilling Tenacious, and Shelf Drilling Resourceful were acquired;
- In 2018 the Shelf Drilling Scepter was acquired and
- In 2019 the Shelf Drilling Achiever and Shelf Drilling Journey were acquired.

### **Maintenance and Certifications**

Our organizational objective is to maintain our assets to provide optimal operating performance while minimizing out of service time and total capital expenditures. Each of our rigs is subject to the maintenance and inspection regime governed by the IMO's Code for the Construction and Equipment of Mobile Offshore Drilling Units. Our rigs are subject to periodic testing with a major inspection every five years under the International Association of Classification Societies Special Periodic Survey ("SPS") requirements. This inspection typically takes six to twelve weeks and is often scheduled between customer contracts to minimize downtime. Our fleet is also subject to Underwater Inspections in Lieu of Drydocking ("UWILD"), intermediate surveys and annual inspections between each SPS. The marine equipment of our fleet is certified according to international safety standards under the International Safety Management Code and is certified by the American Bureau of Shipping classification society, enabling universal recognition of our equipment as being qualified for international operations, however, our equipment maintenance standards are governed by the guidelines, recommendations and standards provided by the American Petroleum Institute.

The following table sets forth certain information concerning our rig fleet as of December 31, 2019:

Rig Name	Design	Year Built / Last Upgraded	Maximum Water Depth (feet)	Maximum Drilling Depth (feet)	Location
<b>MENAM</b>					
Shelf Drilling Journey	GustoMSC CJ46-X100-D	2019	350	30,000	Bahrain
Rig 141	MLT 82-SD-C	1982	250	20,000	Egypt
Trident 16	Modec 300-C38	1982/2012	300	25,000	Egypt
Key Manhattan	MLT 116-C	1980/2010	350	25,000	Italy
Main Pass I	F&GL-780 Mod II	1982/2013	300	25,000	Saudi Arabia
High Island II	MLT 82-SD-C	1979/2011	270	20,000	Saudi Arabia
High Island IV	MLT 82-SD-C	1980/2011	270	20,000	Saudi Arabia
High Island V	MLT 82-SD-C	1981/2013	270	20,000	Saudi Arabia
High Island IX	MLT 82-SD-C	1983/2012	250	20,000	Saudi Arabia
Main Pass IV	F&GL-780 Mod II	1982/2012	300	25,000	Saudi Arabia
Shelf Drilling Achiever	GustoMSC CJ46-X100-D	2019	350	30,000	Saudi Arabia
Key Singapore	MLT 116-C	1982/2015	350	25,000	Tunisia
Compact Driller	MLT 116-C	1992/2013	300	25,000	UAE
High Island VII	MLT 82-SD-C	1982/2016	250	20,000	UAE
Shelf Drilling Mentor	LeTourneau Super 116E	2010	350	30,000	UAE
Shelf Drilling Tenacious	Baker Marine Pacific Class 375	2007	375	30,000	UAE
<b>India</b>					
C.E. Thornton	MLT 53-SC	1974/1984	300	21,000	India
F.G. McClintock	MLT 53-SC	1975/2002	300	21,000	India
Harvey H. Ward	F&GL-780 Mod II	1981/2011	300	25,000	India
J.T. Angel	F&GL-780 Mod II	1982	300	25,000	India
Parameswara	Baker Marine BMC 300-IC	1983 / 2001	300	25,000	India
Ron Tappmeyer	MLT 116-C	1978	300	25,000	India
Trident II	MLT 84-SC Mod	1977/1985	300	21,000	India
Trident XII	Baker Marine BMC 300-IC	1982/1992	300	21,000	India
<b>West Africa</b>					
Adriatic I	MLT 116-C	1981 / 2014	350	25,000	Nigeria
Baltic	MLT Super 300	1983 / 2015	375	25,000	Nigeria
Shelf Drilling Resourceful	LeTourneau Super 116C	2008	350	30,000	Nigeria
Trident XIV	Baker Marine BMC 300-IC	1982 / 2007	300	25,000	Nigeria
Trident VIII	Modec 300-C35	1981 / 2018	300	21,000	Nigeria
<b>Southeast Asia</b>					
Shelf Drilling Chaophraya	LeTourneau Super 116E	2016	350	30,000	Thailand
Shelf Drilling Krathong	LeTourneau Super 116E	2017	350	30,000	Thailand
Shelf Drilling Scepter	Keppel FELS Super B	2008 / 2019	350	35,000	Thailand
<b>Stacked</b>					
Key Hawaii	Mitsui 300 C	1983/2004	300	25,000	Bahrain
Galveston Key	MLT 116-SC Mod	1978/2002	300	25,000	UAE
Hibiscus <sup>(1)</sup>	Heavy Swamp Barge	1979/1993	21	20,000	Indonesia
Trident 15 <sup>(1)</sup>	Modec 300-C38	1982/2014	300	25,000	Malaysia
Randolph Yost <sup>(1)</sup>	MLT 116-C	1979	300	25,000	USA

(1) Rigs reported as Assets Held for Sale in the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data".

### Item 3. Legal Proceedings

Information regarding legal proceedings is set forth in “Note 13 – Commitments and Contingencies” to the Consolidated Financial Statements included in “Item 8. Financial Statements and Supplementary Data”.

### Item 4. Mine Safety Disclosures

Not applicable.

## PART II

### Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Our common stock is listed on the OSE under the ticker symbol “SHLF”. The number of holders of record of our common stock as of February 21, 2020 was 777. The number of beneficial shareholders is substantially greater than the number of holders as a large portion of our common stock is held through brokerage firms.

Oslo Børs is a stock exchange listing which complies with EU requirements and Norwegian stock exchange legislation. On December 31, 2019, the last reported sale price of our common shares on the OSE was 17.80 NOK per share, which was equivalent to approximately \$2.019 per share based on the Bloomberg Composite Rate of 8.815 NOK to \$1.00 in effect on that date. The following table sets forth the high and low sale prices for our common shares as reported on the Oslo Stock Exchange and Norwegian OTC for the periods listed below. Share prices are presented in \$ per common share based on the Bloomberg Composite Rate on each day of measurement.

	2019	
	High	Low
First quarter.....	5.213	4.010
Second quarter .....	4.599	3.457
Third quarter.....	3.529	1.663
Fourth quarter .....	2.411	1.898
	<b>2018</b>	
	High	Low
First quarter.....	N/A	N/A
Second quarter (beginning June 25, 2018).....	8.084	7.719
Third quarter.....	7.831	6.652
Fourth quarter (through December 31, 2018).....	7.432	4.881

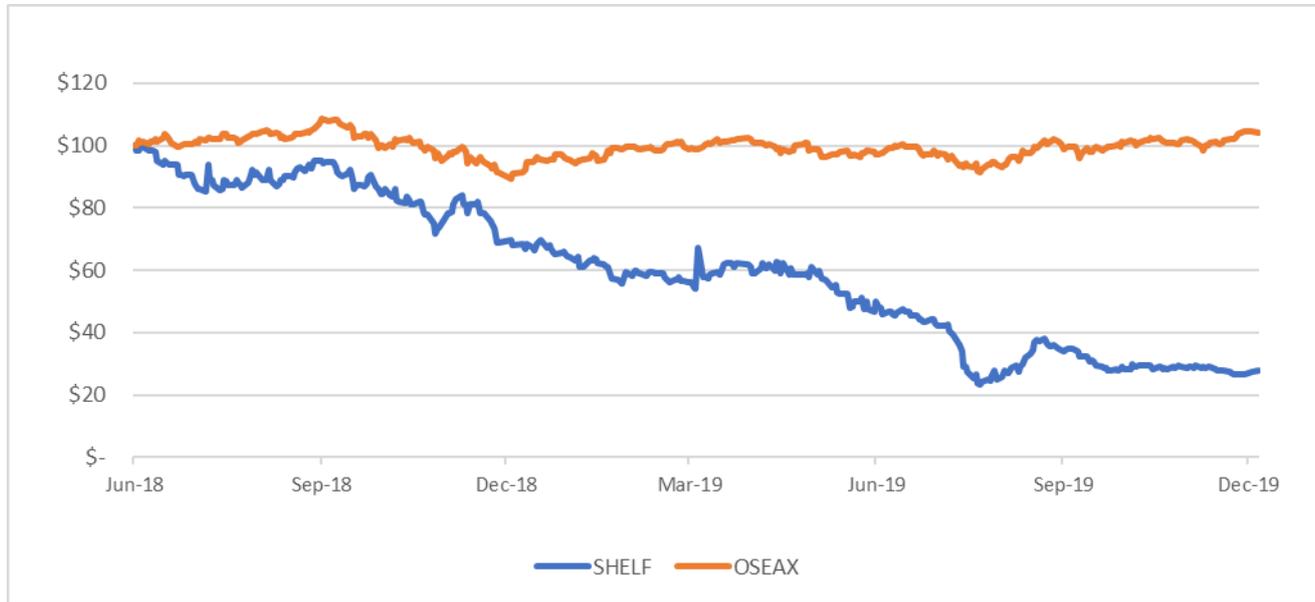
#### Dividends

In recent years, the Company has not issued dividends to its common shareholders, and the Company did not distribute any dividends for the financial year ended December 31, 2019. The Company’s future dividend policy is within the discretion of the Board of Directors, who will consider issuing dividends to holders of common shares with other relevant considerations and factors, including but not limited to the Company’s working capital and capital expenditure needs, results of operations, financial condition and investment opportunities. Certain of the Company’s debt agreements contain covenants that limit the payment of dividends.

See “Note 11 – Debt”, “Note 16 – Mezzanine Equity” and “Note 17 – Shareholders’ Equity” to our Consolidated Financial Statements included in “Item 8. Financial Statements and Supplementary Data” for additional information.

## Stock Performance Graph

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the Oslo Stock Exchange All Share Index (“OSEAX”) for the period ending on December 31, 2019. The graph assumes an investment of \$100 at the beginning of this period. The comparisons in the graph below are based upon historical data and are not indicative of, nor intended to forecast, future performance of our common stock.



## Issuer Purchases of Equity Securities

On September 1, 2019, the Board of Directors approved a share repurchase program under which the Company may repurchase shares of the Company’s common stock for an aggregate of \$25.0 million over a period of two years from the date of approval. Any repurchased shares will be canceled and will resume the status of authorized and unissued shares upon the repurchase date, as the repurchased shares are considered constructively retired on the repurchase date. These unissued shares will be available for issuance in the future. Shares will be repurchased in the open market on the OSE. As of December 31, 2019, approximately \$22.1 million remains available for repurchase under the 2019 Repurchase Program. The Company repurchased approximately 1.4 million shares of common shares at an average price of 19.33 NOK (or \$2.13) per share during the year ended December 31, 2019.

The following table presents information related to our repurchases of the Company’s equity securities during the three months ended December 31, 2019:

Period	Total number of shares purchased	Weighted average price paid per share	Total number of shares purchased as part of publicly announced program	Maximum number of shares that may yet be purchased under the program (1)
Common stock	-	-	-	-
October 1 - 31, 2019	419,072	\$ 2.13	419,072	-
November 1 - 30, 2019	388,742	\$ 2.04	388,742	-
December 1 - 31, 2019	287,951	\$ 1.95	287,951	-
	1,095,765	\$ 2.05	1,095,765	-

(1) The Company’s share repurchase program does not contain a limitation on the number of shares that may be repurchased.

## Item 6. Selected Financial Data

The following table sets forth our selected financial data for the five years ended December 31, 2019 (in thousands, except per share data). This information should be read in connection with, and is qualified in its entirety by, the more detailed information in our financial statements included in “Item 8. Financial Statements and Supplementary Data” of this Form 10-K Equivalent.

	Years ended December 31,				
	2019	2018	2017	2016	2015
Total revenues.....	\$ 576,153	\$ 613,319	\$ 571,964	\$ 684,317	\$ 1,031,298
Operating (loss) / income .....	(56,224)	(17,243)	28,954	68,163	(68,321)
Net loss.....	(149,536)	(136,243)	(71,210)	(29,836)	(180,002)
Total debt <sup>(1)</sup> .....	924,540	887,764	840,600	1,053,721	877,756
Cash and cash equivalents .....	26,055	91,203	84,563	213,139	115,685
Property and equipment, net.....	1,296,984	1,214,880	1,249,990	1,030,676	944,633
Total assets.....	1,700,045	1,645,896	1,682,950	1,585,940	1,483,883
Loss per share <sup>(2)</sup> :					
Basic and Diluted - Common shares.....	\$ (1.16)	\$ (1.50)	\$ (1.02)	\$ -	\$ -
Basic and Diluted - Class A shares.....	-	-	(10.79)	(66.99)	(403.12)
Basic and Diluted - Class B, C and D shares.....	-	-	-	-	-
Statement of cash flows data <sup>(3)</sup> :					
Net cash (used in) / provided by operating activities.....	\$ (12,868)	\$ 37,705	\$ 62,036	\$ 136,532	\$ 133,013
Net cash used in investing activities.....	(83,032)	(95,763)	(231,397)	(35,171)	(100,686)
Net cash provided by / (used in) financing activities.....	31,364	51,068	46,791	(3,486)	(861)

- (1) Total debt consists of current maturities of long-term debt, long-term debt and current and non-current obligations under the sale and leaseback.
- (2) For the year ended December 31, 2017 the loss per share is calculated based on information for four months ended April 30, 2017 for the ordinary Class A, B, C and D shares and based on information for eight months ended December 31, 2017 for the common shares. See “Note 22 – Loss Per Share”.
- (3) Effective January 1, 2018, we adopted ASU No. 2016-15 and included debt extinguishment costs of \$9.8 million and cash payment of original discount of \$10.5 million during the year ended December 31, 2017 under cash flows from financial activities in the consolidated statements of cash flows. The debt extinguishment costs were previously reported under cash flows from operating activities.

Effective January 1, 2018, we also adopted ASU No. 2016-18 and have included restricted cash of \$1.6 million, \$15.3 million, \$9.3 million and \$8.8 million as part of cash, cash equivalents and restricted cash on the statements of cash flow for the years ended December 31, 2018, 2017, 2016 and 2015 respectively. The cash used for restricted cash of \$6.0 million, \$0.4 million and \$6.8 million during the years ended December 31, 2017, 2016 and 2015, respectively, previously reported as cash flow from investing activities, has been presented as part of cash, cash equivalents and restricted cash.

## Certain financial information of SDL and SDHL

The following tables present certain financial information for SDL and SDHL for the years ended December 31, 2019, 2018 and 2017, and certain adjustments to show the differences in this financial information between SDL and SDHL for these periods. These adjustments primarily reflect the preferred shares outstanding at SDL during the years ended December 31, 2018 and 2017 and general and administrative costs relating to certain professional expenses that are recorded at SDL and not at SDHL. This information is presented pursuant to the Indenture for our 8.25% Senior Unsecured Notes.

### *Consolidated Statements of Operations for the year ended December 31, 2019 (In thousands)*

	<u>Shelf Drilling, Ltd.</u>	<u>Adjustments</u>	<u>Shelf Drilling Holdings, Ltd.</u>
<b>Revenue</b>			
Operating revenues.....	\$ 561,295	\$ -	\$ 561,295
Other revenues .....	14,858	-	14,858
	<u>576,153</u>	<u>-</u>	<u>576,153</u>
<b>Operating costs and expenses</b>			
Operating and maintenance .....	366,715	-	366,715
Depreciation .....	82,503	-	82,503
Amortization of deferred costs .....	75,305	-	75,305
General and administrative.....	50,773	(135)	50,638
Loss on impairment of assets .....	57,986	-	57,986
Gain on disposal of assets .....	(905)	-	(905)
	<u>632,377</u>	<u>(135)</u>	<u>632,242</u>
<b>Operating loss.....</b>	<b>(56,224)</b>	<b>135</b>	<b>(56,089)</b>
<b>Other (expense) / income, net</b>			
Interest income .....	1,138	-	1,138
Interest expense and financing charges .....	(80,708)	-	(80,708)
Other, net.....	(763)	(11)	(774)
	<u>(80,333)</u>	<u>(11)</u>	<u>(80,344)</u>
<b>Loss before income taxes .....</b>	<b>(136,557)</b>	<b>124</b>	<b>(136,433)</b>
Income tax expense .....	12,979	-	12,979
<b>Net loss attributable to common shares .....</b>	<b>\$ (149,536)</b>	<b>\$ 124</b>	<b>\$ (149,412)</b>

**Consolidated Balance Sheets as of December 31, 2019**  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Assets</b>			
Cash and cash equivalents .....	\$ 26,055	\$ (2,154)	\$ 23,901
Accounts and other receivables, net <sup>(1)</sup> .....	154,834	466	155,300
Assets held for sale .....	1,583	-	1,583
Other current assets .....	68,787	-	68,787
Total current assets .....	251,259	(1,688)	249,571
Property and equipment .....	1,775,678	-	1,775,678
Less: accumulated depreciation .....	478,694	-	478,694
Property and equipment, net .....	1,296,984	-	1,296,984
Deferred tax assets .....	2,732	-	2,732
Other assets .....	149,070	-	149,070
<b>Total assets</b> .....	<b>\$ 1,700,045</b>	<b>\$ (1,688)</b>	<b>\$ 1,698,357</b>
<b>Liabilities and equity</b>			
Accounts payable .....	\$ 79,236	\$ (91)	\$ 79,145
Interest payable .....	28,245	-	28,245
Accrued income taxes .....	5,029	-	5,029
Other current liabilities .....	41,455	-	41,455
Total current liabilities .....	153,965	(91)	153,874
Long-term debt .....	924,540	-	924,540
Deferred tax liabilities .....	5,183	-	5,183
Other long-term liabilities .....	54,907	-	54,907
Total long-term liabilities .....	984,630	-	984,630
Commitments and contingencies			
Common shares <sup>(2)</sup> .....	1,366	(1,366)	-
Additional paid-in capital <sup>(3)</sup> .....	1,000,298	(92,004)	908,294
Accumulated other comprehensive income .....	240	-	240
Accumulated losses <sup>(4)</sup> .....	(440,454)	91,773	(348,681)
Total equity .....	561,450	(1,597)	559,853
<b>Total liabilities and equity</b> .....	<b>\$ 1,700,045</b>	<b>\$ (1,688)</b>	<b>\$ 1,698,357</b>

- (1) On February 21, 2019 we announced the signing of definitive agreements with affiliates of China Merchants to acquire two newbuild CJ46 rigs and bareboat charter a further two with options to buy one or both through the initial contract term of three years. This adjustment primarily relates to legal and accounting fees paid by SDHL on behalf of SDL.
- (2) This adjustment reflects the total number of outstanding shares of 136,643,239 with a par value of \$0.01 per share.
- (3) This adjustment primarily reflects a capital contribution from Shelf Drilling Intermediate, Ltd. ("SDIL") to SDHL in 2012 and preferred shares dividends at SDL, partially offset by ordinary shares dividend at SDHL. SDIL is 100% owned by Shelf Drilling Midco, Ltd. ("Midco") which is 100% directly owned by SDL.
- (4) This adjustment primarily relates to the Midco term loan interest expense and financing charges, preferred shares dividends at SDL, ordinary shares dividend at SDHL and certain general and administrative costs incurred at SDL.

**Consolidated Statements of Cash flows for year ended December 31, 2019**  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Cash flows from operating activities</b>			
Net loss .....	\$ (149,536)	\$ 124	\$ (149,412)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation .....	82,503	-	82,503
Loss on impairment of assets .....	57,986	-	57,986
Gain on derivative financial instruments, net .....	(284)	-	(284)
Reversal of doubtful accounts, net .....	(232)	-	(232)
Amortization of deferred revenue .....	(6,284)	-	(6,284)
Share-based compensation expense, net of forfeitures / Capital contribution by Parent share-based compensation <sup>(1)</sup> .....	1,536	(87)	1,449
Amortization of debt issue costs and premium .....	2,700	-	2,700
Gain on disposal of assets .....	(905)	-	(905)
Deferred tax expense, net .....	1,038	-	1,038
Proceeds from settlement of derivative financial instruments, net .....	284	-	284
Changes in deferred costs, net .....	(4,940)	-	(4,940)
Changes in operating assets and liabilities			
Intercompany receivables <sup>(2)</sup> .....	-	434	434
Other operating assets and liabilities, net <sup>(3)</sup> .....	3,266	(872)	2,394
Net cash used in operating activities .....	(12,868)	(401)	(13,269)
<b>Cash flows from investing activities</b>			
Additions to property and equipment .....	(91,391)	-	(91,391)
Proceeds from disposal of assets .....	8,359	-	8,359
Net cash used in investing activities .....	(83,032)	-	(83,032)
<b>Cash flows from financing activities</b>			
Proceeds from revolving credit facility .....	35,000	-	35,000
Purchase of common shares <sup>(4)</sup> .....	(2,866)	2,866	-
Payments of common shares issuance costs <sup>(5)</sup> .....	(623)	623	-
Ordinary shares dividend paid <sup>(6)</sup> .....	-	(5,000)	(5,000)
Payments of debt financing costs .....	(147)	-	(147)
Net cash used in financing activities .....	31,364	(1,511)	29,853
Net decrease in cash, cash equivalents and restricted cash .....	(64,536)	(1,912)	(66,448)
Cash, cash equivalents and restricted cash at beginning of year .....	92,835	(242)	92,593
<b>Cash, cash equivalents and restricted cash at end of year .....</b>	<b>\$ 28,299</b>	<b>\$ (2,154)</b>	<b>\$ 26,145</b>

(1) This adjustment primarily relates to share-based compensation expense recorded at SDL level.

(2) This adjustment primarily relates to settlement of the intercompany receivable balance between SDL and SDHL during the year ended December 31, 2019.

(3) The adjustment relates to certain professional service expenses, including accounting fees incurred in connection with the preparation of SDL financial statements.

(4) This adjustment relates to the repurchase of common shares recorded at SDL level.

(5) This adjustment relates to the issuance of 26,769,230 new common shares on May 9, 2019 to China Merchants related to the acquisition of two premium newbuild CJ46 jack-up rigs.

(6) This adjustment reflects the ordinary shares dividend paid by SDHL to fund SDL's repurchase of common shares.

*Consolidated Statements of Operations for the year ended December 31, 2018*  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Revenues</b>			
Operating revenues.....	\$ 599,043	\$ -	\$ 599,043
Other revenue .....	14,276	-	14,276
	<u>613,319</u>	<u>-</u>	<u>613,319</u>
<b>Operating costs and expenses</b>			
Operating and maintenance .....	358,030	-	358,030
Depreciation .....	86,796	-	86,796
Amortization of deferred costs .....	82,953	-	82,953
General and administrative <sup>(1)</sup> .....	61,030	(4,118)	56,912
Loss on impairment of assets .....	40,071	-	40,071
Loss on disposal of assets.....	1,682	-	1,682
	<u>630,562</u>	<u>(4,118)</u>	<u>626,444</u>
<b>Operating loss.....</b>	<b>(17,243)</b>	<b>4,118</b>	<b>(13,125)</b>
<b>Other (expense) / income, net</b>			
Interest income .....	1,454	-	1,454
Interest expense and financing charges .....	(106,772)	-	(106,772)
Other, net .....	354	-	354
	<u>(104,964)</u>	<u>-</u>	<u>(104,964)</u>
<b>Loss before income taxes .....</b>	<b>(122,207)</b>	<b>4,118</b>	<b>(118,089)</b>
Income tax expense .....	14,036	-	14,036
<b>Net loss .....</b>	<b>\$ (136,243)</b>	<b>\$ 4,118</b>	<b>\$ (132,125)</b>
Preferred dividend <sup>(2)</sup> .....	9,550	9,550	-
<b>Net loss attributable to common shares .....</b>	<b>\$ (145,793)</b>	<b>\$ 13,668</b>	<b>\$ (132,125)</b>

(1) This adjustment relates primarily to third party professional service expenses recorded at the SDL level for certain accounting and legal activities, including, among other things, the preparation of SDL financial statements.

(2) This adjustment relates to the dividend on preferred shares recorded at SDL for the year ended December 31, 2018.

*Consolidated Balance Sheets as of December 31, 2018*  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Assets</b>			
Cash and cash equivalents <sup>(1)</sup> .....	\$ 91,203	\$ (242)	\$ 90,961
Accounts and other receivables, net <sup>(2)</sup> .....	143,439	32	143,471
Assets held for sale .....	5,154	-	5,154
Other current assets .....	81,532	-	81,532
Total current assets .....	321,328	(210)	321,118
Property and equipment .....	1,637,489	-	1,637,489
Less accumulated depreciation .....	422,609	-	422,609
Property and equipment, net .....	1,214,880	-	1,214,880
Deferred tax assets .....	2,526	-	2,526
Other assets .....	107,162	-	107,162
<b>Total assets</b> .....	<u>\$ 1,645,896</u>	<u>\$ (210)</u>	<u>\$ 1,645,686</u>
<b>Liabilities and equity</b>			
Accounts payable .....	\$ 83,930	\$ -	\$ 83,930
Accrued income taxes .....	4,771	-	4,771
Interest payable .....	28,050	-	28,050
Obligations under sale and leaseback .....	-	-	-
Current maturities of long-term debt .....	-	-	-
Other current liabilities .....	20,143	-	20,143
Total current liabilities .....	136,894	-	136,894
Long-term debt .....	887,764	-	887,764
Obligations under sale and leaseback .....	-	-	-
Deferred tax liabilities .....	3,939	-	3,939
Other long-term liabilities .....	26,042	-	26,042
Total long-term liabilities .....	917,745	-	917,745
Mezzanine equity, net of issuance costs .....	-	-	-
Commitments and contingencies			
Common shares <sup>(3)</sup> .....	1,112	(1,112)	-
Additional paid-in capital <sup>(4)</sup> .....	880,820	(90,747)	790,073
Accumulated other comprehensive income .....	243	-	243
Accumulated losses <sup>(5)</sup> .....	(290,918)	91,649	(199,269)
Total equity .....	591,257	(210)	591,047
<b>Total liabilities and equity</b> .....	<u>\$ 1,645,896</u>	<u>\$ (210)</u>	<u>\$ 1,645,686</u>

(1) This adjustment primarily relates to cash balances held at SDL level.

(2) This adjustment primarily relates to legal and accounting fees paid by SDHL on behalf of SDL.

(3) In April 2017, SDL completed an offering of 28,125,000 new common shares at a price of \$8.00 per share (the "Private Placement"). In connection with the Private Placement, the classes of A, B, C and D ordinary shares were converted into a single class of new common shares, pursuant to which 55,000,000 new common shares were issued to the existing holders of SDL. In June 2018, SDL successfully completed an initial public offering of 28,125,000 new common shares. This adjustment reflects the total number of outstanding shares of 111,240,394 with a par value of \$0.01 per share.

(4) This adjustment primarily reflects a capital contribution from SDIL to SDHL in 2012 and preferred shares dividends at SDL, partially offset by ordinary shares dividend at SDHL. SDIL is 100% owned by Midco which is 100% directly owned by SDL.

(5) This adjustment primarily relates to the Midco term loan interest expense and financing charges, preferred shares dividends at SDL, ordinary shares dividend at SDHL and certain general and administrative costs incurred at SDL.

**Consolidated Statements of Cash flows for year ended December 31, 2018**  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Cash flows from operating activities</b>			
Net loss .....	\$ (136,243)	\$ 4,118	\$ (132,125)
Adjustments to reconcile net loss to net cash provided by operating activities			
Depreciation .....	86,796	-	86,796
Loss on impairment of assets.....	40,071	-	40,071
Loss on derivative financial instruments, net .....	1,029	-	1,029
Amortization of deferred revenue.....	(12,660)	-	(12,660)
Provision for doubtful accounts, net .....	19	-	19
Share-based compensation expense, net of forfeitures / Capital contribution by Parent share-based compensation <sup>(1)</sup> .....	11,334	(11)	11,323
Non-cash portion of loss on debt extinguishment.....	7,368	-	7,368
Debt extinguishment and retirement costs .....	18,783	-	18,783
Amortization of debt issue costs and premium.....	2,941	-	2,941
Loss on disposal of assets .....	1,682	-	1,682
Deferred tax benefit, net .....	(1,673)	-	(1,673)
Payments of settlement of derivative financial instruments, net .....	(1,349)	-	(1,349)
Changes in deferred costs, net .....	10,511	-	10,511
Changes in operating assets and liabilities			
Intercompany receivables <sup>(2)</sup> .....	-	5,357	5,357
Other operating assets and liabilities, net <sup>(3)</sup> .....	9,096	(3,335)	5,761
Net cash provided by operating activities .....	37,705	6,129	43,834
<b>Cash flows from investing activities</b>			
Additions to property and equipment .....	(98,969)	-	(98,969)
Proceeds from disposal of assets .....	3,206	-	3,206
Net cash used in investing activities .....	(95,763)	-	(95,763)
<b>Cash flows from financing activities</b>			
Proceeds from issuance of common shares / Proceeds from capital contribution by Parent <sup>(4)</sup> .....	226,908	(179,658)	47,250
Payments for common and preferred shares issuance costs <sup>(5)</sup> ...	(10,681)	10,681	-
Payments for redemption of preferred shares <sup>(6)</sup> .....	(166,667)	166,667	-
Proceeds from issuance of debt .....	928,000	-	928,000
Payments for obligations under sale and leaseback .....	(313,930)	-	(313,930)
Payments to retire long-term debt.....	(558,250)	-	(558,250)
Payments of debt financing costs .....	(19,581)	-	(19,581)
Payments of debt extinguishment and retirement costs .....	(18,783)	-	(18,783)
Preferred shares dividend paid <sup>(7)</sup> .....	(16,268)	16,268	-
Ordinary shares dividend paid <sup>(8)</sup> .....	-	(20,275)	(20,275)
Proceeds from settlement of interest rate swaps .....	320	-	320
Net cash provided by financing activities .....	51,068	(6,317)	44,751
Net decrease in cash, cash equivalents and restricted cash .....	(6,990)	(188)	(7,178)
Cash, cash equivalents and restricted cash at beginning of year.....	99,825	(54)	99,771
<b>Cash, cash equivalents and restricted cash at end of year .....</b>	<b>\$ 92,835</b>	<b>\$ (242)</b>	<b>\$ 92,593</b>

- (1) This adjustment primarily relates to share-based compensation expense recorded at SDL level.
- (2) This adjustment primarily relates to the settlement of intercompany receivable balance between SDL and SDHL during the year ended December 31, 2018.
- (3) This adjustment primarily relates to certain professional service expenses, including accounting fees incurred in connection with the preparation of SDL financial statements.
- (4) This adjustment relates to the proceeds received from the issuance of shares in relation to the Offering partly offset by a contribution from SDL to SDHL primarily to support the SDA facility repayment.
- (5) This adjustment relates to the issuance of common shares.
- (6) This adjustment relates to the redemption of SDL's preferred shares.
- (7) This adjustment relates to the payment of SDL's preferred dividends.
- (8) This adjustment reflects the ordinary shares dividend paid by SDHL to primarily fund SDL's preferred shares dividend payment.

*Consolidated Statements of Operations for the year ended December 31, 2017*  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Revenues</b>			
Operating revenues.....	\$ 556,047	\$ -	\$ 556,047
Other revenue .....	15,917	-	15,917
	<u>571,964</u>	<u>-</u>	<u>571,964</u>
<b>Operating costs and expenses</b>			
Operating and maintenance .....	320,084	-	320,084
Depreciation .....	80,573	-	80,573
Amortization of deferred costs .....	64,664	-	64,664
General and administrative <sup>(1)</sup> .....	43,726	(2,539)	41,187
Loss on impairment of assets .....	34,802	-	34,802
Gain on disposal of assets .....	(839)	-	(839)
	<u>543,010</u>	<u>(2,539)</u>	<u>540,471</u>
<b>Operating income</b> .....	28,954	2,539	31,493
<b>Other (expense) / income, net</b>			
Interest income .....	1,062	-	1,062
Interest expense and financing charges <sup>(2)</sup> .....	(83,995)	1,824	(82,171)
Other, net.....	(2,969)	-	(2,969)
	<u>(85,902)</u>	<u>1,824</u>	<u>(84,078)</u>
<b>Loss before income taxes</b> .....	(56,948)	4,363	(52,585)
Income tax expense .....	14,262	-	14,262
<b>Net loss</b> .....	\$ (71,210)	\$ 4,363	\$ (66,847)
Preferred dividend <sup>(3)</sup> .....	(17,041)	17,041	-
<b>Net loss attributable to common shares</b> .....	<u>\$ (88,251)</u>	<u>\$ 21,404</u>	<u>\$ (66,847)</u>

- (1) This adjustment relates primarily to third party professional service expenses recorded at the SDL level for certain accounting and legal activities, including, among other things, the preparation of SDL financial statements.
- (2) In January 2017, we refinanced our long-term debt (the "2017 Refinancing"). In connection with the 2017 Refinancing, SDL's wholly owned subsidiary, Midco, fully retired its outstanding \$350 million term loan (the "Midco term loan") for an aggregate consideration of \$339.17 million which included the issuance of \$166.67 million of SDL preferred shares to certain equity sponsors. This adjustment relates to the interest expense and financing charges incurred in connection with the 2017 refinancing.
- (3) This adjustment relates to the dividend on the preferred shares recorded at SDL for the year ended December 31, 2017. Of the \$17.0 million adjustment, \$9.6 million was paid in cash and \$7.4 million was accrued.

*Consolidated Balance Sheets as of December 31, 2017*  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Assets</b>			
Cash and cash equivalents .....	\$ 84,563	\$ (55)	\$ 84,508
Accounts and other receivables, net <sup>(1)</sup> .....	137,785	5,390	143,175
Other current assets <sup>(2)</sup> .....	96,960	(3,669)	93,291
Total current assets .....	319,308	1,666	320,974
Property and equipment .....	1,620,830	-	1,620,830
Less accumulated depreciation .....	370,840	-	370,840
Property and equipment, net .....	1,249,990	-	1,249,990
Deferred tax assets .....	1,321	-	1,321
Other assets .....	112,331	-	112,331
<b>Total assets</b> .....	<b>\$ 1,682,950</b>	<b>\$ 1,666</b>	<b>\$ 1,684,616</b>
<b>Liabilities and equity</b>			
Accounts payable <sup>(3)</sup> .....	\$ 95,098	\$ (335)	\$ 94,763
Accrued income taxes .....	4,822	-	4,822
Interest payable .....	8,399	-	8,399
Obligations under sale and leaseback .....	35,115	-	35,115
Current maturities of long-term debt .....	30,167	-	30,167
Other current liabilities <sup>(4)</sup> .....	36,681	(7,405)	29,276
Total current liabilities .....	210,282	(7,740)	202,542
Long-term debt .....	496,503	-	496,503
Obligations under sale and leaseback .....	278,815	-	278,815
Deferred tax liabilities .....	4,407	-	4,407
Other long-term liabilities .....	17,719	-	17,719
Total long-term liabilities .....	797,444	-	797,444
Mezzanine equity, net of issuance costs <sup>(5)</sup> .....	165,978	(165,978)	-
Commitments and contingencies			
Common shares <sup>(6)</sup> .....	831	(831)	-
Additional paid-in capital <sup>(7)</sup> .....	663,090	88,684	751,774
Accumulated losses <sup>(8)</sup> .....	(154,675)	87,531	(67,144)
Total equity .....	509,246	175,384	684,630
<b>Total liabilities and equity</b> .....	<b>\$ 1,682,950</b>	<b>\$ 1,666</b>	<b>\$ 1,684,616</b>

- (1) This adjustment primarily relates to legal and accounting fees paid by SDHL on behalf of SDL.
- (2) This adjustment primarily relates to deferred third party professional services recorded at the SDL level for certain corporate activities.
- (3) This adjustment primarily relates to the accrual of third-party professional services recorded at the SDL level for certain accounting and legal activities, including, among other things, the preparation of SDL financial statements.
- (4) In connection with the 2017 refinancing, SDL issued \$166.67 million of SDL preferred shares to certain equity sponsors. This adjustment relates to the preferred dividend at SDL that has been accrued but not yet been paid.
- (5) Refer to footnote 2 of the Consolidated Statements of Operations for the year ended December 31, 2017 regarding the issuance of the preferred shares.
- (6) In April 2017, SDL completed the Private Placement. In connection with the Private Placement, the current classes of A, B, C and D ordinary shares were converted into a single class of new common shares, pursuant to which 55,000,000 new common shares were issued to the existing holders of SDL. This adjustment reflects the total number of outstanding shares of 83,125,000, with par value of \$0.01 per share.
- (7) This adjustment primarily reflects a capital contribution from SDIL to SDHL in 2012 and preferred shares dividends at SDL, partially offset by ordinary shares dividend at SDHL.
- (8) This adjustment primarily relates to the Midco term loan interest expense and financing charges, preferred shares dividends at SDL, ordinary shares dividend at SDHL and certain general and administrative costs incurred at SDL.

*Consolidated Statements of Cash flows for year ended December 31, 2017*  
(In thousands)

	Shelf Drilling, Ltd.	Adjustments	Shelf Drilling Holdings, Ltd.
<b>Cash flows from operating activities</b>			
Net loss .....	\$ (71,210)	\$ 4,363	\$ (66,847)
Adjustments to reconcile net loss to net cash provided by operating activities			
Depreciation .....	80,573	-	80,573
Loss on impairment of assets.....	-	-	34,802
Gain on foreign currency forward exchange contract.....	(238)	-	(238)
Amortization of deferred revenue.....	(15,254)	-	(15,254)
Reversal of provision for doubtful accounts, net .....	(5,444)	-	(5,444)
Share-based compensation expense, net of forfeitures / Capital contribution by Parent share-based compensation...	842	-	842
Non-cash portion of loss on debt extinguishment <sup>(1)</sup> .....	4,371	3,124	7,495
Debt extinguishment costs <sup>(1)</sup> .....	9,785	-	9,785
Amortization of debt issue costs and discounts .....	3,705	(133)	3,572
Gain on disposal of assets.....	(839)	-	(839)
Deferred tax benefit.....	(2,302)	-	(2,302)
Proceeds from settlement of foreign currency forward exchange contracts .....	238	-	238
Changes in deferred costs, net .....	2,232	-	2,232
Changes in operating assets and liabilities			
Intercompany receivables <sup>(2)</sup> .....	-	40,830	40,830
Other operating assets and liabilities, net <sup>(3)</sup> .....	20,775	11,914	32,689
Net cash provided by operating activities .....	62,036	60,098	122,134
<b>Cash flows from investing activities</b>			
Additions to property and equipment .....	(253,834)	-	(253,834)
Proceeds from disposal of assets .....	5,557	-	5,557
Proceeds from sale and leaseback.....	16,880	-	16,880
Net cash used in investing activities .....	(231,397)	-	(231,397)
<b>Cash flows from financing activities</b>			
Proceeds from issuance of common shares / Proceeds from capital contribution by Parent <sup>(4)</sup> .....	225,000	(10,000)	215,000
Payments for common and preferred shares issuance costs <sup>(4)</sup> ..	(8,487)	8,487	-
Payments for obligations under sale and leaseback .....	(24,829)	-	(24,829)
Payments to retire long-term debt <sup>(1)</sup> .....	(114,250)	85,750	(28,500)
Payments of debt issuance costs .....	(11,223)	-	(11,223)
Preferred shares dividend paid.....	(9,635)	9,635	-
Ordinary shares dividend paid <sup>(5)</sup> .....	-	(53,992)	(53,992)
Net cash provided by financing activities .....	46,791	39,880	86,671
Net decrease in cash, cash equivalents and restricted cash .....	(122,570)	99,978	(22,592)
Cash, cash equivalents and restricted cash at beginning of year <sup>(6)</sup> ..	222,395	(100,033)	122,362
<b>Cash, cash equivalents and restricted cash at end of year .....</b>	<b>\$ 99,825</b>	<b>\$ (55)</b>	<b>\$ 99,770</b>

- (1) These adjustments primarily relate to costs incurred in connection with the 2017 refinancing. In connection with the 2017 refinancing, Midco fully retired the Midco term loan for an aggregate consideration of \$339.17 million which included the issuance of \$166.67 million of preferred shares to certain equity sponsors and the issuance of \$86.75 million of 9.5% Senior Secured Notes.
- (2) This adjustment primarily relates to the settlement of the intercompany receivable balance between SDL and SDHL during the first quarter of 2017 relating to the start-up costs and certain professional service expenses paid by SDHL on behalf of SDL.
- (3) This adjustment primarily relates to the payment during the first quarter of 2017 of the interest accrued on the Midco term loan and certain professional service expenses, including accounting fees incurred in connection with the preparation of SDL financial statements.
- (4) These adjustments primarily relate to the issuance of common shares in the Private Placement.
- (5) This adjustment reflects the ordinary shares dividend paid by SDHL in the first quarter of 2017, including dividends from SDHL to: (i) settle the intercompany payable to SDHL, (ii) facilitate the Midco interest payment, and (iii) fund SDL's preferred shares dividend payments.

- (6) As a result of the adoption of Accounting Standards Update 2016-15 as discussed in “Note 3 – Recently Issued and Adopted Accounting Pronouncements” in “Item 8, Financial Statements and Supplementary Data”, the change in restricted cash of \$6.0 million during the year ended December 31, 2017 previously reported as cash flows from investing activities has been presented as part of cash and cash equivalents and restricted cash.

## **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion is intended to assist you in understanding our financial position as of December 31, 2019 and 2018. You should read the accompanying consolidated financial statements and related notes in conjunction with this discussion.

### **Overview**

We are a leading international shallow water drilling contractor providing equipment and services for the drilling, completion and well maintenance of offshore oil and natural gas wells. We are solely focused on shallow water operations in depths of up to 375 feet and our drilling fleet, excluding stacked rigs, consists of 32 ILC jack-up rigs, making us one of the world’s largest owners and operators of jack-up rigs by number of active shallow water rigs.

Our fleet is well-suited to our core operating regions of MENAM, South East Asia, India and West Africa. These markets are characterized by relatively benign operating conditions with activities concentrated in workover and development programs on producing assets with existing infrastructure.

Since our inception in 2012, we have applied our “fit-for-purpose” strategy to enhance the performance of our business, people and processes, leveraging our sole focus on the shallow water segment and the decades of experience of our people with our customers, rigs and markets where we operate. We believe that this strategy has enabled us to execute our vision of being the “international jack-up contractor of choice” and will continue to allow for sustainable, long-term profitability across our fleet.

We have one reportable segment, Contract Drilling Services, which reflects how we manage our business, that our drilling fleet is mobile and that our market is dependent upon the worldwide oil industry. The drilling rigs comprising our offshore fleet operate in a single market for contract drilling services and are deployed globally due to the changing needs of our customers, which largely consist of NOCs, IOCs and independent oil and gas companies.

See “Item 1. Business” for more information, including discussions on our business, recent events, operations, customers and customer contracts, and operating expenses, capital expenditures and deferred costs.

### **Outlook**

Following a severe, multi-year downturn in the offshore drilling industry, we continued to see an improvement in demand and pricing for jack-up rig services across all of our markets in 2019.

In 2019, Brent crude oil prices, a key driver of exploration, development and production activity, averaged in the mid-\$60 per barrel range. This was lower than the prices experienced in 2018 but continues to be significantly above the 2016 levels, the lowest of the decade. Brent crude oil prices in 2019 were more stable and showed decreased volatility from prior years, indicating what we believe is a sustained recovery. In February 2020, Brent crude oil prices fell sharply to approximately \$50 per barrel due to a reduction in geopolitical tensions and the impact of curtailed economic activity due to the novel coronavirus, and these factors could continue to affect prices in the near-term. However, we believe oil prices near the recent levels will continue to create a favorable backdrop for shallow water activity. Furthermore, we expect that dayrates and utilization improvements for jack-up rigs will outperform similar improvements for deepwater rigs due to the lower breakeven prices and shorter cycle times for workover and development programs in shallow water basins.

The global number of contracted jack-up rigs increased by 25% from 311 rigs in January 2017 to 388 rigs in December 2019, and this figure increased further to 394 in February 2020. Marketed utilization for the industry went above 80% in February 2019 for the first time since 2015 and remained above 80% for the remainder of 2019. Marketed utilization rose to 86% in December 2019 and to 87% in February 2020. There has been an acceleration of activity since early 2018 to a significantly stronger level of utilization, and we believe the dayrate improvement trends from 2019 will continue in 2020.

We are seeing the effect of increasing demand, as previously signed contracts commenced during the fourth quarter of 2019, and as a result, our effective utilization and results of operations have improved sequentially over the third quarter of 2019. Our view of the shallow water market remains positive as dayrates have started to rise for jack-ups in all asset classes and in all regions from the cyclical lows. Recent awards represent an improvement in pricing relative to contracts signed in the prior year period. These new contracts and contract extensions have increased our backlog and we expect this activity will translate into increased fleet utilization and results of operations in 2020.

In recent years, we have transformed our fleet, with the addition of nine premium jack-up rigs from 2016 through January 2020 and the disposal of certain older rigs. We remain focused on delivering safe and efficient operations, as was demonstrated by our best ever safety and operating results achieved in 2019, and believe our efficient operational platform, versatile fleet, competitive low-cost structure and existing geographic footprint provide significant upside potential as the jack-up drilling industry continues to recover in 2020.

## Operational measures

We use various operational measures common to our industry to evaluate our operational performance, including:

- *Contract backlog* is the maximum contract drilling dayrate revenue that can be earned from firm commitments for contract drilling services represented by executed definitive agreements based on the contracted operating dayrate during the contract period less any planned out-of-service periods for regulatory inspections and surveys or other work. Contract backlog excludes revenue resulting from mobilization and demobilization fees, capital or upgrade reimbursement, recharges, bonuses and other revenue sources. Contract backlog may also include the maximum contract amount of revenue under non-drilling contracts for the use of our rigs such as bareboat charters and contracts for accommodation units. The contract period excludes revenue from extension options under our contracts, unless such options have been exercised. The contract operating dayrate may differ from the amount estimated due to mobilization, weather, unscheduled downtime and repairs, among other factors. Actual dayrates may also include adjustments based on market factors, such as oil prices or cost increases, and such adjustments are not estimated in the backlog dayrate. Contract backlog is a key indicator of our potential future revenue generation.
- *Average dayrate* is the average contract dayrate earned by marketable rigs over the reporting period excluding mobilization fees, contract preparation, capital expenditure reimbursements, demobilization, recharges, bonuses and other revenues. Average dayrate can be calculated related to historical revenues or contract backlog.
- *Contracted rigs* consist of all of our rigs that are under contract, including contracted newbuild rigs under construction and rigs under non-drilling contracts.
- *Average contracted days per rig* is the total remaining contracted days for all contracted rigs divided by the number of contracted rigs.
- *Total recordable incident rate ("TRIR")* is the number of recordable incidents per 200,000 man-hours.
- *Marketable rigs* consist of the total of our rigs that are operating or are available to operate, but excluding stacked rigs, rigs under non-drilling contracts and non-contracted newbuild rigs under construction.
- *Uptime* is the period during which we perform well operations without stoppage due to mechanical, procedural or other operational events that result in non-productive well operations time. Uptime is expressed as a percentage measured daily, monthly or yearly. Uptime performance is a key customer contracting criterion, an indication of our operational efficiency, and is directly related to our current and future revenue and profit generation.
- *Effective utilization* measures the dayrate revenue efficiency of our marketable rigs. This is the number of calendar days during which marketable rigs generate dayrate revenue divided by the maximum number of calendar days during which those rigs could have generated dayrate revenue. Effective utilization varies due to changes in operational uptime, planned downtime for periodic surveys, timing of underwater inspections, contract preparation and upgrades, time between contracts and the use of alternative dayrates for waiting-on-weather periods, repairs, standby, force majeure, mobilization or other rates that apply under certain circumstances. We exclude all other types of revenue from effective utilization.

The following table includes selected operating measures as of December 31, 2019, 2018 and 2017:

	<b>As of December 31,</b>		
	<b>2019</b>	<b>2018</b>	<b>2017</b>
Contract backlog (in millions) . . . . .	\$ 2,005	\$ 935	\$ 1,374
Weighted average backlog dayrate (in thousands). . . . .	\$ 69.7	\$ 79.1	\$ 83.2
Contracted rigs . . . . .	31	28	28
Average contracted days per rig. . . . .	928	422	590

Contract backlog as of December 31, 2019 is expected to be recognized over the periods as per the following table, subject to certain limitations and adjustments as discussed above:

	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>Thereafter</b>	<b>Total</b>
Contract backlog (in millions). . . . .	\$ 596	\$ 476	\$ 250	\$ 683	\$ 2,005

The following table includes selected operating measures for the years ended December 31, 2019, 2018 and 2017:

	Years ended December 31,		
	2019	2018	2017
TRIR.....	0.19	0.23	0.25
IADC Average TRIR.....	0.63	0.68	0.54
Weighted average actual dayrate (in thousands).....	\$ 64.7	\$ 67.4	\$ 70.4
Average marketable rigs.....	32.6	35.3	33.2
Uptime.....	99.2%	98.7%	98.8%
Effective utilization.....	71%	67%	62%

### Financial measures

In addition to terms under U.S. generally accepted accounting principles (“GAAP”), we utilize certain non-GAAP financial measures. We present the non-GAAP measures, which include adjusted earnings before interest, taxes, depreciation and amortization (“Adjusted EBITDA”) and Adjusted EBITDA divided by revenue (“Adjusted EBITDA Margin”) in addition to net income (loss), which is the most directly comparable GAAP financial measure. We believe that Adjusted EBITDA and Adjusted EBITDA Margin are useful non-GAAP financial measures because they are widely used in our industry to measure a company’s operating performance without regard to the excluded items, which can vary substantially from company to company, and are also useful to an investor in evaluating the performance of the business over time. In addition, our management uses Adjusted EBITDA and Adjusted EBITDA margin in presentations to our Board of Directors to provide a consistent basis to measure the operating performance of our business, as a measure for planning and forecasting overall expectations, for evaluation of actual results against such expectations and in communications with our shareholders, lenders, noteholders, rating agencies and others concerning our financial performance. Adjusted EBITDA and Adjusted EBITDA margin may not be comparable to similarly titled measures employed by other companies and should not be considered in isolation or as a substitute for net income (loss) or other data prepared in accordance with GAAP. Adjusted EBITDA and Adjusted EBITDA margin have significant limitations, including but not limited to the exclusion from these numbers of various cash requirements to operate our business.

Our financial measures for the years ended December 31, 2019, 2018 and 2017 were as follows (in thousands, except Adjusted EBITDA Margin):

	Years ended December 31,		
	2019	2018	2017
Net loss.....	\$ (149,536)	\$ (136,243)	\$ (71,210)
<b>Add back:</b>			
Interest expense and financing charges, net of interest income (1).....	79,570	105,318	82,933
Income tax expense.....	12,979	14,036	14,262
Depreciation.....	82,503	86,796	80,573
Amortization of deferred costs.....	75,305	82,953	64,664
Loss on impairment of assets.....	57,986	40,071	34,802
(Gain) / loss on disposal of assets.....	(905)	1,682	(839)
<b>EBITDA</b> .....	<b>\$ 157,902</b>	<b>\$ 194,613</b>	<b>\$ 205,185</b>
Acquired rig reactivation costs (2).....	19,479	5,080	17,828
One-time corporate transaction costs (3).....	133	3,995	-
Certain share-based compensation expense, net of forfeitures (4).....	-	11,334	842
Sponsors' fee (5).....	-	2,250	4,500
Other.....	-	400	-
<b>Adjusted EBITDA</b> .....	<b>\$ 177,514</b>	<b>\$ 217,672</b>	<b>\$ 228,355</b>
<b>Adjusted EBITDA Margin</b> .....	<b>30.8%</b>	<b>35.5%</b>	<b>39.9%</b>

- (1) Represent interest expenses incurred and accrued on our debt and the amortization of debt issuance fees and costs over the term of the debt net of capitalized interest and interest income. This also includes the loss on debt extinguishments in relation to our debt refinancing transactions in 2018.
- (2) Represents the expenditures accounted for as operating expenses in accordance with GAAP, which were incurred in connection with the reactivation of stacked or idle rigs acquired with the specific intention to reactivate and deploy.
- (3) Represents certain one-time third-party professional services.
- (4) Represents certain share-based compensation expense, net of forfeitures, related to grants prior to the Company’s June 25, 2018 initial public offering on the OSE (the “Offering” or “IPO”).
- (5) Represents the fee to the Sponsors in respect of their role as advisors to us until the consummation of the Offering.

As a result of the termination of the SDA Facility in June 2018, Shelf Drilling Asset III, Ltd. (“SDAIII”), which owns two rigs acquired in 2017, became a restricted subsidiary and guarantor of the 8.25% Senior Unsecured Notes on June 19, 2018. Additionally, as a result of the \$300 million tack-on issuance of 8.25% Senior Unsecured Notes in June 2018 and subsequent payoff and termination of the sale and leaseback obligations, all subsidiaries related to the newbuild rigs Shelf Drilling Chaophraya and Shelf Drilling Krathong (“Newbuild Subsidiaries”) also became restricted subsidiaries and guarantors of the 8.25% Senior Unsecured Notes as of July 9, 2018. Inclusive of SDAIII and the Newbuild Subsidiaries, our restricted subsidiaries accounted for 100% of our Adjusted EBITDA for the years ended December 31, 2019 and 2018 and 100% of our assets as of December 31, 2019 and 2018.

**Operating Results for the Year Ended December 31, 2019 Compared to the Year Ended December 31, 2018**  
(In thousands, except percentages)

	Years ended December 31,		Change	% change
	2019	2018		
<b>Revenues</b>				
Operating revenues.....	\$ 561,295	\$ 599,043	\$ (37,748)	-6%
Other revenue.....	14,858	14,276	582	4%
	576,153	613,319	(37,166)	-6%
<b>Operating costs and expenses</b>				
Operating and maintenance.....	366,715	358,030	8,685	2%
Depreciation.....	82,503	86,796	(4,293)	-5%
Amortization of deferred costs.....	75,305	82,953	(7,648)	-9%
General and administrative.....	50,773	61,030	(10,257)	-17%
Loss on impairment of assets.....	57,986	40,071	17,915	45%
(Gain) / loss on disposal of assets.....	(905)	1,682	(2,587)	-154%
	632,377	630,562	1,815	0%
<b>Operating (loss) .....</b>	<b>(56,224)</b>	<b>(17,243)</b>	<b>(38,981)</b>	<b>-226%</b>
<b>Other (expense) / income, net</b>				
Interest income.....	1,138	1,454	(316)	-22%
Interest expense and financing charges.....	(80,708)	(106,772)	26,064	24%
Other, net.....	(763)	354	(1,117)	-316%
	(80,333)	(104,964)	24,631	23%
<b>Loss before income taxes.....</b>	<b>(136,557)</b>	<b>(122,207)</b>	<b>(14,350)</b>	<b>-12%</b>
Income tax expense.....	12,979	14,036	(1,057)	-8%
<b>Net loss.....</b>	<b>\$ (149,536)</b>	<b>\$ (136,243)</b>	<b>\$ (13,293)</b>	<b>-10%</b>

**Revenues**

Total revenue for 2019 was \$576.2 million compared to \$613.3 million for 2018. Revenue for 2019 consisted of \$561.3 million (97.4%) of operating revenue and \$14.9 million (2.6%) of other revenue. In 2018, these same revenues were \$599.0 million (97.7%) and \$14.3 million (2.3%), respectively.

Total revenue for 2019 decreased by \$37.2 million compared to the same period in 2018 primarily due to \$23.7 million lower average earned dayrates across the fleet, \$13.0 million due to a decrease in the number of operating days in 2019 as compared to 2018 and \$5.7 million lower recharges and amortization of mobilization revenue. This was partly offset by \$5.2 million of higher operating revenue due to the full year of operations in 2019 of the three premium jack-ups acquired in 2017.

**Operating and maintenance expenses**

Total operating and maintenance expenses for 2019 were \$366.7 million, or 63.6% of total revenue, compared to \$358.0 million, or 58.4% of total revenue, in 2018. Operating and maintenance expenses in 2019 consisted of \$329.6 million rig-related expenses and \$37.1 million shore-based expenses. In 2018, these expenses were \$323.6 million and \$34.4 million, respectively.

During 2019, rig-related expenses included \$201.6 million for personnel expenses, \$118.3 million for rig maintenance expenses and \$9.7 million for other rig-related expenses. This compares to \$182.7 million, \$98.6 million and \$42.3 million for those respective categories during 2018. The increase in rig-related expenses of \$6.0 million was primarily due to \$18.5 million of higher costs for the acquired rigs reactivation mainly for the premium jack-up drilling rig acquired in July 2018, \$13.0 million of contract preparation and operating expenses for rigs that were idle in 2018 but preparing for contract and/or operating in 2019 and \$1.7 million higher rig mobilization and temporary importation costs. This was partly offset by \$16.5 million lower expenses for stacked and idle rigs awaiting marketing opportunities, \$6.1 million lower other personnel and operating expenses and \$4.6 million lower maintenance and shipyard expenses.

Shore-based expenses increased by \$2.7 million in 2019 as compared to 2018, as a result of increased activity to support rig operations.

#### ***Depreciation expense***

Depreciation expense in 2019 was \$82.5 million compared to \$86.8 million in 2018. The decrease of \$4.3 million primarily related to \$4.3 million of lower depreciation on drilling rigs and equipment which were impaired in 2018 and \$1.2 million of lower depreciation on certain of the Company's software systems, which became fully depreciated in the prior year. This was partly offset by a \$1.2 million increase in depreciation for two acquired rigs that were placed into operation in December 2019.

#### ***Amortization of deferred costs***

The amortization of deferred costs in 2019 was \$75.3 million compared to \$83.0 million in 2018. The \$7.6 million decrease primarily related to lower amortizations of contract preparation costs on drilling rigs that completed their contracts in late 2018 or 2019, partially offset by increased amortization on drilling rigs which started contracts in 2019 and deferred shipyard expenditures which began amortizing in 2018 and 2019.

#### ***General and administrative expenses***

General and administrative expenses in 2019 were \$50.8 million compared to \$61.0 million in 2018. The \$10.3 million decrease was primarily due to \$11.3 million of lower share-based compensation, due to the accelerated vesting of all unvested shares in June 2018 as a result of the consummation of the IPO, \$3.8 million lower transaction costs and \$2.3 million due to no Sponsors' fees in 2019. This was partly offset by \$1.5 million in share-based compensation expenses due to 2019 awards and \$5.6 million of higher expenses in 2019 to support our business.

#### ***Loss on impairment of assets***

Loss on impairment of assets was \$58.0 million in 2019 compared to \$40.1 million in 2018. The loss in 2019 included impairment on eight of our rigs and the impairment of certain other long-lived assets. The impairment in 2018 related to the impairment of six rigs.

#### ***Gain / (loss) on disposal of assets***

Gain / (loss) on disposal of assets was a gain of \$0.9 million and a loss of (\$1.7) million in 2019 and 2018, respectively. The gain on disposal of assets in 2019 was primarily due to the sale of four stacked rigs during the year.

#### ***Other (expense) / income, net***

Other (expense) / income, net, consisting of interest expense and finance charges, interest income and other, net was an expense of (\$80.3) million in 2019 compared to (\$105.0) million in 2018. During 2019, other expense consisted primarily of interest expense and financing charges of (\$80.7) million, as well as interest income of \$1.1 million and other, net of (\$0.8) million in expense. This compares to (\$106.8) million, \$1.5 million and \$0.4 million in income for those respective categories during 2018.

Interest expense and financing charges in 2019 was \$26.1 million lower compared to 2018 primarily due to \$18.8 million higher amortization of debt issuance costs in 2018 associated with the refinancing of the Company's debt in the first quarter of 2018, \$15.9 million lower early termination fees and interest on the sale & leaseback financing facility due to its early termination in July 2018 and \$1.8 million lower interest and debt issuance costs on the previous debt facility that was extinguished in June 2018. This was partly offset by \$10.3 million higher interest on the 8.25% Senior Unsecured Notes mainly resulting from the \$300 million additional notes issuance in June 2018. The change in other, net of \$1.1 million was mainly due to foreign currency exchange gains during 2018 as compared to losses during 2019.

#### ***Income tax expense***

Income tax expense in 2019 was \$13.0 million compared to \$14.0 million in 2018. While the Company is exempt from all income taxation in the Cayman Islands, a provision for income taxes is recorded based on the tax laws and rates applicable in the jurisdictions in which the Company operates and earns income or is considered resident for income tax purposes. The relationship between the provision for or benefit from income taxes and the income or loss before income taxes can vary significantly from period to period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenues rather than income before taxes, (c) rig movements between taxing jurisdictions and (d) changes in the Company's rig operating structures which may alter the basis on which the Company is taxed in a particular jurisdiction.

Income tax expense in 2019 is lower than in 2018 primarily due to a reduction in liabilities for uncertain tax positions in 2019, as compared to an increase in such liabilities for 2018, and lower revenue in 2019, partially offset by a smaller tax benefit related to prior period adjustments in 2019 as compared to 2018.

## Liquidity and Capital Resources

### *Sources and uses of liquidity*

Historically, we have met our liquidity needs principally from cash balances in banks, cash generated from operations, net cash generated from issuance of long-term debt and equity and availability under the SDHL Revolver. Our primary uses of cash were capital expenditures and deferred cost payments and interest and income tax payments.

We had \$26.1 million and \$91.2 million in cash and cash equivalents as of December 31, 2019 and 2018, respectively. As of December 31, 2019, the Company owed \$35.0 million and as of December 31, 2018 the Company had no outstanding borrowings under the SDHL Revolver. The Company issued bank guarantees and performance bonds totaling \$9.9 million and \$8.6 million as of December 31, 2019 and 2018, respectively, against the SDHL Revolver. There are certain contractual limitations which restrict the Company's ability to draw down the available balance of the SDHL Revolver, including but not limited to prohibiting draw down while an event of default or material adverse event is ongoing and requiring that the Company be in compliance with its financial covenant obligations both before and after the draw down.

In January 2020, the Company completed the acquisition of a premium jack-up rig, which was renamed Shelf Drilling Enterprise, from a subsidiary of Maersk Drilling for a purchase price of \$38.0 million. The rig is currently undergoing a contract preparation and operation readiness project for a 21-month contract in the Gulf of Thailand expected to begin in August 2020. The Company drew down an additional \$35.0 million under the SDHL Revolver in January 2020 to partially fund the acquisition and subsequently drew down a further \$20.0 million in February 2020 to fund general working capital needs following the completion of several projects in 2019. On February 21, 2020, the Company closed a private offering of \$80.0 million aggregate principal amount of 8.750% Senior Secured Notes due 2024 (the "Notes") to replenish its liquidity following the acquisition of the Shelf Drilling Enterprise and to finance the remaining reactivation and upgrade costs associated with the deployment of the rig in advance of the contract commencement. On February 26, 2020, the Company repaid \$35.0 million in borrowings under the SDHL Revolver associated with the new rig purchase using the proceeds from the Notes. As of March 2, 2020, the outstanding borrowing under the SDHL Revolver was \$55.0 million.

We may consider establishing additional financing arrangements with banks or other capital providers. Subject in each case to then existing market conditions and to our then-expected liquidity needs, among other factors, we may use a portion of our internally generated cash flows to reduce debt prior to scheduled maturities through debt repurchases, either in the open market or in privately negotiated transactions or through debt redemptions or tender offers.

At any given time, we may require a significant portion of cash on hand and amounts available under the SDHL Revolver for working capital, capital and deferred expenditures, share repurchases and other needs related to the operation of our business. We believe we will have adequate liquidity to fund our operations over the next twelve months.

### *Going concern assumption as per Oslo Børs reporting requirements*

As of December 31, 2019, we have adequate cash reserves at banking facilities and we are continuously managing our actual cash flows and cash forecasts. In addition to our cash reserves, we also have significant amounts available under the SDHL Revolver. As a result of these factors, management believes that we have adequate liquidity to fund our operations for the next twelve months, and, therefore, our financial statements have been prepared under the going concern assumption.

### *Discussion of Cash flows for the Year ended December 31, 2019 compared to the year ended December 31, 2018*

The following table sets out certain information regarding our cash flows for the years ended December 31, 2019 and 2018:

	<b>Years ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Net cash (used in) / provided by operating activities.....	\$ (12,868)	\$ 37,705
Net cash used in investing activities.....	(83,032)	(95,763)
Net cash provided by financing activities.....	31,364	51,068
Net decrease in cash and cash equivalents.....	\$ (64,536)	\$ (6,990)

### *Net cash (used in) / provided by operating activities*

Net cash used in operating activities totalled \$12.9 million in 2019 compared to net cash provided by operating activities of \$37.7 million in 2018. The decrease of \$50.6 million in cash from operations was primarily due to a decrease in operating income when compared to 2018 and an increase in spending on deferred costs for rigs undergoing operational readiness projects during 2019.

During 2019 and 2018, we made cash payments of \$78.8 million and \$57.1 million in interest and financing charges, respectively, included in other operating assets and liabilities, net. We also made cash payments of \$19.2 million and \$20.2 million in income taxes included in other operating assets and liabilities, net during 2019 and 2018, respectively.

#### *Net cash used in investing activities*

Net cash used in investing activities totalled \$83.0 million in 2019 compared to \$95.8 million in 2018.

Cash used for capital expenditures totalled \$91.4 million in 2019 and \$99.0 million in 2018. The decrease was primarily related to \$54.3 million in readiness projects for the two premium newbuild jack-up rigs acquired in May 2019 compared to \$68.5 million paid for the acquisition of one premium jack-up drilling rig in 2018, partially offset by an increase in other capital expenditures.

The net proceeds from disposal of assets increased to \$8.4 million in 2019 compared to \$3.2 million in 2018, primarily due to the net proceeds received during 2019 for the sale of four stacked rigs.

In relation to the agreements entered into with China Merchants in 2019, the Company issued 26,769,230 new common shares in exchange for the two premium newbuild CJ46 jack-up rigs at an acquisition value of \$121.8 million. This non-cash transaction is not reflected on the consolidated statement of cash flows for the year ended December 31, 2019.

#### *Net cash provided by financing activities*

Net cash provided by financing activities totalled \$31.4 million in 2019 compared to \$51.1 million in 2018.

The decrease of \$19.7 million was primarily due to significant debt and preferred equity financing activities which took place in 2018. Net cash provided by financing activities in 2019 included \$35.0 million in drawdowns from the revolving credit facility in 2019, partially offset by \$2.9 million in repurchases of common shares. Net cash provided by financing activities in 2018 included the issuance of debt of \$928.0 million (resulting from the issuance of a total of \$900.0 million of 8.25% Senior Unsecured Notes and \$25.0 million of drawdowns on the Senior Secured Facility) and proceeds from issuance of common shares of \$226.9 million, net of \$10.7 million in common and preferred share issuance costs, partly offset by the retirement of long-term debt of \$558.2 million (retirement in 2018 of \$502.8 million 9.5% Senior Secured Notes, \$30.4 million 8.625% Senior Secured Notes and \$25.0 Senior Secured Credit Facility), the redemption of preferred shares of \$166.7 million, the payment of debt financing and extinguishment costs of \$37.7 million, the repayments for the sale and leaseback transactions of \$313.9 million and the payment of preferred shares dividends of \$16.3 million.

In relation to the agreements entered into with China Merchants in 2019, the Company issued 26,769,230 new common shares in exchange for the two premium newbuild CJ46 jack-up rigs at an acquisition value of \$121.8 million. This non-cash transaction is not reflected on the consolidated statement of cash flows for 2019.

#### *Capital expenditures and deferred costs*

Capital expenditures and deferred costs include fixed asset purchases, investments associated with the construction of newbuild rigs and certain expenditures associated with regulatory inspections, major equipment overhauls, contract preparation (including rig upgrades), mobilization and stacked rig reactivations. Capital expenditures and deferred costs can vary from quarter-to-quarter and year-to-year depending upon the requirements of existing and new customers, the number and scope of out-of-service projects, the timing of regulatory surveys and inspections and the number of rig reactivations. Capital additions are included in property and equipment and are depreciated over the estimated remaining useful life of the assets. Deferred costs are included in other current assets and other assets on the consolidated balance sheet and are amortized over the relevant periods covering: (i) the underlying firm contract period to which the expenditures relate or (ii) the period until the next planned similar expenditure is to be made.

The table below sets out our capital expenditures and deferred costs for the years ended December 31, 2019 and 2018 in thousands):

	<b>Years ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Regulatory and capital maintenance <sup>(1)</sup> .....	\$ 56,139	\$ 44,619
Contract preparation <sup>(2)</sup> .....	30,161	23,980
Fleet spares and other <sup>(3)</sup> .....	10,591	11,998
	<b>\$ 96,891</b>	<b>\$ 80,597</b>
Rig acquisitions <sup>(4)</sup> .....	203,257	87,672
Total capital expenditures and deferred costs .....	<b>\$ 300,148</b>	<b>\$ 168,269</b>

(1) Includes major overhauls, regulatory costs, general upgrades and sustaining capital expenditures on rigs in operation.

- (2) Includes specific upgrade, mobilization and preparation costs associated with a customer contract.
- (3) Includes (i) acquisition and certification costs for the rig fleet spares pool which is allocated to specific rig expenditures 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 expenditures.
- (4) Includes capital expenditures and deferred costs associated with the acquisition and subsequent operation readiness costs of newbuild premium jack-up drilling rigs acquired in 2019 and with the acquisition and subsequent reactivation of premium jack-up rigs acquired in 2018 and 2017.

Capital expenditures and deferred costs were \$300.1 million and \$168.3 million in 2019 and 2018, respectively. The increase of \$131.9 million was primarily due to the increase in rig acquisition of \$115.6 million, of which \$53.3 million related to the increase in acquisition costs (\$121.8 million acquisition of two newbuild premium CJ46 drilling jack-up rigs which were paid through issuance of common shares in 2019 compared to \$68.5 million for one rig acquired in 2018) and \$62.3 million related to the reactivation and operations readiness projects (\$81.5 million on the recently acquired rigs, compared to \$19.2 million in 2018 for the rigs acquired in 2017). In addition, there were increases of \$11.5 million in expenditures for regulatory and capital maintenance and \$6.2 million in contract preparation expenditures mainly due to a higher level of spending associated with out of service projects and rig contract preparation and activation costs.

The following table reconciles the cash payments related to additions to property and equipment and changes in deferred costs, net to the total capital expenditures and deferred costs for the years ended December 31, 2019, 2018 and 2017 (in thousands):

	Years ended December 31,	
	2019	2018
Cash payments for additions to property and equipment.....	\$ 91,391	\$ 98,969
Net change in accrued but unpaid additions to property and equipment.....	6,740	(3,142)
	<u>\$ 98,131</u>	<u>\$ 95,827</u>
Add: Asset addition related to share issuance.....	121,772	-
Total capital expenditures.....	<u>\$ 219,903</u>	<u>\$ 95,827</u>
Changes in deferred costs, net.....	\$ 4,940	\$ (10,511)
Amortization of deferred costs.....	75,305	82,953
Total deferred costs.....	<u>\$ 80,245</u>	<u>\$ 72,442</u>
Total capital expenditures and deferred costs.....	<u>\$ 300,148</u>	<u>\$ 168,269</u>

## Indebtedness

As of December 31, 2019, we had a total indebtedness of \$924.5 million which related to the 8.25% Senior Unsecured Notes and the SDHL Revolver.

Our SDHL revolver imposes significant operating and/or financial restrictions on us. As of December 31, 2019, there were cash drawdowns for a total of \$35.0 million and \$9.9 million of surety bonds were outstanding on the SDHL Revolver. See “Note 11 – Debt” to our Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data”.

## Contractual Obligations

In the normal course of business, we enter into various contractual obligations that impact or could impact our liquidity. The table below contains our estimated contractual obligations stated at face value as of December 31, 2019 (in thousands):

	Years ending December 31,						Total
	2020	2021	2022	2023	2024	Thereafter	
Debt repayment .....	\$ -	\$ -	\$ -	\$ 35,000	\$ -	\$ 900,000	\$ 935,000
Interest on debt (1) .....	79,384	79,378	79,378	75,952	74,250	9,281	397,623
Operating lease obligations (2).....	16,678	18,389	20,761	5,031	1,816	-	62,675
Total .....	<u>\$ 96,062</u>	<u>\$ 97,767</u>	<u>\$ 100,139</u>	<u>\$ 115,983</u>	<u>\$ 76,066</u>	<u>\$ 909,281</u>	<u>\$ 1,395,298</u>

(1) Assumes no change in the current variable interest applied on the SDHL Revolver. Includes commitment fees and interest on the SDHL Revolver assuming no change in the undrawn balance from December 31, 2019.

(2) Includes additional payments under operating leases that have not yet commenced of \$32.9 million. See “Note 8 – Leases” in the Consolidated Financial Statements included in “Item 1. Financial Statements” of “Part I. Financial Information.”

As of December 31, 2019, the Company has liabilities related to postemployment benefits of \$15.6 million and liabilities for uncertain tax positions of \$8.5 million that are not included in the table above as the Company cannot make a reasonable estimation of the timing of the payment of such amounts.

#### *Other Commercial Commitments*

We have other commercial commitments which contractually obligate us to settle with cash under certain circumstances. Surety bonds and parent company guarantees entered into between certain customers and governmental bodies guarantee our performance regarding certain drilling contracts, customs import duties and other obligations in various jurisdictions.

We have surety bond facilities in either U.S. dollars or local currencies of approximately \$91.3 million provided by several banks to guarantee various contractual, performance, and customs obligations in India, Egypt, UAE and Nigeria. The outstanding surety bonds were \$59.4 million and \$52.9 million as of December 31, 2019 and 2018, respectively.

In addition, we had outstanding bank guarantees and performance bonds amounting to \$9.9 million and \$8.6 million as of December 31, 2019 and 2018, respectively, against the SDHL Revolver.

Therefore, the total outstanding bank guarantees and surety bonds issued by us were \$69.3 million and \$61.5 million as of December 31, 2019 and 2018, respectively.

As of December 31, 2019, these obligations stated in U.S. dollar equivalent and their expiration dates were as follows (in thousands):

	Years ending December 31,					
	2020	2021	2022	2023	Thereafter	Total
Surety bonds and other guarantees .....	\$ 28,070	\$ 16,077	\$ 15,121	\$ 10,085	\$ -	\$ 69,353

#### **Off Balance Sheet Arrangements**

##### *Contingent liabilities*

The contingent liabilities that we are exposed to primarily relate to legal proceedings and uncertain tax positions. See “Note 10 — Income Taxes” and “Note 13 — Commitments and Contingencies” to our Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data”. As of December 31, 2019, we are not exposed to any additional contingent liabilities that we believe will result in a material adverse effect on our consolidated financial position, results of operations or cash flows.

##### *Derivative Instruments*

The Board has approved policies and procedures for derivative instruments that require the approval of our Chief Financial Officer prior to entering into any derivative instruments. From time to time, we may choose to enter into a variety of derivative instruments in connection with the management of our exposure to fluctuations in interest rates and currency exchange rates. We do not enter into derivative transactions for speculative purposes; however, we may enter into certain transactions that do not meet the criteria for hedge accounting.

##### *Off-balance Sheet Financing*

We had no off-balance sheet arrangements during the years ended December 31, 2019 and 2018, respectively.

#### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Certain accounting policies involve judgments and uncertainties to such an extent that there is a reasonable likelihood that materially different amounts could have been reported under different conditions, or if different assumptions had been used. We evaluate our estimates and assumptions on a regular basis. We base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and assumptions used in preparation of our consolidated financial statements.

We identify our critical accounting policies as those that are significant to our results of operations, financial condition and cash flows and that require management’s most difficult, subjective or complex estimates and judgements in matters that are inherently uncertain. We believe that our more critical accounting policies include revenue recognition, operating expenses and deferred costs, property and equipment, leases and impairment of long-lived assets.

Our significant accounting policies are included in “Note 2 – Significant Accounting Policies” to our Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data”.

## **Revenue Recognition**

The Company recognizes revenue when control of a good or service promised in a contract is transferred to a customer. Control is obtained when a customer has the ability to direct the use of and obtain substantially all of the remaining benefits from that good or service. The timing of revenue recognition may differ from the timing of invoicing to customers and these timing differences result in receivables, contract assets, or contract liabilities, as appropriate on the Company’s consolidated balance sheets.

The Company’s drilling services provided under each drilling rig contract is a single performance obligation satisfied over time and is comprised of a series of distinct time increments or service periods in which we provide drilling services. Variable consideration is only recognized as revenue to the extent that it is probable that a significant reversal will not occur during the contract term. When determining if variable consideration should be recognized, management considers whether there are factors outside of the Company’s control that could result in a significant reversal of revenue as well as the likelihood and magnitude of a potential reversal of revenue. A description of our principal revenue generating activities are as follows:

### *Operating Revenues*

A significant portion of the Company’s revenue is generated from rigs operated by the Company through dayrates charged to its customers for the provision of drilling services. The Company’s contracts with customers contain multiple dayrates and the actual dayrate earned during a period could vary based on the actual operations. The dayrate invoices billed to the customer are typically determined based on the varying rates applicable to the specific activities performed on an hourly basis.

The Company may earn lump-sum fees relating to mobilization, contract preparation, capital upgrades and demobilization in certain drilling contracts. The contract preparation and capital upgrade revenues are typically received at the commencement of the contract. Mobilization fees are generally billable to the customer in the initial phase of a contract and generate contract liabilities (deferred revenue) until they are recognized as revenue. These activities are not considered to be distinct within the context of the contract, therefore, the associated revenue is recorded as a contract liability and amortized on a straight-line basis over the firm contract term.

In addition, fees received for demobilization of the rig are accrued as operating revenue over the contract duration if they are unconditional and if there is no significant risk of potential material cumulative revenue reversal in the future. In most contracts, there is uncertainty as to the amount of expected demobilization revenue due to contractual provisions that stipulate certain conditions must be present at contract completion for such revenue to be received. Therefore, the demobilization fees are recorded when it becomes probable that there will not be a material cumulative revenue reversal. Variable consideration generally relates to distinct service periods during the contract term and is recognized in the period when services are performed. We have applied the disclosure practical expedient in Accounting Standards Codification (“ASC”) 606-10-50-14(b) and have not disclosed variable consideration related to remaining unsatisfied performance obligations.

Many drilling contracts have termination and/or extension options which can be exercised at the option of the customer. In most cases, if the contract is terminated by the customer, the Company can charge an early termination fee to the customer. In such cases, any remaining deferred revenue and costs are recorded in the consolidated statements of operations upon such termination, when it becomes probable that there will not be a material cumulative revenue reversal. The extension options are at agreed prices and terms and are typically accounted for as contract modifications as if it were a separate contract.

### *Other Revenues*

Other revenues consist of revenue from lease rentals and amounts billed for goods and services such as personnel, catering, additional equipment, consumables or accommodations which are generally invoiced to customers at a margin. The Company may use third parties for the provision of such goods and services. The Company generally acts as a principal in the provision of catering, accommodation services and additional personnel, and as an agent in the provision of additional equipment and consumables. The consideration with respect to the provision of goods or services is recognized when the control of goods or services is obtained by a customer. Certain judgements are involved in identifying the performance obligations in customer contracts and determining whether the Company is a principal or an agent in the provision of certain equipment and consumables to the customers.

## **Operating Expenses and Deferred Costs**

Operating costs are recognized when incurred. Deferred costs comprise certain expenditures associated with contract preparation, mobilization, regulatory inspections and major equipment overhauls. Deferred costs are included in other current assets and other assets on the consolidated balance sheets.

Costs incurred for upfront rig mobilizations and certain contract preparation expenditures incurred specifically for a rig entering a drilling services contract are attributable to the Company’s future performance obligation under such drilling contract. Such contract costs are deferred and amortized on a straight-line basis over the firm contract term. See “Note 4 – Revenues, Contract

Liabilities and Deferred Contract Costs”. Mobilization and demobilization costs of relocating drilling units without contracts are expensed as incurred.

Regulatory inspections are incurred in connection with obtaining regulatory certifications to operate the rigs, including Special Periodic Surveys (“SPS”) and Underwater Inspections in Lieu of Drydocking (“UWILDs”), and are deferred and amortized over the time period until the next survey or inspection – generally for periods between 30 to 60 months. Periodic major overhauls of equipment are deferred and amortized on a straight-line basis over a period of five years.

### Property and Equipment, Net

Property and equipment is initially stated at cost. Expenditures for additions, improvements, substantial enhancements and other costs necessary to place an asset into service are capitalized. Routine expenditures for minor replacements and repairs and maintenance that do not increase the asset life are expensed as incurred. Construction in progress includes interest capitalized during the period of asset construction such as for multi-year rig construction projects. When the asset is placed into service, it is transferred from construction in progress to the appropriate category under property and equipment.

Property and equipment is subject to periodic impairment testing as discussed in “Impairment of Long-Lived Assets” below.

Depreciation commences when an asset is ready for its intended use. Depreciation is computed using the straight-line method, after allowing for salvage value where applicable, over the estimated useful lives of the assets. Land is not depreciated. Leasehold improvements are recorded as component of property and equipment and are depreciated over the shorter of the remaining lease term or the estimated useful lives of the improvements. If an impairment loss is recognized, the adjusted carrying amount shall be depreciated over the remaining useful life of that asset.

The estimated useful lives of property and equipment are as follows:

	<u>Years</u>
Drilling rigs.....	30
Drilling equipment and spares.....	9 - 13
Building.....	30
Other.....	3 - 5

The Company periodically reviews and adjusts, as appropriate, the remaining useful lives and salvage values of rigs when certain events occur that directly impact the useful lives and salvage values of the rigs. This includes changes in operating condition, functional capability and market and economic factors. The remaining estimated average useful life of existing drilling rigs in the Company’s fleet, (excluding stacked rigs), as of December 31, 2019 is 10 years.

When assets are sold, retired or otherwise disposed of, the cost and related accumulated depreciation are written off, net of any proceeds received, and any gain or loss is reflected in the consolidated statements of operations.

### Assets Held for Sale

Property and equipment is reclassified as asset held for sale when (a) there is a committed plan to sell the asset, (b) the asset is available for immediate sale, (c) actions are initiated to complete the sale, including an active program to locate a buyer, (d) the sale is expected to be completed within one year, (e) the asset is being actively marketed at a price that is reasonable relative to its fair value and (f) the plan to sell is unlikely to be subject to significant changes or termination. Assets held for sale are subject to periodic impairment testing as discussed in “Impairment of Long-Lived Assets” below.

### Leases

A lease contract is a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease classification as short-term lease, operating lease or finance lease is made at the lease inception.

The Company determines the lease term as the non-cancellable period of a lease, including renewal or termination options that the Company is reasonably certain to exercise. The Company considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option. The Company will reassess the lease term upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the Company.

#### *The Company as a Lessee*

At the commencement date, the Company recognizes a right-of-use asset and a lease liability for all operating and finance leases. The right-of-use asset is initially recognized at cost comprising the amount of the initial measurement of the lease liability;

any lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs incurred by the Company. Costs to get a leased asset to the condition and location necessary for their intended use are capitalized as leasehold improvements. Finance lease and operating lease right-of-use assets are recorded separately in the consolidated balance sheets. The Company made an accounting policy election to not recognize a right-of-use asset and lease liability for short-term leases. See “Note 8 – Leases”.

Lease liability is initially recognized at the present value of the future lease payments using the interest rate implicit in the lease, if that rate can be determined, or the Company’s incremental borrowing rate. Finance lease and operating lease liabilities are separately recorded in the consolidated balance sheets.

Subsequent to initial recognition, the right-of-use asset is carried at cost adjusted for amortization. Right-of-use assets are subject to periodic impairment testing as discussed in “Impairment of Long-Lived Assets” below. The lease liability is subsequently measured by increasing the lease liability for interest and reducing it by the lease payments made. The lease liability is remeasured for the impact of foreign currency changes, certain lease modifications or revised in-substance fixed lease payments.

For a contract that contains an operating lease component and non-lease component, the lease is accounted for as one single lease component in accordance with the Company’s policy. Therefore, all non-lease components in the lease contracts are included in the measurement of the right-of-use asset and operating lease liability. Some agreements contain a lease component and a service component. The Company accounts for these agreements based upon the predominant component.

Operating lease expenses are recognized on a straight-line basis over the lease term and included under operating and maintenance expenses and general and administrative expenses in the consolidated statements of operations. For finance leases, the interest expense on the lease liability and amortization of the right-of-use asset are recorded separately as interest expense and operating and maintenance expenses, respectively, in the consolidated statements of operations.

#### *The Company as a Lessor*

The Company’s drilling contracts contain lease components related to the underlying drilling rigs, in addition to service components of labor and expertise to operate such drilling equipment. The service component of operating a drilling rig is predominant in the Company’s drilling contracts. The Company has elected to present the lease and associated non-lease operations as a single component. Therefore, the Company is accounting for drilling rig revenue as a single performance obligation.

### **Impairment of Long-Lived Assets**

The Company evaluates property and equipment, right-of-use assets and other long-lived assets whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. An impairment loss on an asset should be recorded when the estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. Any actual impairment loss recognized represents the excess of the asset’s carrying value over the estimated fair value.

The Company estimates the fair values of property and equipment, right-of-use assets and other long-lived assets by applying a combination of income and market approaches, using projected cash flows and estimates of the exchange price that would be received for the assets in the principal or most advantageous market for the assets in an orderly transaction between market participants as of the measurement date. The fair value of the Company’s asset groups using the income approach is based on estimated cash flows expected to be realized from the use of the assets. Asset impairment evaluations are, by nature, highly subjective. The critical estimates are significant unobservable inputs, which are based on numerous estimates and assumptions about future operations and market conditions including but not limited to those such as projected rig utilization, dayrates, operating, overhead and major project costs, remaining useful life, salvage value and discount rate as well as cost inflation assumptions. As such, these are considered non-recurring level 3 fair value measurements.

### **New Accounting Pronouncements**

See “Note 3 – Recently Issued and Adopted Accounting Pronouncements” to the Consolidated Financial Statements included in “Item 8. Financial Statements and Supplementary Data” for a discussion on recently adopted and issued accounting pronouncements.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risks**

We are exposed to various market risks, including liquidity risk, interest rate risk, foreign currency risk and credit risk.

#### **Liquidity risk**

We manage our liquidity risk by maintaining adequate cash reserves and debt facilities, and by continuously monitoring our actual and forecast cash flows and by matching the maturity profiles of financial assets and liabilities when possible.

## **Interest Rate Risk**

We are exposed to interest rate risk related to the fixed rate debt under the 8.25% Senior Unsecured Notes and variable rate debt under our revolving credit facility. In addition, the expected phase out of the LIBOR rate after 2021 exposes the Company to uncertainty as to the benchmark rate to be used in the future. Fixed rate debt, where the interest rate is fixed over the life of the instrument and the instrument's maturity is greater than one year, exposes us to changes in market interest rates if and when maturing debt is refinanced with new debt. Variable rate debt, where the interest rate may be adjusted frequently over the life of the debt, exposes us to short-term changes in market interest rates.

We maintain documented policy and procedures to monitor and control the use of derivative instruments. We are not engaged in derivative transactions for speculative or trading purposes.

## **Foreign Currency Risk**

Our international operations expose us to currency exchange rate risk. This risk is primarily associated with compensation costs of employees and purchasing costs from non-U.S. suppliers, which are denominated in currencies other than the U.S. dollar. We do not have any material non-U.S. dollar debt and thus are not exposed to currency risk related to debt.

Our primary currency exchange rate risk management strategy involves structuring certain customer contracts to provide for payment from the customer in both U.S. dollars and local currency. The payment portion denominated in local currency is based on anticipated local currency requirements over the contract term. Due to various factors, including customer acceptance, local banking laws, other statutory requirements, local currency convertibility and the impact of inflation on local costs, actual local currency needs may vary from those anticipated in the customer contracts, resulting in partial exposure to currency exchange rate risk. The currency exchange effect resulting from our international operations has not historically had a material impact on our operating results.

Further, we utilize foreign currency forward exchange contracts ("forex contracts") to manage a portion of foreign exchange risk, for which we maintain documented policies and procedures to monitor and control the use of the derivative instruments. We are not engaged in derivative transactions for speculative or trading purposes. Our forex contracts generally require us to net settle the spread between the contracted foreign currency exchange rate and the spot rate on the contract fixing date.

## **Credit Risk**

Our financial instruments that potentially subject us to concentrations of credit risk are cash and cash equivalents and accounts receivables. We generally maintain cash and cash equivalents at commercial banks with high credit ratings.

Our trade receivables are with a variety of government owned or controlled energy companies, publicly listed integrated oil companies or independent exploration and production companies. We perform ongoing credit evaluations of our customers, and generally do not require material collateral. We may from time-to-time require our customers to make an advance payment or issue a bank guarantee/letter of credit in our favor to cover the risk of non-payment under our drilling contracts.

An allowance for doubtful accounts is established when receivables are outstanding for more than one year or on a case-by-case basis, considering changes in the financial position of a customer, when it is believed that the required payment of specific amounts owed is unlikely to occur. Our allowance for doubtful accounts was \$1.8 million and \$2.7 million as of December 31, 2019 and 2018, respectively.

## **Item 8. Financial Statements and Supplementary Data**

The Consolidated Financial Statements as of December 31, 2019 can be found in the Exhibits section pages F-1 to F-45.

## **Item 9. Changes and Disagreements with Accountants on Accounting and Financial Disclosure**

None

## **Item 9A. Controls and Procedures**

We are not required to report this Item.

## **Item 9B. Other Information**

None

## PART III

### Item 10. Directors, Executive Officers, and Corporate Governance

The following table sets forth information concerning our executive officers and directors, including their ages, as of December 31, 2019:

Name	Age as of December 31, 2019	Position
Ernie Danner	65	Chairman of the Board
David Mullen	61	Director and Chief Executive Officer
Graham Brooke <sup>(1)</sup>	49	Director
John Castle	79	Director
J. William Franklin, Jr.	48	Director
David Pittaway	68	Director
John Reynolds	49	Director
Benjamin Sebel	49	Director
Tyson Smith <sup>(2)</sup>	32	Director
Usama Trabulsi	74	Director
Hongyuan Wang	44	Director
David Williams	66	Director
Menggui Zhang	61	Director
William Hoffman	59	Executive Vice President and Chief Operating Officer
Greg O' Brien	33	Executive Vice President and Chief Financial Officer
Ian Clark	60	Executive Vice President
Dzul Bakar	53	Vice President, General Counsel and Secretary

(1) Withdrawn as a shareholder appointed director on February 10, 2020.

(2) Resigned as a director on February 10, 2020.

#### Directors

##### *Ernie Danner, Chairman of the Board*

Mr. Danner joined our board of directors in October 2013 and has served as Chairman of the board since November 2018. Since January 2018 Mr. Danner has served as an Operating Partner of SCF Partners, a private equity firm focused on oil service investments, which he joined in October 2012. Currently Mr. Danner serves as Chairman of the board of directors of Nine Energy Service, Inc., a NYSE listed company providing completion services to oil and gas producers in North America and Chairman of the board of directors of BCKK Engineering, Inc, a private company that designs, fabricates and installs natural gas processing plants in North America. Mr. Danner also serves as Chairman of the board of directors of Pipeline Plastics LLC, a manufacturer of HDPE pipe used mostly in the oil and gas space. Mr. Danner served as President and Chief Executive Officer of Exterran Holdings Inc. from July 2009 to October 2011 and as a member of its board of directors from 1998 to October 2011. He also served as President, Chief Executive Officer and a director of Exterran GP LLC the general partner of Exterran Partners L.P. Exterran was a global leader in natural gas compression products and services and a provider of equipment and solutions for processing, production, air emissions and water treatment to the energy sector with over 10,000 employees with operations in 30 countries. Mr. Danner has a Masters of Accounting and Bachelor of the Arts degree from Rice University.

##### *David Mullen, Director and Chief Executive Officer*

Mr. Mullen has over 30 years' experience in the oil services business and has been our Chief Executive Officer since October 2012. Since April 2018, Mr. Mullen has served as an Independent Director of Subsea 7 S.A. From September 2010 to April 2011, Mr. Mullen was CEO of Wellstream Holdings PLC, a UK listed company that designed and manufactured subsea pipeline products and included as part of the product offering, subsea services and installation. From April 2008 to August 2010, Mr. Mullen served as Chief Executive Officer of Ocean Rig ASA, a Norwegian listed ultra-deep water drilling contractor. Prior to Ocean Rig ASA, Mr. Mullen also spent four years as a senior leader of Transocean Ltd. As Senior Vice President of Global Marketing, Business Development and M&A at Transocean Ltd., Mr. Mullen spearheaded marketing and strategic planning. Mr. Mullen had a 23-year career at Schlumberger, including as President of Oilfield Services for North and South America. Mr. Mullen received a B.A. in Geology & Physics from Trinity College Dublin and an M.Sc. degree in Geophysics from University College Galway.

*Graham Brooke, Director*

Mr. Brooke joined our board of directors in April 2017 and is a Managing Director of CPE Capital (CPEC) (formerly CHAMP Private Equity), which he joined in 2015. He is responsible for all aspects of the investment process from deal origination and the assessment of potential investee companies, to deal execution, implementation, monitoring and exit management at CPEC. With more than 19 years' experience in private equity, Mr. Brooke has worked on numerous transactions across multiple markets. Prior to joining CPEC, he worked in the London and Sydney offices of global private equity firm, CVC Capital Partners. Earlier in his career, Mr. Brooke qualified as a Chartered Accountant in the corporate finance and advisory practice of Arthur Andersen in the UK. Mr. Brooke holds a degree in Classics from Oxford University (MA Hons Oxon). CPE Capital withdrew Mr. Brooke as its shareholder appointed director on February 10, 2020

*John K. Castle, Director*

Mr. Castle joined our board of directors in November 2012. Since 1987, Mr. Castle has served as Chairman and Chief Executive Officer of Castle Harlan, Inc. Currently, he is a member of the CPE Capital III Investment Committee (formerly known as CHAMP III). Mr. Castle served as chairman of Castle Connolly Medical Ltd. from 1991 until its sale in December 2018, and has served as Chairman and Chief Executive Officer of Branford Castle, Inc., a holding company, since 1986. Prior to forming Castle Harlan, Inc., Mr. Castle was President and Chief Executive of investment banking firm Donaldson, Lufkin & Jenrette, Inc. Mr. Castle is a board member of various private equity companies, and he has previously been a director of numerous private and public companies. He also served as a Director of the Equitable Life Assurance Society of the U.S. Mr. Castle is a Life Member of the Corporation of the Massachusetts Institute of Technology. Previously, he had served for 22 years as a Trustee of New York Medical College, including 11 of those years as Chairman of the board. Mr. Castle is a Trustee and Chairman of the Executive Committee of the St. Patrick's Cathedral in New York City and is a member of the Finance Council and various other entities associated with the Archdiocese of New York. From 2000 until March 2018, Mr. Castle was a Director of Castle Harlan Australian Mezzanine Partners Pty Ltd and a Director of CHAMP Group Holdings Pty Ltd, both part of the CHAMP Private Equity Group (now named CPE Capital). He has served on various visiting committees at Harvard University, including the Harvard Business School. Mr. Castle received his Bachelor's degree from the Massachusetts Institute of Technology, his M.B.A. as a Baker Scholar with High Distinction from Harvard University, and has four Honorary Doctorate Degrees of Humane Letters.

*J. William Franklin, Jr., Director*

Mr. Franklin joined our board of directors in September 2012. He joined Lime Rock Partners in 2003 and was named a Managing Director in 2008. Currently based in Houston, Mr. Franklin has worked in the firm's Houston, Calgary, and Westport, Connecticut locations and has played a leadership role in the firm's investment efforts in the oilfield service and exploration and production sectors in North America and internationally. Before joining Lime Rock Partners, he had experience in private equity, energy company operations, and energy finance at Riverstone Holdings from 2000 to 2003, Simmons & Company International from 1996 to 1998, and Parker & Parsley Petroleum Company from 1995 to 1996. Mr. Franklin currently serves on the board of directors of AccessESP, Arsenal Resources, KSW Environmental and OilSERV. He previously served on a number of the boards of private equity backed oil and gas related companies. He is a graduate of the University of Texas at Austin (B.A., B.B.A.) and Harvard Business School (M.B.A.).

*David B. Pittaway, Director*

Mr. Pittaway joined our board of directors in July 2015. Mr. Pittaway is Vice Chairman and Senior Managing Director of Castle Harlan and has been with the firm since its founding in 1987. Prior to joining Castle Harlan, Mr. Pittaway was Vice President for Strategic Planning and Assistant to the President of Donaldson, Lufkin & Jenrette, Inc. Before joining DLJ, he was a management consultant in strategic planning with Bain & Company in Boston, Mass., and previously was an attorney with Morgan, Lewis & Bockius, specializing in labor relations. He is a board member of Colyar Technology Solutions, Inc. and Caribbean Restaurants, LLC and has also served on the boards of multiple other Castle Harlan portfolio companies, including American Achievement Corporation, Statia Terminals Group N.V., Morton's Restaurant Group and United Malt Holdings Inc. He also serves as Vice Chairman of Branford Castle, Inc. and Branford Chain, Inc. He is also currently a board member of The Cheesecake Factory Inc. Mr. Pittaway's community interests include being a director of the Dystrophic Epidermolysis Bullosa Research of America. In addition, he served for twenty years in the United States Army Reserve and, upon retiring as a Major, he co-founded and acts as a director of the Armed Forces Reserve Family Assistance Fund, which provides needed support for families of American service members whose breadwinners are serving their country in overseas conflicts. He is a graduate of the University of Kansas (B.A. with Highest Distinction), and has both an M.B.A. with High Distinction (Baker Scholar) and a Juris Doctor degree from Harvard University.

*John Reynolds, Director*

Mr. Reynolds joined our board of directors in September 2012 and is co-founder and a Managing Director of Lime Rock Partners. He joined Goldman Sachs in 1992 and spent six years in the Investment Research Department where he had senior analyst responsibility for global oil service sector research and was one of the top-rated analysts in the sector. He co-founded Lime Rock Partners in 1998. Based in Westport, Connecticut, Mr. Reynolds leads the Lime Rock Partners team's efforts in the global oilfield service sector. He currently serves on the board of directors of Blackjewel. He previously served on the board of directors of Archer,

Eastern Drilling, EnerMech, Hercules Offshore, IPEC, Noble Rochford Drilling, Patriot Drilling, Revelation Energy, Roxar, Sensa, Tercel Oilfield Products, Tesco Corporation, Torch Offshore, and VEDCO Holdings. Mr. Reynolds is a graduate of Bucknell University (B.A.) and serves as a member of its Board of Trustees.

*Benjamin Sebel, Director*

Mr. Sebel joined our board of directors in November 2012. He is a Senior Advisor to Branford Castle Partners and was most recently a Managing Director at CHAMP Private Equity, having been with the firm from 2005 until 2014. Immediately prior, Mr. Sebel was a Managing Director at Castle Harlan for seven years, and is experienced in all aspects of private equity investment including deal origination, realizations and fundraising in both the United States and Australia. Immediately prior to joining Castle Harlan, Mr. Sebel worked at Goldman Sachs & Co. in its Capital Markets Group. Previously, Mr. Sebel spent two years as Special Advisor to the Hon. Nick Greiner AC, a former premier of New South Wales, and commenced his career in the Management Consulting Services Group of PricewaterhouseCoopers (Australia), where he also qualified as a Chartered Accountant. Mr. Sebel is currently Chairman of Rocking Horse Finance Group, Chairman of Gerard Lighting Group, Co-Fund Manager of Investec Emerging Companies Fund and a Director of IEF Funds Management Pty Ltd. Mr. Sebel was formerly on the board of Riverina Fresh Pty. Ltd., ATF Services, Centric Wealth Limited, Healthcare Australia Holdings Pty Limited, Study Group Pty Limited, United Malt Holdings, Ion Track, Inc., Associated Packaging Technologies, Inc., Equipment Support Services, Inc. and AdobeAir, Inc. Mr. Sebel holds a Bachelor of Commerce (First Class Honours) from the University of New South Wales, an M.B.A. from the Harvard Business School, and is a graduate of the Australian Institute of Company Directors.

*Tyson Smith, Director*

Mr. Smith joined our board of directors in April 2017 and is an Associate Director of CPE Capital (CPEC) (formerly CHAMP Private Equity), which he joined in 2014. He is responsible for the assessment of potential investment opportunities, transaction execution and the ongoing monitoring and management of investee companies. Mr. Smith currently serves as a Director of Cell Care and Marand Precision Engineering. He is also a member of the Capital Solutions team at CPEC, which is responsible for the execution of acquisition financing and managing portfolio company capital requirements. Prior to joining CPEC, Mr. Smith worked in the investment banking division of Morgan Stanley, where he was involved in a number of M&A and capital markets transactions in the financial sponsors, general industrials and infrastructure sectors. He holds a Bachelor of Commerce (Finance) and Bachelor of Laws (with Honours), both from the University of Sydney. Mr. Smith resigned as a director on February 10, 2020.

*Usama Trabulsi, Director*

Mr. Trabulsi joined our board of directors in August 2017 and is a Managing Member of Integrated Renewable Energy Systems Ltd., a Saudi Arabia registered privately held limited liability company. Previously, he was the Chief Financial Controller (Deputy Minister Portfolio) of the Ministry of Petroleum and Mineral Resources, Riyadh, Saudi Arabia for over 14 years and the representative of the Minister of Petroleum and Mineral Resources to the Executive Committee, Auditing Committee and Compensation Committee of Saudi Aramco for over 13 years. Mr. Trabulsi has served on the board of directors of Arabian Oil Company from 1996 to 2003 and Arabian Oil Holdings, Inc. Japan from 2003 to 2007, in each case as the representative of the Saudi Government. In addition, Mr. Trabulsi served as the Chairman of the board of directors of "PEMREF" Petromin-Mobil Oil Refinery Company Ltd., a joint venture company between Petromin (the State-owned National Oil Company) and Mobil Oil Company from 1990 to 1993. Meanwhile, Mr. Trabulsi served as Executive Vice President for Operation and Marketing of SUMED Oil Pipelines Co., a joint venture company between Egypt, Saudi Arabia, Kuwait, UAE and Qatar. He received his B.A. in Economics and Political Science from the King Saud University in 1965 and received his M.B.A. from Michigan State University in 1970.

*Hongyuan Wang, Director*

Mr. Wang joined our board of directors in June 2019 and is currently a deputy general manager of China Merchants ("CM") Industry Holdings. Mr. Wang worked in business development for the CM Group from 2003 to 2005, then in CM Holdings (International) Company Limited from 2005 to 2013, served as the assistant general manager of CM Food Supply Chain Management Co., Ltd. in 2014, and assistant to the director of the capital management department of CM Group from 2015 to 2016. Mr. Wang has extensive experience in strategic planning, mergers and acquisitions, capital operations and investments in offshore marine and shipping, port and bonded logistics, cold chain, and food supply chain management. Mr. Wang obtained a bachelor's degree in oceanic navigation and a master's degree in transportation & logistics management from Dalian Maritime University in the People's Republic of China in 1997 and 2004, respectively.

*David Williams, Director*

Mr. Williams joined our board of directors in August 2017 and has served as Chairman of the Audit Committee since November 2018. He has served as the Chairman of PTL UK Topco Ltd since May 2019, Shepherd Group Ltd of York since 2014 and Tharsus Ltd of Newcastle upon Tyne since 2012. Previously, Mr. Williams was the Chairman of Ramco Ltd from March 2013 until January 2019, the Chairman of Frog Capital (previously known as Foursome Investments) for 13 years and the Interim Chief Executive Officer of Logstor Holdings A/S of Logstor, Denmark for two years. Prior to this, Mr. Williams was the Chairman, then

Chief Executive, of Serimax Holdings SAS of Paris from June 2004 to June 2006 and June 2006 to October 2011, respectively. He also held several positions at 3i plc from 1985 to 2003, including regional managing director. Mr. Williams received a BSc (Hons) in Naval Architecture and Shipbuilding from the University of Newcastle upon Tyne in 1975, has a Certified Diploma in Accountancy and Finance and received an MSc from London Business School in 1985.

*Menggui Zhang, Director*

Mr. Zhang joined our board of directors in June 2019 and is a co-founder and an executive Director of CMIC Ocean En-Tech Holding Co., Ltd. Mr. Zhang obtained his bachelor's degree in drilling engineering from the China University of Petroleum in 1982 and acquired his master's degree in petroleum engineering from the University of Alaska-Fairbanks in the USA in 1989. He then received an executive master's in business administration from China Europe International Business School in 2012. Mr. Zhang has 35 years of experience in the oil and gas industry. Prior to founding CMIC Ocean En-Tech, he worked for a subsidiary of China National Petroleum Corporation in China and for Cook Inlet Region Inc. in Alaska, USA. Mr. Zhang is a fellow within several industry associations and professional organizations, including the Society of Petroleum Engineers and the American Association of Drilling Engineers.

**Executive officers**

*David Mullen, Director and Chief Executive Officer*

Mr. Mullen has been our Chief Executive Officer since October 2012. See “—Directors.”

*William (“Kurt”) Hoffman, Executive Vice President and Chief Operating Officer*

Mr. Hoffman has worked on rigs around the world and has over 40 years' experience in the global oil and gas contract drilling industry. He joined Shelf Drilling in October 2012. From August 2009 to April 2011, Mr. Hoffman was Senior Vice President and Chief Operating Officer of Seahawk Drilling, a Houston and Gulf of Mexico-based jack-up drilling provider where he was responsible for the company's daily operations and strategic business plan implementation. From 1991 through August 2009, Mr. Hoffman spent 18 years with Noble Corporation where he held senior operational and executive roles, including Vice President of Worldwide Marketing, Vice President of Western Hemisphere Operations and President of Noble's engineering services divisions, Triton Engineering Services. Mr. Hoffman received a B.S. degree from Southwest Texas State University.

*Gregory O'Brien, Executive Vice President and Chief Financial Officer*

Mr. O'Brien was appointed Executive Vice President and Chief Financial Officer in March 2016. Prior to his current role, Mr. O'Brien served as Director, Strategic Planning since 2014, in charge of Shelf Drilling's corporate development efforts. Mr. O'Brien joined Shelf Drilling from Lime Rock Partners, where he focused on oilfield services and exploration & production investment opportunities internationally. Before that, Mr. O'Brien held energy investment banking roles with J.P. Morgan and SunTrust Robinson Humphrey. Mr. O'Brien graduated from the McIntire School of Commerce at the University of Virginia in 2008.

*Ian Clark, Executive Vice President*

Mr. Clark has over 30 years' experience in the oil services business. Prior to joining Shelf Drilling in November 2012, Mr. Clark spent 12 years with Transocean Ltd. where he most recently served as Vice President of Human Resources and as part of its senior management team. Previous roles included Division Manager for Transocean Ltd.'s operations in Northeast Asia and also Managing Director for Nigeria. Before joining Transocean Ltd., Mr. Clark had a 20-year career with Schlumberger in various managerial, technical and marketing roles across Europe and Africa. Mr. Clark has a B.S. degree in Electrical and Electronic Engineering from Heriot Watt University in Edinburgh, Scotland and completed both the Advanced Management Program at Harvard Business School and the Financial Times Non-Executive Director Diploma.

*Dzul Bakar, Vice President, General Counsel and Secretary*

Mr. Bakar is Vice President, General Counsel and Secretary at Shelf Drilling since November 2012. Previously, Mr. Bakar served in a similar role as Associate General Counsel at Transocean Ltd. from April 2001 where he assumed various legal, governance, compliance and operational counsel responsibilities. Mr. Bakar has a strong background in international operations with over 25 years' experience covering the U.S., Middle East and Asia. Prior to joining Transocean Ltd., Mr. Bakar had a six-year career with Schlumberger in a variety of legal roles of increasing responsibilities with postings in Singapore, Jakarta and Houston. At the beginning of his career, Mr. Bakar practiced professionally as an advocate and solicitor at a leading Malaysian law firm. Mr. Bakar graduated with combined degrees of Bachelor of Economics and Bachelor of Laws from the University of Tasmania and in 2011, completed an executive Management Acceleration Program at INSEAD Business School.

**Item 11. Executive Compensation**

We are not required to report this Item.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholders Matters**

We are not required to report this Item.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

We are not required to report this Item.

**Item 14. Principal Accounting Fee and Services**

We are not required to report this Item.

**Part IV**

**Item 15. Exhibits**

Financial Statements pages F-1 to F-45.

Material agreements governing indebtedness can be found on our website at [www.shelfdrilling.com](http://www.shelfdrilling.com) in the investor relation section under key documents.

# **Shelf Drilling, Ltd.**

**Consolidated Financial Statements  
for the years ended December 31, 2019, 2018 and 2017**

**SHELF DRILLING, LTD.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017**  
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## Independent Auditor's Report

To the board of directors and shareholders of Shelf Drilling, Ltd.

We have audited the accompanying consolidated financial statements of Shelf Drilling, Ltd. and its subsidiaries (together, the "Company"), which comprise the consolidated balance sheets as of December 31, 2019 and December 31, 2018, and the related consolidated statements of operations, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2019.

### ***Management's Responsibility for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Shelf Drilling, Ltd. and its subsidiaries as of December 31, 2019 and December 31, 2018 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2019 in accordance with accounting principles generally accepted in the United States of America.

**PricewaterhouseCoopers**  
**Dubai, United Arab Emirates**  
**March 2, 2020**

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Douglas O'Mahony, Rami Serhan, Jacques Fakhoury and Mohamed ElBorno are registered as practising auditors with the UAE Ministry of Economy

**SHELF DRILLING, LTD.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	Years ended December 31,		
	2019	2018	2017
<b>Revenues</b>			
Operating revenues.....	\$ 561,295	\$ 599,043	\$ 556,047
Other revenues.....	14,858	14,276	15,917
	<u>576,153</u>	<u>613,319</u>	<u>571,964</u>
<b>Operating costs and expenses</b>			
Operating and maintenance.....	366,715	358,030	320,084
Depreciation.....	82,503	86,796	80,573
Amortization of deferred costs.....	75,305	82,953	64,664
General and administrative.....	50,773	61,030	43,726
Loss on impairment of assets.....	57,986	40,071	34,802
(Gain) / loss on disposal of assets.....	(905)	1,682	(839)
	<u>632,377</u>	<u>630,562</u>	<u>543,010</u>
<b>Operating (loss) / income.....</b>	<b>(56,224)</b>	<b>(17,243)</b>	<b>28,954</b>
<b>Other (expense) / income, net</b>			
Interest income.....	1,138	1,454	1,062
Interest expense and financing charges.....	(80,708)	(106,772)	(83,995)
Other, net.....	(763)	354	(2,969)
	<u>(80,333)</u>	<u>(104,964)</u>	<u>(85,902)</u>
<b>Loss before income taxes.....</b>	<b>(136,557)</b>	<b>(122,207)</b>	<b>(56,948)</b>
Income tax expense .....	12,979	14,036	14,262
<b>Net loss.....</b>	<b>(149,536)</b>	<b>(136,243)</b>	<b>(71,210)</b>
Less: Preferred shares dividend.....	-	9,550	17,041
<b>Net loss attributable to common and ordinary shares *</b>	<b>\$ (149,536)</b>	<b>\$ (145,793)</b>	<b>\$ (88,251)</b>
<b>Loss per share: *</b>			
Basic and Diluted - Common shares.....	\$ (1.16)	\$ (1.50)	\$ (1.02)
Basic and Diluted - Class A shares.....	\$ -	\$ -	\$ (10.79)
Basic and Diluted - Class B shares.....	\$ -	\$ -	\$ -
Basic and Diluted - Class C shares.....	\$ -	\$ -	\$ -
Basic and Diluted - Class D shares.....	\$ -	\$ -	\$ -
<b>Weighted average shares outstanding:</b>			
Basic and Diluted - Common shares.....	128,389	97,084	81,573
Basic and Diluted - Class A shares.....	-	-	445
Basic and Diluted - Class B shares.....	-	-	19
Basic and Diluted - Class C shares.....	-	-	5
Basic and Diluted - Class D shares.....	-	-	-

\* For the year ended December 31, 2017, the loss per share is calculated based on information for four months ended April 30, 2017 for the ordinary Class A, B, C and D shares and based on information for eight months ended December 31, 2017 for the common shares. See Note 22 – Loss Per Share.

**SHELF DRILLING, LTD.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands)

	Years ended December 31,		
	2019	2018	2017
<b>Net loss</b> .....	\$ (149,536)	\$ (136,243)	\$ (71,210)
<b>Other comprehensive income, net of tax</b> .....			
Changes in realized (losses) / gains on derivative financial instruments.....			
Changes in unrealized gains / (losses) .....	281	(786)	238
Reclassification of net (gains) / losses from other comprehensive income to net loss.....	(284)	1,029	(238)
	<u>\$ (3)</u>	<u>\$ 243</u>	<u>\$ -</u>
<b>Total comprehensive loss</b> .....	<u>\$ (149,539)</u>	<u>\$ (136,000)</u>	<u>\$ (71,210)</u>

**SHELF DRILLING, LTD.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except per share data)

	December 31,	
	2019	2018
<b>Assets</b>		
Cash and cash equivalents.....	\$ 26,055	\$ 91,203
Accounts and other receivables, net.....	154,834	143,439
Assets held for sale.....	1,583	5,154
Other current assets.....	68,787	81,532
<b>Total current assets.....</b>	<b>251,259</b>	<b>321,328</b>
Property and equipment.....	1,775,678	1,637,489
Less: accumulated depreciation.....	478,694	422,609
Property and equipment, net.....	1,296,984	1,214,880
Deferred tax assets.....	2,732	2,526
Other assets.....	149,070	107,162
<b>Total assets.....</b>	<b>\$ 1,700,045</b>	<b>\$ 1,645,896</b>
<b>Liabilities and equity</b>		
Accounts payable.....	\$ 79,236	\$ 83,930
Interest payable.....	28,245	28,050
Accrued income taxes.....	5,029	4,771
Other current liabilities.....	41,455	20,143
<b>Total current liabilities.....</b>	<b>153,965</b>	<b>136,894</b>
Long-term debt.....	924,540	887,764
Deferred tax liabilities.....	5,183	3,939
Other long-term liabilities.....	54,907	26,042
<b>Total long-term liabilities.....</b>	<b>984,630</b>	<b>917,745</b>
Commitments and contingencies (Note 13)		
Common shares of \$0.01 par value; 144,063 shares authorized at December 31, 2019 and 2018, 136,643 and 111,240 issued and outstanding at December 31, 2019 and 2018, respectively.....	1,366	1,112
Additional paid-in capital.....	1,000,298	880,820
Accumulated other comprehensive income.....	240	243
Accumulated losses.....	(440,454)	(290,918)
<b>Total equity.....</b>	<b>561,450</b>	<b>591,257</b>
<b>Total liabilities and equity.....</b>	<b>\$ 1,700,045</b>	<b>\$ 1,645,896</b>

**SHELF DRILLING, LTD.**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
(In thousands)

	Common / ordinary		Additional paid-in capital	Accumulated other comprehensive (loss) / income	Accumulated losses	Total equity
	Shares	Par value				
<b>Balance at December 31, 2016</b> .....	<b>476</b>	<b>\$ 5</b>	<b>\$ 462,914</b>	<b>\$ -</b>	<b>\$ (83,465)</b>	<b>\$ 379,454</b>
Net loss.....	-	-	-	-	(71,210)	(71,210)
Preferred shares dividend.....	-	-	(17,041)	-	-	(17,041)
Issuance of common shares.....	28,125	281	216,920	-	-	217,201
Recapitalization.....	55,000	550	(545)	-	-	5
Repurchase and retirement of shares.....	(477)	(5)	-	-	-	(5)
Shares issued to trust.....	1	-	-	-	-	-
Share-based compensation expense, net of forfeitures.....	-	-	842	-	-	842
<b>Balance at December 31, 2017</b> .....	<b>83,125</b>	<b>\$ 831</b>	<b>\$ 663,090</b>	<b>\$ -</b>	<b>\$ (154,675)</b>	<b>\$ 509,246</b>
Net loss.....	-	-	-	-	(136,243)	(136,243)
Net unrealized gain on derivative financial instruments.....	-	-	-	243	-	243
Preferred shares dividend.....	-	-	(9,550)	-	-	(9,550)
Issuance of common shares.....	28,145	281	215,946	-	-	216,227
Repurchase and retirement of shares.....	(30)	-	-	-	-	-
Share-based compensation expense, net of forfeitures.....	-	-	11,334	-	-	11,334
<b>Balance at December 31, 2018</b> .....	<b>111,240</b>	<b>1,112</b>	<b>880,820</b>	<b>243</b>	<b>(290,918)</b>	<b>591,257</b>
Net loss.....	-	-	-	-	(149,536)	(149,536)
Net unrealized loss on derivative financial instruments.....	-	-	-	(3)	-	(3)
Issuance of common shares.....	26,784	268	120,876	-	-	121,144
Repurchase of common shares.....	(1,381)	(14)	(2,934)	-	-	(2,948)
Share-based compensation expense, net of forfeitures.....	-	-	1,536	-	-	1,536
<b>Balance at December 31, 2019</b> .....	<b>136,643</b>	<b>\$ 1,366</b>	<b>\$ 1,000,298</b>	<b>\$ 240</b>	<b>\$ (440,454)</b>	<b>\$ 561,450</b>

**SHELF DRILLING, LTD.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Years ended December 31,		
	2019	2018	2017
<b>Cash flows from operating activities</b>			
Net loss.....	\$ (149,536)	\$ (136,243)	\$ (71,210)
Adjustments to reconcile net loss to net cash (used in) / provided by operating activities			
Depreciation .....	82,503	86,796	80,573
Loss on impairment of assets.....	57,986	40,071	34,802
(Reversal of) / provision for doubtful accounts, net.....	(232)	19	(5,444)
Amortization of deferred revenue.....	(6,284)	(12,660)	(15,254)
(Gain) / loss on derivative financial instruments, net.....	(284)	1,029	(238)
Share-based compensation expense, net of forfeitures.....	1,536	11,334	842
Non-cash portion of loss on debt extinguishment.....	-	7,368	4,371
Debt extinguishment and retirement costs.....	-	18,783	9,785
Amortization of debt issue costs, premium and discounts .....	2,700	2,941	3,705
(Gain) / loss on disposal of assets.....	(905)	1,682	(839)
Deferred tax expense / (benefit), net.....	1,038	(1,673)	(2,302)
Proceeds from/ (payments of) settlement of derivative financial instruments, net.....	284	(1,349)	238
Changes in deferred costs, net *.....	(4,940)	10,511	2,232
Changes in operating assets and liabilities*.....	3,266	9,096	20,775
<b>Net cash (used in) / provided by operating activities.....</b>	<b>(12,868)</b>	<b>37,705</b>	<b>62,036</b>
<b>Cash flows from investing activities</b>			
Additions to property and equipment *.....	(91,391)	(98,969)	(253,834)
Proceeds from disposal of assets.....	8,359	3,206	5,557
Proceeds from sale and leaseback.....	-	-	16,880
<b>Net cash used in investing activities.....</b>	<b>(83,032)</b>	<b>(95,763)</b>	<b>(231,397)</b>
<b>Cash flows from financing activities</b>			
Proceeds from revolving credit facility.....	35,000	-	-
Proceeds from issuance of common shares.....	-	226,908	225,000
Payments for common and preferred shares issuance costs.....	(623)	(10,681)	(8,487)
Purchase of common shares.....	(2,866)	-	-
Payments for redemption of preferred shares.....	-	(166,667)	-
Proceeds from issuance of debt.....	-	928,000	-
Payments for obligations under sale and leaseback.....	-	(313,930)	(24,829)
Payments to retire long-term debt.....	-	(558,250)	(114,250)
Payments of debt extinguishment and retirement costs.....	-	(18,783)	(9,785)
Payments of debt financing costs.....	(147)	(19,581)	(11,223)
Preferred shares dividend paid.....	-	(16,268)	(9,635)
Proceeds from termination of interest rate swaps.....	-	320	-
<b>Net cash provided by financing activities.....</b>	<b>31,364</b>	<b>51,068</b>	<b>46,791</b>
<b>Net decrease in cash, cash equivalents and restricted cash.....</b>	<b>(64,536)</b>	<b>(6,990)</b>	<b>(122,570)</b>
Cash, cash equivalents and restricted cash at beginning of year *.....	92,835	99,825	222,395
<b>Cash, cash equivalents and restricted cash at end of year *.....</b>	<b>\$ 28,299</b>	<b>\$ 92,835</b>	<b>\$ 99,825</b>

\* See Note 21 – Supplemental Cash Flow Information for a reconciliation of cash payment for additions to property and equipment and changes in deferred costs, net to total capital expenditures and deferred costs, a breakout of the changes in operating assets and liabilities and a reconciliation of cash, cash equivalents and restricted cash balances.

## **Note 1 — Nature of Business**

### **Business**

Shelf Drilling, Ltd. (“SDL”) was incorporated on August 14, 2012 (“inception”) as a private corporation in the Cayman Islands. SDL and its majority owned subsidiaries (together, the “Company,” “we,” or “our”) are a leading international shallow water offshore drilling contractor providing equipment and services for the drilling, completion and well maintenance of shallow water offshore oil and natural gas wells. We are solely focused on shallow water operations in depths of up to 375 feet and our drilling fleet consists of 32 independent-leg cantilever (“ILC”) jack-up rigs as of December 31, 2019, excluding stacked rigs.

SDL is a holding company with no significant operations or assets other than interests in its direct and indirect subsidiaries. All operations are conducted through Shelf Drilling Holdings, Ltd. (“SDHL”) an indirect wholly owned subsidiary of SDL. Our corporate offices are in Dubai, United Arab Emirates (“UAE”), geographically close to our operations in the Middle East North Africa and the Mediterranean (“MENAM”), South East Asia, India and West Africa. Our largest shareholders are affiliates of Castle Harlan, Inc., CPE Capital (formerly CHAMP Private Equity) and Lime Rock Partners (together, the “Sponsors”) and China Merchants & Great Wall Ocean Strategy & Technology Fund (“China Merchants”). Since June 25, 2018, SDL shares are listed on the Oslo Stock Exchange (“OSE”) under the ticker symbol SHLF.

## **Note 2 — Significant Accounting Policies**

### **Basis of Presentation**

The Company has prepared its consolidated financial statements in accordance with generally accepted accounting principles in the United States of America (“GAAP”). The amounts are presented in United States (“U.S.”) dollar (“US\$”) rounded to the nearest thousand, unless otherwise stated.

### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries and those entities that meet the criteria for variable interest entities (“VIEs”) for which the Company is deemed to be the primary beneficiary. Intercompany balances and transactions are eliminated in consolidation.

As of December 31, 2019, the Company’s consolidated financial statements include four joint ventures that meet the definition of VIEs. See Note 5 – Variable Interest Entities. As of December 31, 2019, none of the Company’s investments meet the criteria established for application of the equity method of accounting.

### **Use of Estimates**

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are used for, but are not limited to, the following: collectability of receivables, depreciable or amortizable lives of assets, term of lease obligations, impairment of assets, provision for income taxes, valuation of share-based compensation, postemployment benefits and contingencies. Actual results could differ from those estimates.

### **Fair Value Measurements**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The three-level hierarchy of fair value measurement, which reflects the degree to which objective prices in external active markets are available to measure fair value, is as follows:

- Level 1 — Quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.
- Level 2 — Observable prices that are based on inputs not quoted on active markets but corroborated by market data.
- Level 3 — Unobservable inputs are used when little or no market data is available.

Financial assets and financial liabilities are classified based on the lowest level of input that is significant to the relevant fair value measurement. The Company’s assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

### **Revenue Recognition**

The Company recognizes revenue when control of a good or service promised in a contract is transferred to a customer. Control is obtained when a customer has the ability to direct the use of and obtain substantially all of the remaining benefits from

that good or service. The timing of revenue recognition may differ from the timing of invoicing to customers and these timing differences result in receivables, contract assets, or contract liabilities, as appropriate on the Company's consolidated balance sheets.

The Company's drilling services provided under each drilling rig contract is a single performance obligation satisfied over time and is comprised of a series of distinct time increments or service periods in which we provide drilling services. Variable consideration is only recognized as revenue to the extent that it is probable that a significant reversal will not occur during the contract term. When determining if variable consideration should be recognized, management considers whether there are factors outside of the Company's control that could result in a significant reversal of revenue as well as the likelihood and magnitude of a potential reversal of revenue. A description of our principal revenue generating activities are as follows:

#### *Operating Revenues*

A significant portion of the Company's revenue is generated from rigs operated by the Company through dayrates charged to its customers for the provision of drilling services. The Company's contracts with customers contain multiple dayrates and the actual dayrate earned during a period could vary based on the actual operations. The dayrate invoices billed to the customer are typically determined based on the varying rates applicable to the specific activities performed on an hourly basis.

The Company may earn lump-sum fees relating to mobilization, contract preparation, capital upgrades and demobilization in certain drilling contracts. The contract preparation and capital upgrade revenues are typically received at the commencement of the contract. Mobilization fees are generally billable to the customer in the initial phase of a contract and generate contract liabilities (deferred revenue) until they are recognized as revenue. These activities are not considered to be distinct within the context of the contract, therefore, the associated revenue is recorded as a contract liability and amortized on a straight-line basis over the firm contract term.

In addition, fees received for demobilization of the rig are accrued as operating revenue over the contract duration if they are unconditional and if there is no significant risk of potential material cumulative revenue reversal in the future. In most contracts, there is uncertainty as to the amount of expected demobilization revenue due to contractual provisions that stipulate certain conditions must be present at contract completion for such revenue to be received. Therefore, the demobilization fees are recorded when it becomes probable that there will not be a material cumulative revenue reversal. Variable consideration generally relates to distinct service periods during the contract term and is recognized in the period when services are performed. We have applied the disclosure practical expedient in Accounting Standards Codification ("ASC") 606-10-50-14(b) and have not disclosed variable consideration related to remaining unsatisfied performance obligations.

Many drilling contracts have termination and/or extension options which can be exercised at the option of the customer. In most cases, if the contract is terminated by the customer, the Company can charge an early termination fee to the customer. In such cases, any remaining deferred revenue and costs are recorded in the consolidated statements of operations upon such termination, when it becomes probable that there will not be a material cumulative revenue reversal. The extension options are at agreed prices and terms and are typically accounted for as contract modifications as if it were a separate contract.

#### *Other Revenues*

Other revenues consist of revenue from lease rentals and amounts billed for goods and services such as personnel, catering, additional equipment, consumables or accommodations which are generally invoiced to customers at a margin. The Company may use third parties for the provision of such goods and services. The Company generally acts as a principal in the provision of catering, accommodation services and additional personnel, and as an agent in the provision of additional equipment and consumables. The consideration with respect to the provision of goods or services is recognized when the control of goods or services is obtained by a customer. Certain judgements are involved in identifying the performance obligations in customer contracts and determining whether the Company is a principal or an agent in the provision of certain equipment and consumables to the customers.

#### **Operating Expenses and Deferred Costs**

Operating costs are recognized when incurred. Deferred costs comprise certain expenditures associated with contract preparation, mobilization, regulatory inspections and major equipment overhauls. Deferred costs are included in other current assets and other assets on the consolidated balance sheets.

Costs incurred for upfront rig mobilizations and certain contract preparation expenditures incurred specifically for a rig entering a drilling services contract are attributable to the Company's future performance obligation under such drilling contract. Such contract costs are deferred and amortized on a straight-line basis over the firm contract term. See Note 4 – Revenues, Contract Liabilities and Deferred Contract Costs. Mobilization and demobilization costs of relocating drilling units without contracts are expensed as incurred.

Regulatory inspections are incurred in connection with obtaining regulatory certifications to operate the rigs, including Special Periodic Surveys ("SPS") and Underwater Inspections in Lieu of Dry-docking ("UWILDs"), and are deferred and amortized

over the time period until the next survey or inspection – generally for periods between 30 to 60 months. Periodic major overhauls of equipment are deferred and amortized on a straight-line basis over a period of five years.

**Cash, Cash Equivalents and Restricted Cash**

Cash and cash equivalents are comprised of cash on hand, cash in banks and highly liquid funds with an original maturity of three months or less. Other bank deposits, if any, with maturity of less than a year are classified as short-term bank deposits within other current assets in the consolidated balance sheets. Bank overdrafts, if any, are classified as current liabilities in the consolidated balance sheets.

Restricted cash consists of cash deposits held related to bank guarantees. Restricted cash balances are recorded, according to the maturity date as either other current assets or other assets in the consolidated balance sheets.

**Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are recorded in the consolidated balance sheets at their nominal amounts net of allowance for doubtful accounts, or the estimated net realizable value, which approximate fair value. Management periodically performs detailed reviews of its receivables to assess the adequacy of the allowances based on historical and current trends, customer credit worthiness, the age of outstanding receivables and other factors affecting credit losses in order to determine if any impairment has occurred. Amounts determined to be uncollectible are written-off against the allowance.

**Property and Equipment, Net**

Property and equipment is initially stated at cost. Expenditures for additions, improvements, substantial enhancements and other costs necessary to place an asset into service are capitalized. Routine expenditures for minor replacements and repairs and maintenance that do not increase the asset life are expensed as incurred. Construction in progress includes interest capitalized during the period of asset construction such as for multi-year rig construction projects. When the asset is placed into service, it is transferred from construction in progress to the appropriate category under property and equipment.

Property and equipment is subject to periodic impairment testing as discussed in “Impairment of Long-Lived Assets” below.

Depreciation commences when an asset is ready for its intended use. Depreciation is computed using the straight-line method, after allowing for salvage value where applicable, over the estimated useful lives of the assets. Land is not depreciated. Leasehold improvements are recorded as component of property and equipment and are depreciated over the shorter of the remaining lease term or the estimated useful lives of the improvements. If an impairment loss is recognized, the adjusted carrying amount shall be depreciated over the remaining useful life of that asset.

The estimated useful lives of property and equipment are as follows:

	<u>Years</u>
Drilling rigs.....	30
Drilling equipment and spares.....	9 - 13
Building.....	30
Other.....	3 - 5

The Company periodically reviews and adjusts, as appropriate, the remaining useful lives and salvage values of rigs when certain events occur that directly impact the useful lives and salvage values of the rigs. This includes changes in operating condition, functional capability and market and economic factors. The remaining estimated average useful life of existing drilling rigs in the Company’s fleet (excluding stacked rigs) as of December 31, 2019 is 10 years.

When assets are sold, retired or otherwise disposed of, the cost and related accumulated depreciation are written off, net of any proceeds received, and any gain or loss is reflected in the consolidated statements of operations.

**Assets Held for Sale**

Property and equipment is reclassified as asset held for sale when (a) there is a committed plan to sell the asset, (b) the asset is available for immediate sale, (c) actions are initiated to complete the sale, including an active program to locate a buyer, (d) the sale is expected to be completed within one year, (e) the asset is being actively marketed at a price that is reasonable relative to its fair value and (f) the plan to sell is unlikely to be subject to significant changes or termination. Assets held for sale are subject to periodic impairment testing as discussed in “Impairment of Long-Lived Assets” below.

## **Leases**

A lease contract is a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease classification as short-term lease, operating lease or finance lease is made at the lease inception.

The Company determines the lease term as the non-cancellable period of a lease, including renewal or termination options that the Company is reasonably certain to exercise. The Company considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option. The Company will reassess the lease term upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the Company.

### *The Company as a Lessee*

At the commencement date, the Company recognizes a right-of-use asset and a lease liability for all operating and finance leases. The right-of-use asset is initially recognized at cost comprising the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs incurred by the Company. Costs to get a leased asset to the condition and location necessary for their intended use are capitalized as leasehold improvements. Finance lease and operating lease right-of-use assets are recorded separately in the consolidated balance sheets. The Company made an accounting policy election to not recognize a right-of-use asset and lease liability for short-term leases. See Note 8 – Leases.

Lease liability is initially recognized at the present value of the future lease payments using the interest rate implicit in the lease, if that rate can be determined, or the Company's incremental borrowing rate. Finance lease and operating lease liabilities are separately recorded in the consolidated balance sheets.

Subsequent to initial recognition, the right-of-use asset is carried at cost adjusted for amortization. Right-of-use assets are subject to periodic impairment testing as discussed in "Impairment of Long-Lived Assets" below. The lease liability is subsequently measured by increasing the lease liability for interest and reducing it by the lease payments made. The lease liability is remeasured for the impact of foreign currency changes, certain lease modifications or revised in-substance fixed lease payments.

For a contract that contains an operating lease component and non-lease component, the lease is accounted for as one single lease component in accordance with the Company's policy. Therefore, all non-lease components in the lease contracts are included in the measurement of the right-of-use asset and operating lease liability. Some agreements contain a lease component and a service component. The Company accounts for these agreements based upon the predominant component.

Operating lease expenses are recognized on a straight-line basis over the lease term and included under operating and maintenance expenses and general and administrative expenses in the consolidated statements of operations. For finance leases, the interest expense on the lease liability and amortization of the right-of-use asset are recorded separately as interest expense and operating and maintenance expenses, respectively, in the consolidated statements of operations.

### *The Company as a Lessor*

The Company's drilling contracts contain lease components related to the underlying drilling rigs, in addition to service components of labor and expertise to operate such drilling equipment. The service component of operating a drilling rig is predominant in the Company's drilling contracts. The Company has elected to present the lease and associated non-lease operations as a single component. Therefore, the Company is accounting for drilling rig revenue as a single performance obligation.

## **Impairment of Long-Lived Assets**

The Company evaluates property and equipment, right-of-use assets and other long-lived assets whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. An impairment loss on an asset should be recorded when the estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. Any actual impairment loss recognized represents the excess of the asset's carrying value over the estimated fair value.

The Company estimates the fair values of property and equipment, right-of-use assets and other long-lived assets by applying a combination of income and market approaches, using projected cash flows and estimates of the exchange price that would be received for the assets in the principal or most advantageous market for the assets in an orderly transaction between market participants as of the measurement date. The fair value of the Company's asset groups using the income approach is based on estimated cash flows expected to be realized from the use of the assets. Asset impairment evaluations are, by nature, highly subjective. The critical estimates are significant unobservable inputs, which are based on numerous estimates and assumptions about future operations and market conditions including but not limited to those such as projected rig utilization, dayrates, operating, overhead and major project costs, remaining useful life, salvage value and discount rate as well as cost inflation assumptions. As such, these are considered non-recurring level 3 fair value measurements.

## **Income Taxes**

Income taxes are provided for based on relevant tax laws and rates in effect in the countries in which the Company operates and earns income or in which the Company is considered resident for income tax purposes. Current income tax expense reflects an estimate of the Company's income tax liability for the current year, including changes in prior year tax estimates as returns are filed, and any tax audit adjustments.

Deferred income taxes reflect the "temporary differences" between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, tax effected by applying the relevant tax rate, based on enacted tax laws and rates applicable to the periods in which the reversal of such differences is expected to affect taxable income. The Company will record net deferred tax assets to the extent the assets will more likely than not be realized. In making such determination, all available positive and negative evidence is considered, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial performance. When necessary, valuation allowances are established to reduce deferred income tax assets to the amount expected to be realized. Liabilities for uncertain tax positions are recorded as long-term liabilities for tax positions that have been taken that are more likely than not to ultimately be denied upon examination or audit by tax authorities. Any interest and penalties related to uncertain tax positions are included as a component of income tax expense.

The Company is subject to the tax laws, including relevant regulations, treaties, and court rulings, of the countries and jurisdictions in which it operates. The provision for income taxes is based upon interpretation of the relevant tax laws in effect at the time the expense was incurred. If the relevant taxing authorities do not agree with the Company's interpretation and application of such laws, or if any such laws are changed retroactively, additional tax may be imposed which could significantly increase the Company's effective tax rate related to its worldwide earnings.

## **Share-Based Compensation**

Share-based compensation is recognized in the consolidated statements of operations based on the grant date fair value and the estimated number of shares or restricted stock units that are ultimately expected to vest. For awards which vest based on service or performance conditions, the value of the portion of the award that is ultimately expected to vest is recognized as an expense over the applicable vesting period. The Company has made an accounting policy election to recognize the expense on a graded vesting method over the applicable vesting period. Any subsequent changes in the estimate of the number of shares or units expected to vest will be recorded as cumulative catch-up adjustment to compensation cost in the period in which the change in estimate occurs. For awards which vest only after an exit event or Initial Public Offering ("IPO"), compensation expense is recognized upon the occurrence of the event. Any forfeitures are accounted for in compensation expense as they occur.

## **Employee Benefits**

The Company maintains benefit plans for employees including retention plans, defined contribution plans and defined benefit postemployment plans. Eligibility under these plans may vary based on jurisdiction, years of service or other factors, as outlined in the respective plans or Company policies.

For the Company's retention plans, the Company recognizes period costs associated with these benefits and accrues a liability for their ultimate payment.

The Company's defined contribution plans are governed by statutory laws, union agreements and/or Company policy, as appropriate. These plans include various plans under international jurisdictions. These plans include Company matching amounts up to certain limits, based on jurisdiction, and other Company payments, which may be based on job category or years of service. The Company has no further obligations for these plans and the Company's contributions are expensed as incurred.

The Company's defined benefit postemployment plans include employee end of service plans, which pay benefits to employees who terminate employment and who have met minimum service requirements. These plans are governed in accordance with the labor laws in the relevant countries or Company policy. The Company recognizes period costs associated with these benefits and accrues a liability for their ultimate payment. Actuarial assumptions based on employee census and historical data are incorporated into the calculation of these benefits costs.

The Company's defined benefit postemployment plans also include a defined benefit plan for certain employees, based on their prior service to the Company. The Company immediately recognizes any gains and losses from this plan and accrues a liability for the ultimate payments. Amounts expected to be paid under the defined benefit plan are determined based on actuarial assumptions.

### **Debt Financing Costs**

Debt financing costs such as debt issuance costs, premium and discounts are deferred and recorded as an adjustment to the associated debt. Financing costs are amortized to interest expense through maturity of the related debt using the effective interest method.

Debt issuance costs related to line-of-credit arrangements, regardless of whether there is any outstanding balance, is recorded under other assets on the consolidated balance sheets and amortized ratably over the term of the line-of-credit arrangement.

In the event of early retirement of debt, any unamortized financing costs associated with the retired debt are reported as part of interest expense and financing charges in the consolidated statements of operations.

### **Earnings / (Loss) Per Share**

The Company presents basic and diluted earnings per share (“EPS”) data for its common shares (beginning on May 1, 2017) and ordinary shares (through April 30, 2017) - see Note 17 – Shareholders’ Equity.

Basic EPS is calculated by dividing the net income or loss attributable to common and ordinary shares by the weighted average number of those shares outstanding during the period, excluding contingently forfeitable unvested share-based compensation. The two-class method is used for participating securities, as applicable. Preferred stock dividends, whether declared or accumulated, are deducted from net income (or added to net loss) attributable to common shareholders in computing basic EPS.

Diluted EPS adjusts the weighted average number of common shares outstanding in the basic EPS calculation for the assumed issuance of all potentially dilutive securities. Potentially dilutive securities consist primarily of unvested share-based compensation awards. In periods of net losses attributable to common shareholders, potentially dilutive securities will always be anti-dilutive, and therefore basic and diluted EPS will be the same.

For periods through April 30, 2017, basic and diluted EPS were computed in conformity with the two-class method and applied to the Company’s three classes of ordinary shares based on a “waterfall” methodology, which classifies cumulative distributions into successive pools with defined quantitative upper limits and specifies different ratios for the distribution of earnings in each successive pool among the three classes of ordinary shares. This treatment was established and defined in the Amended and Restated Memorandum and Articles of Association (the “Articles”) of the Company.

### **Foreign Currency**

The Company’s functional currency is the U.S. dollar. As is customary in the oil and gas industry, the majority of the Company’s revenues are denominated in U.S. dollars.

A significant amount of the Company’s expenditures including interest expense and corporate expenses are denominated in U.S. dollars or effectively denominated in U.S. dollars, as the payment currency is fixed to the U.S. dollar. However, there are certain subsidiaries which have a significant amount of their operating expenses payable in local currencies. To limit the potential risk of currency fluctuations, the Company periodically enters into a series of monthly foreign currency forward contracts as discussed in “Derivative Financial Instruments” below. As such, the Company’s exposure to non-U.S. dollar denominated currency exchange rate fluctuations is limited.

All transactions denominated in non-U.S. dollar currencies are recorded in U.S. dollars at the prevailing exchange rate. Realized transaction gains or losses and gains and losses from the remeasurement of assets and liabilities denominated in non-U.S. dollar currencies are reported as other, net in the consolidated statements of operations.

### **Derivative Financial Instruments**

The Company’s derivative financial instruments consist of foreign currency forward exchange contracts (“forex contracts”) and interest rate swaps which the Company may designate as cash flow hedges. Each derivative contract is stated in the consolidated balance sheets at fair value. Derivatives with asset fair values are reported in other current assets or other assets and derivatives with liability fair values are reported in other current liabilities or other long-term liabilities on the consolidated balance sheets, depending on their maturity date.

The Company has documented policies and procedures to monitor and control the use of the derivative instruments. The Company does not engage in derivative transactions for speculative or trading purposes.

Derivative gains and losses are reflected in the consolidated statements of operations except that, to the extent the derivative qualifies for and is designated as an accounting hedge, the gains and losses are reflected in income in the same period as offsetting gains and losses on the qualifying hedged positions. Designated hedges are expected to be highly effective, and therefore,

adjustments to record the carrying value of the effective portion of the derivative financial instruments to their fair value are recorded as a component of accumulated other comprehensive income / (loss) (“AOCIL”), in the consolidated balance sheets. These changes in fair value for each designated hedge included in the assessment of hedge effectiveness will remain in AOCIL until it is reclassified into earnings in the period or periods during which the hedged transaction affects earnings or it is determined that the hedged transaction will not occur.

#### *Foreign Currency Forward Exchange Contracts*

The Company may enter into forex contracts when management believes that market conditions are favorable to purchase such contracts with the expectation that the contracts, when settled, will reduce the exposure to foreign currency gains and losses on future foreign currency expenditures. The amount and duration of these contracts are based on the monthly forecast of expenditures in which the Company conducts significant business and for which there is a financial market. These forward contracts are derivatives and any change in fair value included in the assessment of hedge effectiveness is recognized in AOCIL.

The net gains / (losses) reclassified from AOCIL are recorded as operating and maintenance expense.

#### *Interest Rate Swaps*

The Company may enter into interest rate swaps to manage exposures arising from business activities that result in the payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company’s derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company’s known or expected cash payments principally related to the Company’s borrowings.

The Company’s objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of fixed-rate amounts from a counterparty in exchange for the Company making variable-rate payments over the life of the agreements without exchange of the underlying notional amount.

The gains / (losses) reclassified from AOCIL are recorded as interest expense and financing charges.

### **Note 3 — Recently Issued and Adopted Accounting Pronouncements**

#### **Recently adopted accounting standards**

In February 2016, the FASB issued Accounting Standards Update (“ASU”) No. 2016-02, Leases and related clarifying guidance, together (“Topic 842”), which generally requires companies to recognize a lease liability, measured on a discounted basis, and a corresponding right-of-use asset, representing the lessee’s right to use, or control the use of, a specified asset for the lease term. This guidance was effective for annual and interim periods for fiscal years beginning after December 15, 2018 for public business entities.

The Company has adopted Topic 842 as of January 1, 2019 using a modified retrospective approach. The Company elected the package of practical expedients under the transition guidance, which allowed it not to reassess: (1) whether any expired or existing contracts are or contain leases; (2) the lease classification for any expired or existing leases and (3) initial direct costs for any existing leases; and by class of underlying asset to not separate non-lease components from associated lease components and combine them as a single lease component. In addition, as a lessee, the Company made an accounting policy election to not recognize an asset and liability for short term leases. The Company did not apply the hindsight practical expedient to determine the lease term for existing leases.

The adoption of Topic 842 resulted in the recording of right-of-use assets and lease liabilities of approximately \$12.6 million and \$12.3 million, respectively, as of January 1, 2019. On adoption, the lease liabilities were measured at the present value of the remaining lease payments and were discounted using a single discount rate. As most of the Company’s leases do not provide an implicit rate, the Company used the incremental borrowing rate at the commencement date in determining the present value of lease payments. The new standard did not materially impact the consolidated statements of operations and had no impact on the consolidated statements of cash flows of the Company.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. This ASU refines and expands hedge accounting for both financial (e.g. interest rate) and commodity risks and creates more transparency around how economic results are presented, both on the face of the financial statements and in the footnotes, for investors and analysts. The amendments were effective for annual periods beginning after December 15, 2018 for public entities, including interim periods within that period, with early adoption permitted. The Company

adopted this standard as of January 1, 2019. While this ASU amends presentation and disclosure requirements and changes how companies assess effectiveness, the adoption did not have a material impact on the consolidated financial statements of the Company.

In June 2018, the FASB issued ASU No. 2018-07, Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share Based-Payment Accounting. This ASU intends to improve the usefulness of information provided and reduce the cost and complexity of financial reporting. A main objective of this ASU is to substantially align the accounting for share-based payments to employees and non-employees. The guidance was effective for annual reporting periods beginning after December 15, 2018 for public entities, including interim periods within that period, with early adoption permitted. The Company adopted this standard as of January 1, 2019. The adoption of this standard did not have a material effect on the consolidated financial statements of the Company.

In August 2018, the FASB has issued ASU No. 2018-15, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement service contract with the existing guidance for capitalizing implementation costs incurred for an internal use software license (and hosting arrangements that included an internal-use software license). This standard also requires capitalizing or expensing implementation costs based on the nature of the costs and the project stage during which they are incurred and establishes additional presentation and disclosure requirements. The guidance was effective for annual reporting periods beginning after December 15, 2019 for public entities, including interim periods within that period, with early adoption permitted. The Company has early adopted this standard as of October 1, 2019 using the prospective approach. Prepaid costs of hosing arrangements and the related implementation costs accounted for as service contracts are recorded in other current and other long-term assets on the consolidated balance sheets. The adoption of this standard did not have a material effect on the consolidated financial statements.

#### **Recently issued accounting standards**

In August 2018, the FASB issued ASU No. 2018-13 – Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement. This ASU modifies the disclosure requirements in Topic 820 by identifying a narrower set of required disclosures based, in part, on an evaluation of whether the expected benefits of such disclosures justify the expected costs. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. The Company has adopted this standard as of January 1, 2020. The adoption of this standard will not have a material effect on the consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-14 – Compensation – Retirement Benefits – Defined Benefit Plans – General (Subtopic 715-20): Disclosure Framework – Changes to the Disclosure Requirements for Defined Benefit Plans. This amendment modifies disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. The main objective of this ASU is to remove disclosures that are no longer considered cost beneficial, clarify specific requirements of disclosures and to add disclosure requirements that are identified as relevant. The amendments are effective for public business entities for fiscal years ending after December 15, 2020, with early adoption permitted. The Company does not intend to early adopt this standard. The Company believes that the adoption of this standard will not have a material effect on the consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326) and related clarifying guidance: Measurement of Credit Losses on Financial Instruments. The main objective of this ASU is to improve financial reporting by requiring timelier recording of credit losses on financial instruments and to provide financial statement users with more information about the expected credit losses on financial instruments and other commitments with enhanced disclosures at each reporting date. In May 2019, the FASB issued ASU No. 2019-05, Financial Instruments – Credit Losses (Topic 326): Targeted Transition Relief, which eases the transition of this standard by providing the option to measure certain types of assets at fair value. These standards are effective for U.S. Securities and Exchange Commission registered filers annual reporting periods beginning after December 15, 2019 and for other public companies for annual reporting periods beginning after December 15, 2022, with early adoption permitted. The Company has early adopted this standard effective January 1, 2020. The adoption of this standard will not have a material effect on the consolidated financial statements, however, the new guidance does have additional disclosure requirements which will be effective in future filings.

#### **Note 4 — Revenues, Contract Liabilities and Deferred Contract Costs**

##### **Revenues**

On January 1, 2018, the Company adopted Topic 606, Revenue from Contracts with Customers (ASC 606). Results for reporting periods beginning after January 1, 2018 are presented under ASC 606, while prior period amounts continue to be reported in accordance with prior guidance under ASC Topic 605. We have applied the disclosure practical expedient in ASC 606-10-50-14(b) and have not disclosed variable consideration related to remaining unsatisfied performance obligations.

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Refer to “Revenue Recognition” and “Operating Expenses and Deferred Costs” in Note 2 – Significant Accounting Policies for information on our accounting policies for revenue recognition and certain operating costs that are deferred and amortized over future periods. See Note 23 – Segment and Related Information for disclosure of total revenues by country based on the location of the service provided.

**Contract liabilities and deferred contract costs**

*Contract liabilities*

The Company recognizes a contract liability when we transfer goods or services to a customer and invoice an amount which differs from the revenue allocated to the related performance obligations. Contract liabilities represent fees for mobilization or capital upgrades and advance payments from customers for future services.

Following are the details of the contract liabilities (in thousands):

	December 31,	
	2019	2018
Current contract liabilities.....	\$ 11,188	\$ 3,021
Non-current contract liabilities.....	14,233	3,536
	<u>\$ 25,421</u>	<u>\$ 6,557</u>

Significant changes in contract liabilities during the year are as follows (in thousands):

	December 31,	
	2019	2018
Balance, beginning of year.....	\$ 6,557	\$ 16,261
Increase due to contractual additions.....	28,570	6,106
Decrease due to amortization of deferred revenue.....	(6,284)	(12,660)
Decrease due to application of customer deposits.....	(3,422)	(3,150)
Balance, end of year.....	<u>\$ 25,421</u>	<u>\$ 6,557</u>

Approximately \$3.0 million and \$10.8 million of revenue recognized during the years ended December 31, 2019 and 2018, respectively, was included in the beginning contract liabilities balance.

Expected future amortization of our contract liabilities, net recorded as of December 31, 2019 is as follows (in thousands):

**For the twelve months ended December 31,**

2020.....	\$ 11,188
2021.....	9,095
2022.....	5,138
	<u>\$ 25,421</u>

*Deferred contract costs*

The Company’s deferred contract costs are mainly related to contract preparation and mobilization costs. Following are the details of the deferred contract costs (in thousands):

	December 31,	
	2019	2018
Current deferred contract costs.....	\$ 20,364	\$ 29,276
Non-current deferred contract costs.....	18,686	5,663
	<u>\$ 39,050</u>	<u>\$ 34,939</u>

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Significant changes in deferred contract costs during the year are as follows (in thousands):

	December 31,	
	2019	2018
Balance, beginning of year.....	\$ 34,939	\$ 53,155
Increase due to contractual additions.....	39,963	27,325
Decrease due to amortization of deferred contract costs.....	(35,852)	(45,496)
Decrease due to impairment of deferred contract costs.....	-	(45)
Balance, end of year.....	\$ 39,050	\$ 34,939

Certain non-contractual costs such as regulatory inspections, major equipment overhauls (including rig upgrades), and stacked rig activations are expensed, deferred or capitalized into property and equipment as appropriate and are not included in deferred contract costs.

**Note 5 — Variable Interest Entities**

The Company, through its wholly owned indirect subsidiary SDHL, is the primary beneficiary of four variable interest entities (“VIEs”) providing drilling related services which are Shelf Drilling Ventures (Malaysia) Sdn. Bhd. (“SDVM”), PT. Hitek Nusantara Offshore Drilling (“PT Hitek”), Shelf Drilling (Nigeria) Limited (“SDNL”) and Shelf Drilling Offshore Services Limited (“SDOSL”), and which are included in these consolidated financial statements. These VIEs are incorporated in jurisdictions where majority or significant foreign ownership of domestic companies is restricted or commercially incompatible with local content requirements. To comply with such foreign ownership and/or local content restrictions, the Company and the relevant local third parties, described further below, have established these VIEs and have contractual arrangements to convey decision-making and economic rights to the Company.

Following is the information about the third-party interests in the VIE as of both December 31, 2019 and 2018:

	Third party country of incorporation	Third party ownership percentage
SDVM.....	Malaysia	60%
PT Hitek.....	Indonesia	20%
SDNL.....	Nigeria	51%
SDOSL.....	Nigeria	20%

Each of the third parties listed above are not in a position to provide additional financing to their respective VIEs and do not participate in any gains or losses. Additionally, the Company has the power to direct the operating and marketing activities, which are the activities that most significantly impact each entity’s economic performance, and the Company is the primary beneficiary as it has the obligation to absorb losses and the right to receive a majority of the benefits of the VIEs. Therefore, the Company has determined that the VIEs meet the criteria to be presented as consolidated entities in the Company’s consolidated financial statements.

Following are revenues and operating costs and expenses of the VIEs for the years ended December 31, 2019, 2018 and 2017 (in thousands):

	SDVM	PT Hitek	SDNL	SDOSL	Total
<b>December 31, 2019:</b>					
Revenues.....	\$ -	\$ -	\$ 61,344	\$ -	\$ 61,344
Operating costs and expenses.....	(14)	2,563	55,035	9,107	66,691
<b>December 31, 2018:</b>					
Revenues.....	\$ -	\$ -	\$ 50,255	\$ -	\$ 50,255
Operating costs and expenses.....	451	2,964	57,495	5,151	66,061
<b>December 31, 2017:</b>					
Revenues.....	\$ -	\$ -	\$ 45,017	\$ -	\$ 45,017
Operating costs and expenses.....	603	2,291	37,840	5,133	45,867

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There are no material differences between the results of operations and cash flows of the consolidated company, inclusive of the VIEs listed above, then there would have been if the VIE operations were run out of a wholly owned subsidiary of the Company.

Following are the assets and liabilities of the VIEs as of December 31, 2019 (in thousands):

	<b>SDVM</b>	<b>PT Hitek</b>	<b>SDNL</b>	<b>SDOSL</b>	<b>Total</b>
<b>Assets</b>					
Cash and cash equivalents.....	\$ 12	\$ 107	\$ 542	\$ 29	\$ 690
Accounts and other receivables, net.....	-	1,019	16,389	-	17,408
Other current assets.....	-	1	125	761	887
<b>Total current assets.....</b>	<b>12</b>	<b>1,127</b>	<b>17,056</b>	<b>790</b>	<b>18,985</b>
Property and equipment, net.....	-	-	2,215	-	2,215
Other assets.....	15	91	8,397	592	9,095
<b>Total non-current assets.....</b>	<b>15</b>	<b>91</b>	<b>10,612</b>	<b>592</b>	<b>11,310</b>
<b>Total assets.....</b>	<b>27</b>	<b>1,218</b>	<b>27,668</b>	<b>1,382</b>	<b>30,295</b>
<b>Liabilities</b>					
Accounts payable.....	\$ -	\$ 85	\$ 5,960	\$ 178	\$ 6,223
Accrued income taxes.....	9	(1)	1,419	42	1,469
Other current liabilities.....	92	110	2,609	752	3,563
<b>Total current liabilities.....</b>	<b>101</b>	<b>194</b>	<b>9,988</b>	<b>972</b>	<b>11,255</b>
Other long-term liabilities.....	206	169	6,082	568	7,025
<b>Total long-term liabilities.....</b>	<b>206</b>	<b>169</b>	<b>6,082</b>	<b>568</b>	<b>7,025</b>
<b>Total liabilities.....</b>	<b>307</b>	<b>363</b>	<b>16,070</b>	<b>1,540</b>	<b>18,280</b>
<b>Carrying amount, net.....</b>	<b>\$ (280)</b>	<b>\$ 855</b>	<b>\$ 11,598</b>	<b>\$ (158)</b>	<b>\$ 12,015</b>

Following are the assets and liabilities of the VIEs as of December 31, 2018 (in thousands):

	<b>SDVM</b>	<b>PT Hitek</b>	<b>SDNL</b>	<b>SDOSL</b>	<b>Total</b>
<b>Assets</b>					
Cash and cash equivalents.....	\$ 17	\$ 8,469	\$ 862	\$ 101	\$ 9,449
Accounts and other receivables, net.....	-	1,170	19,360	-	20,530
Other current assets.....	1	190	416	1,283	1,890
<b>Total current assets.....</b>	<b>18</b>	<b>9,829</b>	<b>20,638</b>	<b>1,384</b>	<b>31,869</b>
Property and equipment, net.....	-	1,652	1,414	-	3,066
Other assets.....	25	19	320	517	881
<b>Total non-current assets.....</b>	<b>25</b>	<b>1,671</b>	<b>1,734</b>	<b>517</b>	<b>3,947</b>
<b>Total assets.....</b>	<b>43</b>	<b>11,500</b>	<b>22,372</b>	<b>1,901</b>	<b>35,816</b>
<b>Liabilities</b>					
Accounts payable.....	\$ 13	\$ 564	\$ 6,679	\$ 131	\$ 7,387
Accrued income taxes.....	-	-	1,617	208	1,825
Other current liabilities.....	46	721	2,388	717	3,872
<b>Total current liabilities.....</b>	<b>59</b>	<b>1,285</b>	<b>10,684</b>	<b>1,056</b>	<b>13,084</b>
Other long-term liabilities.....	367	146	1	447	961
<b>Total long-term liabilities.....</b>	<b>367</b>	<b>146</b>	<b>1</b>	<b>447</b>	<b>961</b>
<b>Total liabilities.....</b>	<b>426</b>	<b>1,431</b>	<b>10,685</b>	<b>1,503</b>	<b>14,045</b>
<b>Carrying amount, net.....</b>	<b>\$ (383)</b>	<b>\$ 10,069</b>	<b>\$ 11,687</b>	<b>\$ 398</b>	<b>\$ 21,771</b>

There are no material restrictions on distributions of the assets disclosed above, except for certain property and equipment which is pledged as collateral as discussed in Note 11 – Debt. Liability holders typically have recourse to the general credit of the Company when seeking to enforce settlement of liabilities. See Note 24 – Related Parties for additional discussion on the Company’s transactions with its VIEs.

**Note 6 — Property and Equipment**

Property and equipment as of December 31, 2019 and 2018 consisted of the following (in thousands):

	December 31,	
	2019	2018
Drilling rigs and equipment.....	\$ 1,616,625	\$ 1,497,716
Construction in progress.....	89,965	81,674
Spares.....	50,145	40,755
Land and building.....	2,178	1,354
Other.....	16,765	15,990
Total property and equipment.....	\$ 1,775,678	\$ 1,637,489
Less: Accumulated depreciation.....	(478,694)	(422,609)
Total property and equipment, net.....	\$ 1,296,984	\$ 1,214,880

**Capital Expenditures**

Total capital expenditures for the years ended December 31, 2019, 2018 and 2017 were \$219.9 million, \$95.8 million and \$334.7 million, respectively. During the year ended December 31, 2019, capital expenditures included \$176.0 million related to the two premium newbuild CJ46 jack-ups delivered in May 2019 (\$121.8 million of which was financed by the issuance of common shares – see Note 21 – Supplemental Cash Flow Information). During the year ended December 31, 2018, capital expenditures included \$75.9 million related to one premium jack-up rig delivered in July 2018. During the year ended December 31, 2017, capital expenditures included \$234.0 million related to three acquired rigs and \$92.2 million primarily related to the newbuild rig delivered in April 2017.

In December 2019, one of the two premium newbuild CJ46 jack-up rigs completed its readiness project and the rig costs were capitalized under “Drilling rigs and equipment” for a total of \$97.3 million. As of December 31, 2019, the other premium newbuild CJ46 jack-up rig was undergoing readiness projects and therefore costs of \$78.8 million were included as “Construction in progress”. A rig previously acquired in July 2018 completed its readiness project and the rig costs, along with the associated transaction costs, were capitalized under “Drilling rigs and equipment” for a total of \$82.4 million in 2019. As of December 31, 2018, this rig was under reactivation, and the acquisition costs along with the associated transaction and mobilization costs of \$75.9 million were included in “Construction in progress”.

On December 17, 2019, the Company entered into an asset purchase agreement to acquire one premium jack-up drilling rig from a third party for \$38.0 million. The rig was delivered during the first quarter of 2020.

**Sales and Disposals**

During the years ended December 31, 2019 and 2018, the Company sold four rigs and one rig, respectively, that were previously recorded as assets held for sale (see Note 7 – Assets held for sale). During the year ended December 31, 2017, the Company sold one stacked rig, the Adriatic IX, for \$4.3 million with a carrying value of \$1.4 million and associated disposal costs of \$0.2 million, which resulted in a gain on disposal of \$2.7 million.

Sales and disposals of other property and equipment with a net carrying value of \$3.1 million, \$3.1 million and \$3.3 million were sold for \$0.8 million, \$1.2 million and \$1.5 million which resulted in a loss on disposal of assets of \$2.3 million, \$1.9 million and \$1.8 million during the years ended December 31, 2019, 2018 and 2017, respectively.

**Note 7 — Assets held for sale**

As of December 31, 2019, the rigs Hibiscus, Randolph Yost and Trident 15 were recorded as assets held for sale. As of December 31, 2018, assets held for sale included the rigs Key Gibraltar, Adriatic X, Rig 124 and Comet. Assets held for sale are recorded at the lower of carrying value or fair value less costs to sell.

During the year ended December 31, 2019, the Company sold the Key Gibraltar, Adriatic X, Rig 124 and Comet with a combined carrying value of \$5.0 million for total net proceeds of \$8.2 million and recognized a gain of \$3.2 million. During the year ended December 31, 2018, the Company sold the Trident IX with a carrying value of \$1.7 million for net proceeds of \$1.9 million and recognized a gain of \$0.2 million. See also Note 9 – Loss on Impairment of Assets.

**Note 8 — Leases**

The Company has lease agreements principally for office and yard space, expatriate employee accommodations, vehicles and rig and office equipment with either cancellable or non-cancellable lease terms. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The leases typically are for periods ranging from one to six years and are spread across multiple geographical locations where the Company operates. Most leases include extension and/or termination options, where the exercise of the lease renewal options is at the Company's discretion. Certain lease agreements include payments that are adjusted periodically for inflation. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Short-term leases, with an initial term of 12 months or less, are not recorded on the consolidated balance sheet. Lease expense for short-term leases are recognized on a straight-line basis over the lease term. As of December 31, 2019, the Company did not have any finance leases.

**Operating right-of-use assets and operating lease liabilities**

Following are the details of the right-of-use assets and lease liabilities (in thousands):

	<b>December 31, 2019</b>
<b>Right-of-use assets</b>	
Other assets.....	\$ 25,696
<b>Lease liabilities</b>	
Other current liabilities.....	\$ 9,141
Other liabilities.....	17,449
	26,590

The Company signed agreements to bareboat charter two premium newbuild jack-up rigs, with an initial contract term of three years and options to extend the lease term or to buy one or both of the rigs, as part of the Transaction (as defined in Note 17 – Shareholder's Equity). The Company expects to take delivery of the two bareboat charter rigs in the first half of 2020 after the completion of final inspection and acceptance procedures and both leases will be recorded as operating right-of-use assets. The leased rigs, for which the Company is seeking new customer contracts, will require readiness projects and contract preparation before they can begin drilling operations, and these projects are expected to take several months. If the Company does not obtain a suitable customer contract for these rigs, the leased rig right-of-use assets may be subject to impairment testing in future periods. These operating leases provide for total lease payments of approximately \$16.4 million each to be paid over the respective lease terms. The Company has recorded \$1.2 million of accrued liabilities in the consolidated balance sheet as of December 31, 2019 for incurred but unpaid lease payments related to these agreements.

**Lease expense**

During the year ended December 31, 2019, total lease expense was \$13.9 million, of which \$7.6 million related to the operating lease right-of-use assets and \$6.3 million for short-term leases, respectively. An impairment loss on the right-of-use assets of \$1.1 million was recorded for the year ended December 31, 2019. See Note 9 – Loss on Impairment of Assets.

As of December 31, 2019, the following is the summary of the maturity of lease liabilities (in thousands):

<b>Years ending December 31,</b>	
2020.....	\$ 9,978
2021.....	7,749
2022.....	6,471
2023.....	3,791
2024.....	1,816
Thereafter.....	-
Total lease payments.....	\$ 29,805
Less: Interest.....	3,215
Present value of lease liabilities.....	\$ 26,590

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As of December 31, 2018, the future minimum rental payments under noncancelable operating leases were as follows (in thousands):

<b>Years ending December 31,</b>	
2019 .....	\$ 4,586
2020.....	3,829
2021.....	2,438
2022.....	1,818
2023.....	251
Thereafter.....	17
<b>Total lease payments.....</b>	<b>\$ 12,939</b>

As of December 31, 2019, the weighted-average remaining lease term and weighted average discount rate for operating lease right-of-use assets are as follows:

	<b>December 31, 2019</b>
<b>Lease term and discount rate</b>	
Weighted-average remaining lease term (years).....	3.71
Weighted-average discount rate.....	7.04%

During the year ended December 31, 2019, the Company paid \$7.0 million for amounts that have been included in the measurement of operating lease liabilities.

**Sale and Leaseback**

On October 10, 2015, two wholly owned subsidiaries of SDL, Shelf Drilling TBN I, Ltd and Shelf Drilling TBN II, Ltd (collectively, the “Lessee”), whose assets consisted solely of the two “fit-for-purpose” new build jack-up rigs under construction, entered into a combined \$296.2 million minimum and \$330.0 million maximum (“Purchase Price”) sale and leaseback financing transactions (the “Sale and Leaseback Transactions”) with Hai Jiao 1502 Limited and Hai Jiao 1503 Limited (collectively, the “Lessor”), wholly owned subsidiaries of Industrial and Commercial Bank of China Limited. In connection with these transactions, the Lessee executed bareboat charter agreements (the “Bareboat Charter Agreements”) with the Lessor to operate the newbuild rigs and to execute two drilling service contracts with Chevron for a period of 5 years.

On June 8, 2018, the Company issued a termination notice for the obligations under the Sale and Leaseback Transactions and agreed with the Lessor to reduce the notice period from 90 days to 30 days. Upon completion of the notice period on July 9, 2018, the then remaining principal balance outstanding under the obligations under the Sale and Leaseback Transactions of \$293.5 million was paid in full. The Company recorded \$6.0 million debt extinguishment costs in interest expense and financing charges in the consolidated statements of operations for the year ended December 31, 2018, primarily related to the \$5.9 million call premium. Additionally, the related requirement for a fully funded debt reserve account was released upon the termination of the Sale and Leaseback Transactions. The associated interest rate swap was terminated on June 21, 2018. See Note 19 – Derivative Financial Instrument.

The Company made rental payments related to the Sale and Leaseback Transactions of \$30.0 million and \$37.2 million, including interest of \$9.6 million and \$12.4 million, during the years ended December 31, 2018 and 2017, respectively. There were no sale and leaseback transactions during the year ended December 31, 2019.

**Note 9 — Loss on Impairment of Assets**

The Company assesses the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company determines the fair value of its asset groups by using the income approach and utilizing a weighted average cost of capital for certain assets with indicators for impairment. The estimate of fair value requires the Company to use significant unobservable inputs such as rig utilization, dayrates, operating expenses, overhead and major project costs, remaining useful life and salvage value, representing a Level 3 fair value measurement.

During the year ended December 31, 2019, the Company identified several indicators of impairment, including continuing crude oil price volatility, indicators of a global economic slowdown and prolonged inactive periods for certain rigs. Due to these and other factors, the Company assessed its long-lived assets for impairment and recorded a \$58.0 million impairment loss, on eight rigs and other long-lived assets, including three rigs classified as assets held for sale at December 31, 2019.

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During the years ended December 31, 2018 and 2017, the Company identified indicators of impairment which prompted the Company to assess its rigs for impairment. During the year ended December 31, 2018, the Company recorded an impairment loss of \$40.1 million on six of the Company's rigs, including four rigs classified as assets held for sale. During the year ended December 31, 2017, the Company recognized an impairment loss of \$34.8 million on four of its rigs.

Impairment losses during the years ended December 31, 2019, 2018, and 2017, were included in loss on impairment of assets in the consolidated statements of operations and primarily related to the Company's property and equipment. Impairment losses also included the write-off of current deferred costs of \$2.4 million, \$2.7 million and \$1.8 million and non-current deferred costs of \$3.8 million, \$2.7 million and \$2.9 million for the years ended December 31, 2019, 2018 and 2017, respectively. An impairment loss on the right-of-use assets of \$1.1 million was recorded for the year ended December 31, 2019. There were no such transactions during the years ended December 31, 2018 and 2017, respectively.

Further reductions in the number of new contract opportunities, dayrates, utilization rates or an increase in the global supply of jack-up drilling rigs or operating costs could require the Company to recognize additional impairment losses in future periods.

**Note 10 — Income Taxes**

**Tax Rate**

The provision for income taxes is based on the tax laws and rates applicable in the jurisdictions in which the Company operates and earns income or is considered resident for income tax purposes. Tax rates can vary significantly between jurisdictions. SDL is exempt from all income taxation in the Cayman Islands, its country of incorporation. The relationship between the provision for income taxes and the income or loss before income taxes can vary significantly from period-to-period considering, among other factors, (a) the overall level of income before income taxes, (b) changes in the blend of income that is taxed based on gross revenue rather than income before taxes, (c) rig movements between taxing jurisdictions and (d) changes in rig operating structures which may alter the basis on which the Company is taxed in a particular jurisdiction.

The annual effective tax rate for the Company's continuing operations was (9.5)%, (11.5)% and (25.0)% for the years ended December 31, 2019, 2018 and 2017, respectively.

**Income Tax Expense**

Income tax expense was \$13.0 million, \$14.0 million and \$14.3 million for the years ended December 31, 2019, 2018 and 2017, respectively. The components of the provisions for income taxes were as follows (in thousands):

	Years ended December 31,		
	2019	2018	2017
Current tax expense.....	\$ 11,941	\$ 15,709	\$ 16,564
Deferred tax expense / (benefit).....	1,038	(1,673)	(2,302)
Income tax expense.....	\$ 12,979	\$ 14,036	\$ 14,262

The following is a reconciliation of the differences between the income tax expense for the Company's operations computed at the Cayman statutory rate of zero percent and the Company's reported provision for income taxes (in thousands):

	Years ended December 31,		
	2019	2018	2017
Income tax expense at the Cayman statutory rate.....	\$ -	\$ -	\$ -
Taxes on earnings subject to rates different than Cayman statutory rate.....	15,839	13,143	15,257
Change in reserve for uncertain tax positions.....	(1,499)	7,753	(207)
Adjustments to prior year tax liabilities or receivables.....	(1,199)	(7,882)	(788)
Other.....	(162)	1,022	-
Income tax expense.....	\$ 12,979	\$ 14,036	\$ 14,262

**Deferred Taxes**

The Company's deferred tax assets include subsidiary level net operating loss carry-forwards which are expected to be utilized in future periods. To the extent that insufficient taxable income is generated by the relevant subsidiaries in future years to fully utilize these net operating loss carry-forwards, any remaining carry-forwards will expire by 2027.

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The Company's deferred tax liabilities as of December 31, 2019 and 2018 include liabilities related to differences in the carrying value of certain assets for financial reporting purposes versus the basis of such assets for income tax reporting purposes, primarily due to accelerated depreciation for income tax purposes. The Company's deferred tax liabilities as of December 31, 2019 and 2018 also include liabilities related to the future income tax cost of repatriating the unremitted earnings of certain subsidiaries that are not indefinitely reinvested or that will not be indefinitely reinvested in the future. If unforeseen law changes or other facts and circumstances cause a change in expectations regarding the future tax cost of repatriating these earnings, the resulting adjustments to the deferred tax balances could have a material effect on the Company's consolidated financial statements. As of December 31, 2019, and 2018, there are no unremitted earnings of any subsidiary that the Company considered permanently reinvested.

The significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2019	2018
<b>Deferred tax assets</b>		
Net operating loss carry-forwards of subsidiaries.....	\$ 5,640	\$ 4,485
Valuation allowance.....	(2,908)	(1,959)
	<u>\$ 2,732</u>	<u>\$ 2,526</u>
<b>Deferred tax liabilities</b>		
Depreciation .....	\$ 2,931	\$ 1,490
Unremitted earnings.....	2,252	2,449
	<u>\$ 5,183</u>	<u>\$ 3,939</u>

Deferred tax assets are recorded net of any valuation allowances. Changes in the Company's estimates and assumptions used to determine the valuation allowance, including any changes in applicable tax laws or tax rates, may impact the Company's ability to recognize the underlying deferred tax assets and could require future adjustments to the valuation allowances.

The \$0.9 million increase in the valuation allowance was primarily the result of 2019 net operating losses that can be carried forward but are not likely to be utilized in the future due to insufficient estimated future taxable income at relevant subsidiaries, partially offset by a decrease in certain valuation allowances due to an increase in the realizability of prior year net operating loss carryforwards due to an increase in estimated future taxable income at relevant subsidiaries due to recent contract extensions.

**Liabilities for Uncertain Tax Positions**

The Company has tax liabilities related to various tax positions that have been taken on the tax returns of certain subsidiaries that have resulted in a reduction in tax liabilities for those subsidiaries. In management's judgment, these tax positions are "uncertain" in that they are likely to be successfully challenged by the relevant tax authorities in the future.

The changes to liabilities for uncertain tax positions were as follows (in thousands):

	December 31,		
	2019	2018	2017
Balance, beginning of year.....	\$ 10,001	\$ 2,248	\$ 2,455
Reductions for prior period tax positions.....	(2,153)	-	(273)
Reductions related to statute of limitation expirations.....	-	(400)	(81)
Additions for current period tax positions.....	654	8,153	147
Balance, end of year.....	<u>\$ 8,502</u>	<u>\$ 10,001</u>	<u>\$ 2,248</u>

As of December 31, 2019 and 2018, if recognized, the liability for uncertain tax positions per the table above would impact the Company's effective tax rate.

The Company recognizes any interest and penalties related to uncertain tax positions as a component of income tax expense. Interest and penalties related to uncertain tax positions were a benefit of \$0.1 million, an expense of \$(1.0) million and zero for the years ended December 31, 2019, 2018 and 2017, respectively. As of December 31, 2019, and 2018, the Company had \$0.9 million and \$1.0 million of accrued interest and penalties related to uncertain tax positions recorded as other long-term liabilities.

Liabilities for uncertain tax positions may change from year-to-year based on various factors, including, but not limited to, favorable or unfavorable resolution of tax audits or disputes, expiration of relevant statutes of limitations, changes in tax laws or

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changes to the interpretation of existing tax laws due to new legislative guidance or court rulings, or new uncertain tax positions taken on recently filed tax returns. Although the Company has recorded liabilities against all tax benefits resulting from tax positions which, in management's judgment, are more likely than not to be successfully challenged by the relevant tax authorities in the future, the Company cannot provide assurance as to the final tax liability related to its tax positions as it is not possible to predict with certainty the ultimate outcome of any related tax disputes. Thus, it is reasonably possible that the ultimate tax liabilities related to such tax positions could substantially exceed recorded liabilities related to such tax positions, resulting in a material adverse effect on the Company's earnings and cash flows from operations.

**Tax Returns and Examinations**

The Company is currently subject to or expects to be subject to income tax examinations in various jurisdictions where the Company operates or has previously operated. If any tax authority successfully challenges the Company's tax positions, including, but not limited to, tax positions related to the tax consequences of various intercompany transactions, the taxable presence of the Company's subsidiaries in a given jurisdiction, the basis of taxation in a given jurisdiction (such as deemed profits versus actual profits), or the applicability of relevant double tax treaty benefits to certain transactions; or should the Company otherwise lose a material tax dispute in any jurisdiction, the Company's income tax liability could increase substantially and the Company's earnings and cash flows from operations could be materially adversely affected. As of December 31, 2019, income tax periods from 2013 through 2019 remain open for examination in many of the Company's jurisdictions.

**Note 11 — Debt**

Debt is comprised of the following (in thousands):

	December 31,	
	2019	2018
8.25% Senior Unsecured Notes, due February 15, 2025 .....	\$ 889,540	\$ 887,764
Revolving Credit Facility, due April 30, 2023 .....	35,000	-
	\$ 924,540	\$ 887,764

The following is a summary of scheduled long-term debt maturities by year (in thousands):

**For the years ending December 31,**

2020.....	\$ -
2021.....	-
2022.....	-
2023.....	35,000
2024.....	-
Thereafter.....	900,000
Total debt.....	\$ 935,000

The following tables provide details of principal amounts and carrying values of debt (in thousands):

	8.25% Senior Unsecured Notes, due February 2025		Revolving Credit Facility, due April 2023	
	December 31,		December 31,	
	2019	2018	2019	2018
Principal amount.....	\$ 900,000	\$ 900,000	\$ 35,000	\$ -
Unamortized debt issuance costs.....	(12,907)	(15,051)	-	-
Unamortized premium.....	2,447	2,815	-	-
Carrying value.....	\$ 889,540	\$ 887,764	\$ 35,000	\$ -

The total unamortized debt issuance costs for the Revolving Credit Facility, due April 2023 were \$3.7 million and \$4.8 million as of December 31, 2019 and 2018, respectively recorded under other assets on the consolidated balance sheets.

**8.25% Senior Unsecured Notes, due February 2025**

On February 7, 2018, SDHL completed the issuance of \$600.0 million of new 8.25% Senior Unsecured Notes due February 15, 2025 (the "8.25% Senior Unsecured Notes") issued at par. SDHL received net proceeds of \$589.3 million, after deduction of \$10.7 million of fees and expenses which were capitalized and are being amortized over the life of the debt. The Company used the

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net proceeds to purchase and cancel or redeem \$502.8 million of 9.5% Senior Secured Notes and \$30.4 million of 8.625% Senior Secured Notes, due November 1, 2018.

On June 19, 2018, SDHL completed the issuance of an additional \$300.0 million of 8.25% Senior Unsecured Notes at an issue price of 101% for total gross proceeds of \$303.0 million, including a \$3.0 million premium. SDHL received net proceeds of \$297.2 million, after the deduction of \$5.8 million of fees and expenses which are capitalized and amortized over the life of the debt. The Company used the net proceeds to repay the \$25.4 million aggregate principal amount of the SDA facility (defined below) including the accrued interest, and the remaining proceeds were placed in an escrow account. These funds, along with cash on hand, were used for the full repayment of the obligations under sale and leaseback on July 9, 2018 (see Note 8 – Leases).

There have been no changes in the covenants or obligations associated with the issuance of the additional \$300.0 million 8.25% Senior Unsecured Notes. As a result of the issuance of the additional \$300.0 million of 8.25% Senior Unsecured Notes, SDL and all subsidiaries related to the newbuild rigs became guarantors.

Interest on the 8.25% Senior Unsecured Notes accrues from February 7, 2018 at a rate of 8.25% per year and is payable semi-annually in arrears on February 15 and August 15 of each year, beginning August 15, 2018. The effective interest rate on the 8.25% Senior Unsecured Notes due February 15, 2025 is 8.54%.

SDHL’s obligations under the 8.25% Senior Unsecured Notes are guaranteed by the majority of SDHL’s subsidiaries (collectively, the “Note Guarantors”), subject to certain exceptions. The 8.25% Senior Unsecured Notes, and the related guarantee of payment by SDHL and the Note Guarantors:

- rank senior in right of payment to any of SDHL’s and the Note Guarantors’ existing and future subordinated indebtedness, if any;
- rank pari passu in right of payment with all existing and future senior unsecured indebtedness of SDHL and the Note Guarantors;
- are effectively subordinated to all existing and future secured indebtedness of SDHL and the Note Guarantors, to the extent of the value of the assets securing such indebtedness and
- are structurally subordinated to all existing and future indebtedness, including the sale and leaseback transaction, preferred stock and other liabilities, including trade payables, of any non-guarantor subsidiaries of SDHL.

At any time prior to February 15, 2021, SDHL is entitled to redeem the notes, in whole or in part at a price equal to 100% of the principal amount plus accrued and unpaid interest and the Applicable Premium (as defined in the indenture). SDHL may also redeem the notes of up to 35% of the aggregate principal amount at a redemption price of 108.25% plus accrued and unpaid interest from the net cash proceeds from one or more qualified equity offerings.

On or after February 15, 2021, SDHL may redeem the 8.25% Senior Unsecured Notes, in whole or part, at the redemption prices set forth below, together with accrued and unpaid interest up to and including the redemption date.

Period	Redemption Price
Between February 15, 2021 and February 14, 2022.....	106.188%
Between February 15, 2022 and February 14, 2023.....	104.125%
Between February 15, 2023 and February 14, 2024.....	102.063%
On or after February 15, 2024.....	100.000%

If SDHL experiences a change of control, as defined in the indenture governing the 8.25% Senior Unsecured Notes and a decrease in the rating of the 8.25% Senior Unsecured Notes by both Moody’s Investors Services (“Moody’s”) and Standard & Poor’s Financial Services LLC (“S&P’s”) by one or more gradations, it must offer to repurchase the 8.25% Senior Unsecured Notes at an offer price in cash equal to 101% of their principal amount, plus accrued and unpaid interest.

**Revolving Credit Facility, due April 2023**

On February 24, 2014, SDHL entered into a revolving credit facility, which was subsequently amended on January 9, 2017, June 4, 2018 and in related side letters, including the May 9, 2019 side letter discussed further below (“SDHL Revolver”). The SDHL Revolver has a facility of \$225 million, which can be drawn as cash, letters of credit or bank guarantees, or a mixture of cash, letters of credit and guarantees, subject to the satisfaction of contractual conditions set forth in the underlying credit agreement. All borrowings under the SDHL Revolver mature on April 30, 2023 and letters of credit and bank guarantees issued under the SDHL Revolver expire no later than five business days prior to April 30, 2023. The facility is cancellable by SDHL at any time with no penalty or premium.

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SDHL's obligations under the SDHL Revolver are guaranteed by the majority of SDHL's subsidiaries (collectively, the "Guarantors"), subject to certain exceptions. The obligations of the Guarantors are secured by liens on the rigs and other assets owned by the Guarantors.

Interest for the SDHL Revolver was based on the London inter-bank offered rate, subject to certain adjustments ("Adjusted LIBOR"), a margin based on credit ratings of the Company or its subsidiaries by S&P's and Moody's ("Applicable Margin") and/or the highest of the prime rate, the federal funds rate plus 0.5% per year, or the one-month Adjusted LIBOR rate plus 1.00% ("Alternative Base Rate") as discussed further below.

The SDHL Revolver also contains various customary restricted covenants, described further below, including limitations on the Company's leverage ratio, subject to certain specific add-backs and adjustments as outlined in the SDHL Revolver ("Total Net Leverage Ratio"). There are certain contractual limitations which restrict the Company's ability to draw down the available balance of the SDHL Revolver, including but not limited to prohibiting draw down while an event of default or material adverse event is ongoing and requiring that the Company be in compliance with its financial covenant obligations both before and after the draw down.

The June 4, 2018 amendment of the SDHL Revolver, effective June 19, 2018, introduced various changes to the terms, which, among other things (i) extended the maturity date from April 30, 2020 to April 30, 2023; (ii) increased the facility amount from \$160 million to \$225 million; (iii) changed the Applicable Margin into a range from a maximum of 5.0% per year to a minimum of 3.0% per year for borrowings at the Adjusted LIBOR Rate and from a maximum of 4.0% per annum to a minimum of 2.0% per year for borrowings at the Alternate Base Rate; (iv) changed the Total Net Leverage Ratio to not greater than 4.75:1 for any test period ending on or prior to December 31, 2019, 4.5:1 for any test period after January 1, 2020 and ending on or prior to December 31, 2020 and 4.0:1 for any test period thereafter; (v) required the collateral rig market values to equal or exceed 140% of the aggregate amount of all revolving commitments, and (vi) made SDL a guarantor. Additionally, in accordance with the amendment, the Applicable Margin is now calculated based on the higher of either the Total Net Leverage Ratio of SDL or the Total Net Leverage Ratio of SDHL. As of December 31, 2019, the Applicable Margin was 4.5% per year for borrowings at the Adjusted LIBOR Rate.

The LIBOR rate is expected to be phased out after 2021, and a substitute benchmark rate, such as the Secured Overnight Financing Rate ("SOFR") or another benchmark rate, will be selected by our lenders in consultation with the Company. This substitute rate could vary from LIBOR and could exhibit increased volatility.

After the closing of the Transaction (as defined in Note 17 – Shareholder's Equity), the Company successfully implemented the following amendments, dated May 9, 2019, to the SDHL Revolver: (i) change the Total Net Leverage Ratio requirement to not be greater than 5.0:1 for any test period ending on or prior to December 31, 2019 and December 31, 2020, and 4.0:1 for any test period thereafter and (ii) provide restriction on dividend payments through April 30, 2023 if the total net leverage ratio exceeds 4.50:1.00.

As of December 31, 2019, the Company owed \$35.0 million and as of December 31, 2018, the Company had no outstanding borrowings under the SDHL Revolver. The Company issued bank guarantees and performance bonds totaling \$9.9 million and \$8.6 million as of December 31, 2019 and 2018, respectively, against the SDHL Revolver.

Interest on the borrowings of the SDHL Revolver was approximately 6.5% per year as of December 31, 2019 and is payable quarterly. These borrowings are currently classified as a long-term liability on the Company's consolidated balance sheets. Participation fees accrue on financial letters of credit and bank guarantees at the Applicable Margin for borrowings at the Adjusted LIBOR Rate and on non-financial letters of credit and bank guarantees at 50% of the Applicable Margin for borrowings at the Adjusted LIBOR Rate. SDHL is liable to pay a commitment fee to the administrative agent on the daily unused amount of the SDHL Revolver at 35% of the Applicable Margin for borrowings at the Adjusted LIBOR Rate.

In January 2020, the Company completed the acquisition of a premium jack-up rig, which was renamed Shelf Drilling Enterprise, from a subsidiary of Maersk Drilling for a purchase price of \$38.0 million (see Note 6 – Property and Equipment). The rig is currently undergoing a contract preparation and operation readiness project for a 21-month contract in the Gulf of Thailand expected to begin in August 2020. The Company drew down an additional \$35.0 million under the SDHL Revolver, at a 6.4% interest rate, in January 2020 to partially fund the acquisition and subsequently drew down a further \$20.0 million in February 2020, at a 6.2% interest rate, to fund general working capital needs following the completion of several projects in 2019. On February 21, 2020, the Company closed a private offering of \$80.0 million aggregate principal amount of 8.750% Senior Secured Notes due 2024 (the "Notes") to replenish its liquidity following the acquisition of the Shelf Drilling Enterprise and to finance the remaining reactivation and upgrade costs associated with the deployment of the rig in advance of the contract commencement. On February 26, 2020, the Company repaid \$35.0 million in borrowings under the SDHL Revolver associated with the new rig purchase using the proceeds from the Notes. As of March 2, 2020, the outstanding borrowing under the SDHL Revolver was \$55.0 million.

**Unsecured overdraft facility**

On April 26, 2017, Shelf Drilling (Egypt) Limited, a wholly owned subsidiary of the Company, entered into a \$5 million equivalent of foreign currency unsecured and uncommitted credit facility. The facility is available in foreign currency to finance the

subsidiary's running expenses, overheads and payments to suppliers. Interest is paid monthly on the drawn balance and is calculated using the Central Bank of Egypt Mid Corridor rate plus 3% per annum. An additional stamp duty of 0.2% per annum is to be paid quarterly on actual utilization. As of both December 31, 2019 and 2018, the Company had no outstanding borrowings under the Unsecured overdraft facility.

#### **9.5% Senior Secured Notes, due November 2020**

On January 12, 2017, SDHL completed the issuance and sale of \$502.8 million aggregate principal amount of 9.5% Senior Secured Notes, due November 2, 2020 (the "9.5% Senior Secured Notes"). The 9.5% Senior Secured Notes were sold in exchange and cancellation of \$444.6 million aggregate principal amount of 8.625% Senior Secured Notes (of which \$28.5 million was a principal payment in cash), and \$86.8 million in exchange for partial settlement of the \$350 million term loan entered into on October 8, 2013 (the "Midco Term Loan"). As a result of this transaction, SDHL incurred \$8.1 million of debt issuance cost, recorded as a reduction to the carrying value of the debt, and which was amortized over the term using the effective interest rate. Interest on these notes accrued from January 12, 2017 at a rate of 9.5% per year and was payable semi-annually on May 1 and November 1 of each year, beginning May 1, 2017.

In February 2018, the Company fully settled the outstanding \$502.8 million of 9.5% Senior Secured Notes. The Company recognized a loss of \$18.8 million associated with this debt extinguishment, which included a \$6.1 million write-off of unamortized debt issuance costs, redemption premium of \$12.2 million and professional fees of \$0.5 million. These transactions were recorded in interest expense and financing charges during the year ended December 31, 2018. The total amortization of debt issue costs during the year ended December 31, 2018 was \$0.2 million.

#### **8.625% Senior Secured Notes, due November 2018**

On January 12, 2017, the Company cancelled \$444.6 million aggregate principal amount of 8.625% Senior Secured Notes due November 1, 2018 (the "8.625% Senior Secured Notes") in exchange for \$416.1 million aggregate principal amount of 9.5% Senior Secured Notes and a principal payment of \$28.5 million in cash. For the year ended December 31, 2017, the Company recognized a loss of \$13.7 million associated with this debt extinguishment, which included the \$7.5 million write-off of the original unamortized debt issuance cost, an incentive fee of \$5.7 million paid to the lenders and legal fees of \$0.6 million. These transactions were recorded in interest expense and financing charges during the year ended December 31, 2017.

In February 2018, the Company fully settled the outstanding \$30.4 million of 8.625% Senior Secured Notes. The Company recognized a loss of \$0.2 million associated with this debt extinguishment which included the write-off of unamortized debt issuance costs, premium to tender and professional fees. These transactions were recorded under interest expense and financing charges during the year ended December 31, 2018.

#### **Senior Secured Credit Facility, due March 2020**

On December 21, 2017, Shelf Drilling Asset III, Ltd ("SDAIII"), a wholly owned subsidiary of the Company, entered into a \$75 million senior secured credit facility due March 31, 2020 (the "SDA Facility"). The SDA Facility included a \$50 million guarantee facility, which could be used for issuing bank guarantees, and a \$25 million term loan facility, which could be used to fund the upgrade and capital expenditures for two of the premium jack-up drilling rigs acquired in 2017. The Company incurred total debt issuance costs of \$1.3 million for the term loan facility and guarantee facility.

On March 27, 2018, the Company drew \$25 million under the SDA Facility. On June 19, 2018, the Company fully settled the outstanding \$25 million SDA Facility using the proceeds from the issuance of the additional \$300.0 million of 8.25% Senior Unsecured Notes and transferred the outstanding bank guarantees to the SDHL Revolver. The Company recognized a total loss on debt extinguishment of \$1.1 million which was recorded during the year ended December 31, 2018, primarily related to the write-off of the unamortized debt issuance costs.

#### **Term Loan Facility, due October 2018**

On January 12, 2017, the Company fully settled the outstanding \$350 million Midco Term Loan for an aggregate consideration of \$339.2 million, which included the issuance of \$166.7 million of SDL Preferred Shares to certain equity Sponsors (see Note 16 - Mezzanine Equity), issuance of \$86.7 million aggregate principal amount of 9.5% Senior Secured Notes and \$85.8 million in cash.

The Company recognized a total loss on debt extinguishment of \$2.0 million, which included \$5.1 million for legal fees (of which \$1.5 million was incurred in December 2016), \$4.3 million for the write-off of the unamortized original issue discount and \$3.4 million for the write-off of the unamortized debt issuance cost, partly offset by the \$10.8 million settlement gain.

### **Terms Common to All Indebtedness**

The 8.25% Senior Unsecured Notes Indenture and the SDHL Revolver contain customary restrictive covenants. These agreements also contain a provision under which an event of default by SDHL or by any restricted subsidiary on any other indebtedness exceeding \$25 million would be triggered if such default: a) is caused by failure to pay the principal or interest when due after the applicable grace period, or b) results in the acceleration of such indebtedness prior to maturity.

The 8.25% Senior Unsecured Notes Indenture and the SDHL Revolver contain covenants that, among other things, limit SDHL's ability and the ability of their restricted subsidiaries in connection with:

- Incurrence of new indebtedness or equivalent;
- Restricted payments;
- Disposal of assets;
- Incurrence of new liens;
- Certain transactions with affiliates;
- Consolidation, merger and transfer of assets and
- Impairment of security interest.

The 8.25% Senior Unsecured Notes Indenture and the SDHL Revolver also contain standard events of default. The Company was in compliance with all covenants of its debt agreements as of December 31, 2019.

### **Interest Expense**

Interest expense, including the amortization of debt issuance costs, amortization of discount and premium and interest on sale and leaseback, was \$77.5 million, \$77.2 million and \$66.6 million for the years ended December 31, 2019, 2018 and 2017, respectively. The interest expense for the year ended December 31, 2017 was net of capitalized interest of \$4.7 million. No interest was capitalized during the years ended December 31, 2019 and 2018, respectively.

## **Note 12 — Employee Benefit Plans**

### **Retention Plans**

The Company sponsors cash incentive programs for certain employees. The plans generally vest over a period ranging from one to two years, and associated payouts are made upon vesting, provided the participant is still employed by the Company. The Company recorded \$2.7 million, \$2.3 million and \$3.1 million expense under the plans for the years ended December 31, 2019, 2018 and 2017, respectively. The estimated total cash payments under the retention plans in 2020 are \$3.5 million.

### **Defined Contribution Plans**

The Company sponsors several defined contribution plans for certain employees in various jurisdictions. These plans are governed by statutory laws, union agreements and/or Company policy, as appropriate. These plans include various plans under international jurisdictions. These plans include Company matching amounts, based on jurisdiction, and other Company payments, which may be based on job category or years of service. The Company has no further obligations for these plans and the Company's contributions are expensed as incurred. The Company recorded \$8.6 million, \$7.7 million and \$7.0 million expense under the defined contribution plans for the years ended December 31, 2019, 2018 and 2017, respectively.

### **Defined Benefit Postemployment Plans**

#### *Employee End of Service Plans*

The Company offers end of service plans to employees in certain countries in accordance with the labor laws in these countries or the Company policy. Countries for which management estimates that the liabilities are significant in amount are subject to an analysis which considers specific actuarial assumptions. The discount rate used in the analyses ranged from 3.0% to 14.5%, for the year ended December 31, 2019. The discount rate ranged from 4.4% to 19.0% for the year ended December 31, 2018 and from 3.7% to 17.5% for the year ended December 31, 2017. The assumed average annual rate of compensation increase ranged from 2.0% to 5.0% for each of the years ended December 31, 2019, 2018 and 2017.

The Company has recorded \$4.5 million, \$2.9 million and \$4.8 million in expense related to employee end of service plans for the years ended December 31, 2019, 2018 and 2017, respectively. The Company recorded obligations for these plans of \$1.4 million and \$1.2 million in other current liabilities, and \$11.4 million and \$9.1 million in other long-term liabilities on the consolidated balance sheets as of December 31, 2019 and 2018, respectively. The Company makes cash payments whenever the departure of an employee triggers the requirement to pay under local labor laws or Company policies.

### *Defined Benefit Plan*

Certain employees are eligible for defined benefits under a Company plan and these benefits are fully vested. The employee's benefit amount is calculated based on the employee's base salary and various other factors, as outlined in the plan. Benefits are paid in a single lump sum cash payment when a participant is no longer employed by the Company.

The plan does not have any assets, nor does the Company intend to fund the plan. Amounts expected to be paid under the defined benefit plan are determined based on actuarial assumptions. The discount rates used in the analysis were 2.62%, 4.08%, and 2.95% for the years ended December 31, 2019, 2018 and 2017, respectively. The Company immediately recognizes any gains and losses from this plan.

The Company recorded \$0.3 million, \$0.1 million and \$0.1 million expense in other, net on the consolidated statements of operations related to this plan for the years ended December 31, 2019, 2018 and 2017, respectively. The Company recorded obligations for this plan of \$0.5 million and \$0.7 million in other current liabilities, and \$2.3 million and \$2.2 million in other long-term liabilities on the consolidated balance sheets as of December 31, 2019 and 2018, respectively.

## **Note 13 — Commitments and Contingencies**

### **Legal Proceedings**

The Company is involved in various claims and lawsuits in the normal course of business.

In July 2015, the Company entered into a Bareboat Charter Agreement ("Agreement") with Offshore Drilling Solutions Ltd. ("Original Charterer") for the intended use of the rig under a drilling contract with Furie Operating Alaska, LLC ("Furie") to operate and drill in Alaska. Furie, Cornucopia Oil & Gas Company LLC ("Cornucopia") and Corsair Oil & Gas LLC ("Corsair") hold the ownership interests in the said drilling wells and Furie was the operator of the wells. By a Deed of Guarantee in July 2015, Deutsche Oel und Gas ("Guarantor"), the parent company of Cornucopia and the sole member and owner of Furie, guaranteed the obligations of the Original Charterer under the Agreement for securing the payments of future chartering costs of the Company rig by Furie.

The Agreement with the Original Charterer was assigned to Kadmas Limited ("Kadmas") in November 2015. Kadmas breached the terms of the Agreement by failing to pay the Company amounts owed. An amount of \$11.0 million plus accrued interest and all reasonable expenses, costs and attorney's fees incurred by the Company was owed as of June 2018. In addition to this, the Company is owed an additional \$23,000 per day from July 2018 through February 2019.

A subsidiary of the Company filed a lawsuit in June 2018 before the Superior Court for the State of Alaska in Anchorage, against Furie, Cornucopia, Corsair and Furies' lender, Energy Capital Partners Mezzanine Opportunities Fund, LP ("ECP"), (collectively "Defendants") in relation to various alleged breaches by the Defendants. On August 16, 2018, the Company exercised its right to terminate the Agreement on account of payment default by the Original Charterer. A corresponding notice was issued demanding Guarantor to perform the payment obligations of Original Charterer under the Agreement.

An arbitration proceeding was initiated against the Guarantor in November 2018. Aside from the arbitration proceedings against the Guarantor, the Company reserves the right in the future to pursue legal action against the Original Charterer. With regards to the arbitration proceedings, the Company is seeking an order of payment from the Guarantor in respect of the unpaid hire charges to the end of the period. At the case management hearing held on July 26, 2019, the arbitration tribunal outlined the timetable for the arbitration process, including a hearing date tentatively set in March 2020.

Furie, Cornucopia and Corsair, filed on August 09, 2019 for voluntary chapter 11 bankruptcy petitions (reorganization proceedings) in Delaware, USA. Due to the bankruptcy filing, there is an automatic stay on the Alaska proceedings against Furie, Cornucopia and Corsair. In the Alaska case hearing held on August 29, 2019, the Company indicated its intention to proceed with the case against ECP. The bankruptcy petitions are in their initial stages, with attempts by the debtors and their lenders (including ECP affiliates) to take all assets for the sole benefit of lenders. The Company is actively engaged with its external counsel to oppose these efforts.

The resolution of these legal proceedings by the Company is not expected to have a material adverse impact on the results of operations, as the Company has ceased revenue recognition from May 2017 for this Agreement and recorded a \$1.5 million provision against the total outstanding receivable due from Kadmas.

## **Insurance**

The Company's hull and machinery, property, cargo and equipment and excess liability insurance consists of commercial market policies that the Company renewed on November 30, 2019 for one year. The Company periodically evaluates its risks, insurance limits and self-insured retentions. As of December 31, 2019, the insured value of the Company's drilling rig fleet was \$1.9 billion.

### *Hull and Machinery Coverage*

As of December 31, 2019, under the Company's hull and machinery insurance policies, the Company maintained a \$5 million deductible per occurrence, with no deductible in the event of loss greater than 75% of the insured value of the rig. The Company also has insurance coverage for costs incurred for wreck removal for the greater of 25% of the rig's insured value or \$20 million (plus an additional \$25 million per occurrence). The hull and machinery policy also covers war risk, which is cancellable either immediately or with 7 days' notice by the underwriters in certain circumstances. To protect against this cancellation risk, the Company also insures, through commercial market policies, a Political Risks Policy covering acts of war and terrorism with a \$250,000 deductible per occurrence (an additional \$2.75 million in certain countries) and a limit of \$300 million (including \$125 million limit applicable to only certain countries).

### *Excess Liability Coverage*

As of December 31, 2019, the Company carried \$400 million of commercial market excess liability coverage, exclusive of the deductibles, which generally covered onshore and offshore risks such as personal injury, third-party property claims, and third-party non-crew claims, including pollution from the rig and non-owner aviation liability. The Company's excess liability coverage generally has a \$1 million deductible per occurrence.

As of December 31, 2019, the Company also carried \$100 million of additional insurance per occurrence that generally covered expenses that would otherwise be assumed by the well owner, such as costs to control the well, re-drill expenses and pollution from the well. This additional insurance provides coverage for such expenses in circumstances in which the Company has a legal or contractual liability arising from gross negligence or willful misconduct. The deductible is \$1 million per occurrence.

### *Self-Insured Medical Plan*

The Company provides self-insured medical plans to certain employees in certain jurisdictions, subject to exclusions and limitations.

The Company offers a self-insured medical plan for certain U.S. resident rig-based expatriate employees and their eligible dependents to provide medical, vision, dental within the U.S. The maximum potential liability as of December 31, 2019 related to the plan is \$2.4 million, as the Company is reinsured for the claims in excess of that amount by a third-party insurance provider.

The Company also offers a self-insured medical plan to provide medical coverage for certain employees represented by labor unions and work under collective bargaining agreements, and their eligible dependents. The Company is fully responsible for eligible claims.

### *Directors' and officers' liability insurance*

The Company has purchased and maintains a \$50 million directors' and officers' liability policy for the benefit of any director or officer in respect of any loss or liability attached to him or her in respect of negligence, default, breach of duty or breach of trust. The deductible under this policy varies based on the type of claim, but can be as high as \$1.5 million per occurrence.

## **Surety Bonds and Other Bank Guarantees**

It is customary in the contract drilling business to have various surety bonds in place that secure customs obligations relating to the temporary importation of rigs and equipment and certain contractual performance and other obligations.

The Company has surety bond facilities in either U.S. dollars or local currencies of approximately \$91.3 million provided by several banks to guarantee various contractual, performance, and customs obligations. The Company entered into these facilities in India, Egypt, UAE, Saudi Arabia and Nigeria. The outstanding surety bonds were \$59.4 million and \$52.9 million as of December 31, 2019 and 2018, respectively.

In addition, the Company had outstanding bank guarantees and performance bonds amounting to \$9.9 million and \$8.6 million as of December 31, 2019 and 2018, respectively, against the SDHL Revolver.

Therefore, the total outstanding bank guarantees and surety bonds issued by the Company were \$69.3 million and \$61.5 million as of December 31, 2019 and 2018, respectively. These bank guarantees and surety bonds expire over the next four years.

**Note 14 — Fair Value of Financial Instruments**

The carrying amounts of the Company’s financial instruments, which include cash and cash equivalents, accounts receivable, restricted cash, accounts payable, accrued liabilities and operating lease liabilities, approximate their fair market values due to the short-term nature of the instruments.

The following table represents the estimated fair value and carrying value of the long-term debt (in thousands):

	December 31, 2019		December 31, 2018	
	Carrying value	Estimated fair value	Carrying value	Estimated fair value
8.25% Senior Unsecured Notes, due February 15, 2025.....	\$ 889,540	\$ 859,536	\$ 887,764	\$ 782,757
Revolving Credit Facility, due April 2023.....	35,000	35,000	-	-
	\$ 924,540	\$ 894,536	\$ 887,764	\$ 782,757

The Company’s long-term debt includes the outstanding balances under the 8.25% Senior Unsecured Notes and the SDHL Revolver. The estimated fair value of the 8.25% Senior Unsecured Notes was determined using quoted market prices or Level 1 inputs. The Company believes the \$35.0 million carrying value of the borrowing under the SDHL Revolver approximates the fair value due to the terms of the SDHL Revolver, including its variable interest rate.

As of December 31, 2019, the estimated fair value of the 8.25% Senior Unsecured Notes excludes unamortized debt issuance costs and unamortized premium of \$12.9 million and \$2.4 million, respectively, and as of December 31, 2018, \$15.1 million and \$2.8 million, respectively. See Note 11 – Debt.

Derivative financial instruments were measured at fair value on a recurring basis using Level 2 inputs. See Note 19 – Derivative Financial Instruments.

**Note 15 — Interest Rate, Foreign Currency and Credit Risk**

**Interest Rate Risk**

Financial instruments that potentially subject the Company to concentrations of interest rate risk include cash and cash equivalents and debt. Exposure to interest rate risk may occur in relation to cash and cash equivalents, as the interest income earned on these balances changes with market interest rates. Floating rate debt, where the interest rate may be adjusted semi-annually or more frequently over the life of the instrument, exposes the Company to short-term changes in market interest rates. In addition, the expected phase out of the LIBOR rate after 2021 exposes the Company to uncertainty as to the benchmark rate to be used in the future. Fixed rate debt, where the interest rate is fixed over the life of the instrument and the instrument’s maturity is greater than one year, exposes the Company to changes in market interest rates if and when voluntary refinancing or refinancing of maturing debt with new debt occurs. The Company has in the past and may in the future utilize interest rate swaps or other derivative instruments to manage interest rate risk. See Note 19 – Derivative Financial Instruments for further discussion of the Company’s interest rate swaps.

**Foreign Currency Risk**

The Company’s functional currency is the U.S. dollar and its international operations expose it to currency exchange rate risk. This risk is primarily associated with the compensation costs of the Company’s employees and purchasing costs from non-U.S. suppliers, which are generally denominated in currencies other than the U.S. dollar.

The Company’s primary currency exchange rate risk management strategy involves customer contracts that provide for payment in U.S. dollars and local currency. The payment portion denominated in local currency is based on anticipated local currency requirements over the contract term and local statutory requirements. Due to various factors, including customer acceptance, local banking laws, other statutory requirements, local currency convertibility and the impact of inflation on local costs, actual local currency needs may vary from those anticipated in the customer contracts, resulting in partial exposure to currency exchange rate risk. The currency exchange effect resulting from the Company’s international operations generally has not had a material impact on its operating results. The Company recognized a (loss) / gain of \$(0.8) million, \$0.2 million and \$(3.3) million related to net foreign currency exchange during the years ended December 31, 2019, 2018 and 2017, respectively.

In addition, the Company may utilize forex contracts to manage foreign exchange risk. See Note 19 – Derivative Financial Instruments for further discussion of the Company’s forex contracts.

## Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are cash and cash equivalents and accounts receivables.

The Company generally maintains cash and cash equivalents at commercial banks with acceptable credit ratings.

The market for the Company's services is the offshore oil and natural gas industry. The Company's customers primarily consist of government owned or controlled energy companies, publicly listed global integrated oil companies or independent exploration and production ("E&P") companies. Periodic credit evaluations of the Company's customers are performed and the Company generally does not require material collateral from its customers. However, the Company may from time-to-time require its customers to make advance payment or issue a bank guarantee/letter of credit in its favor to mitigate the risk of non-payment under drilling contracts.

Consolidated revenues by customer for the years ended December 31, 2019, 2018 and 2017 were as follows:

	Years ended December 31,		
	2019	2018	2017
Largest customer.....	29%	27%	30%
Second largest customer.....	25%	23%	21%
Third largest customer.....	8%	16%	18%
Others.....	38%	34%	31%
	100%	100%	100%

In the above table, the customers presented in each year do not necessarily represent the same customers from the comparative periods presented.

## Note 16 — Mezzanine Equity

On January 12, 2017, SDL issued 1.0 million preferred shares at \$166.67 per share for a value of \$166.7 million to certain equity Sponsors as part of the retirement of the Midco Term Loan. The Company incurred \$0.7 million of incremental direct costs to issue the preferred shares. These costs were netted against the issue value of the preferred shares. On June 25, 2018, the Company paid \$174.0 million to redeem all outstanding preferred shares, including accrued but unpaid dividends of \$7.4 million, with the proceeds from the Offering as defined in Note 17 – Shareholders' Equity. In the event of the occurrence of any liquidation, dissolution or winding up of the Company, preferred shareholders would have had the first right over the assets available for distribution amongst SDL shareholders up to the total of the preferred shares purchase price plus dividend paid in kind and, without duplication, accrued but unpaid dividends (the "Liquidation Preference").

After issuance and before redemption, the preferred shares were redeemable at the option of the Company at the Liquidation Preference paid in cash out of the legally available funds at any time with 30 days prior notice.

The preferred shares were mandatorily redeemable upon the occurrence of a change of control, exit event or initial public offering. While circumstances requiring mandatory redemption were generally within the control of the Company, there were certain external factors beyond the Company's control that may have led to an earlier redemption. In such events, the Company would have been required to redeem the preferred shares. Although there was only a remote likelihood of this mandatory redemption due to factors beyond the Company's control, the Company classified the preferred shares as mezzanine equity rather than equity.

The preferred shares were entitled to a dividend rate equal to LIBOR plus 9% per annum paid semi-annually on January 31 and July 31. If the preferred dividend was not paid in cash on each due date, the dividend amount would be added to the Liquidation Preference of the preferred shares at a rate of LIBOR plus 9.75% per annum. The total dividends recognized for the years ended December 31, 2018 and 2017 were \$9.6 million (\$8.9 million of dividends and \$0.7 million of direct costs to issue the preferred shares) and \$17.0 million, respectively, of which zero and \$7.4 million, respectively were accrued and paid in the next semi-annual payment. There were no such transactions during the year ended December 31, 2019.

## Note 17 — Shareholders' Equity

### Authorized share capital and issued and outstanding shares

As of January 1, 2017, the Company was authorized to issue up to 5,000,000 ordinary shares with a par value of \$0.01 per share for a total amount of \$50 thousand. During the first quarter of 2017, a new ordinary share class (Class D) was approved with

an authorized share capital of 1,020 shares. Class D shares had no dividend rights. The Company also amended its Articles to increase the authorized capital to 5,001,020 ordinary shares with a par value of \$0.01 per share for a total amount of \$50 thousand.

In April 2017, the Company completed an offering of 28,125,000 new common shares at a price of \$8.00 per share for total gross proceeds of \$225.0 million (the "Private Placement"). The incremental direct costs of the Private Placement were \$7.8 million, resulting in approximately \$217.2 million of net proceeds. The Company also increased its authorized capital from 5,001,020 ordinary shares to 200,000,000 single class new common shares with a par value of \$0.01 per share for a total par value of \$2 million.

In connection with the Private Placement, the Company repurchased and retired the previously existing Class A, B, C and D ordinary shares and replaced them with a new single class of 55,000,000 common shares (the "2017 Recapitalization"). The 2017 Recapitalization has been accounted for as a repurchase of ordinary shares for new common shares. Therefore, the numbers for previously presented Class A, B and C ordinary shares, for all share count references and per-share information, have been retained for periods prior to the 2017 Recapitalization. The 2017 Recapitalization did not result in a change in total shareholder equity as there were no cash proceeds. The par values of the ordinary shares and the new common shares are identical at \$0.01 per share.

On May 5, 2017, the new common shares issued in the Private Placement were quoted on the Norwegian over-the-counter ("OTC") under the symbol "SHLF". After the Private Placement, the total number of outstanding common shares was 83,125,000.

On June 25, 2018, the Company successfully completed an initial public offering of 28,125,000 new common shares at approximately \$8.00 per share on the OSE for total gross proceeds of \$226.9 million (the "Offering" or "IPO"). The incremental direct costs of the Offering were \$10.7 million, resulting in approximately \$216.2 million of net proceeds. The Offering proceeds were used to redeem all outstanding preferred shares and the remainder was used to assist in the acquisition of one premium jack-up drilling rig from a third party. As a result of the consummation of the Offering, the Company amended the Articles to reduce the authorized share capital to 144,063,473 common shares with a par value of \$0.01 per share.

On June 25, 2018, following the completion of the Offering, the 28,125,000 shares issued in the Private Placement were delisted from the OTC market and together with the 28,125,000 Offering shares were registered in the Norwegian Central Securities Depository (VPS) and listed on Oslo Børs ASA under the symbol "SHLF".

On February 21, 2019, the Company entered into agreements with affiliates of China Merchants & Great Wall Ocean Strategy & Technology Fund ("China Merchants"), to acquire two premium newbuild CJ46 jack-up rigs payable through the issuance of new common shares and to bareboat charter two additional premium newbuild CJ46 jack-up rigs, including an option to buy either or both of the rigs during the initial term (the "Transaction"). See Note 6 – Property and Equipment. The Transaction closed on May 9, 2019 through the issuance of 26,769,230 new common shares for a value of \$121.8 million, representing 19.4% of the then total outstanding common shares of the Company, making China Merchants the largest shareholder. The Company incurred \$0.6 million of incremental direct costs to issue the common shares.

As of December 31, 2019, the Company's authorized common shares were 144,063,473, of which 136,643,239 shares were outstanding. As of December 31, 2019, all authorized and unissued shares were reserved by the Company's board of directors for issuance pursuant to the 2017 Long-Term Incentive Plan (the "2017 LTIP"). See Note 18 – Share-based Compensation. However, the board of directors may amend or alter the number of shares reserved for such purposes in future periods.

As of December 31, 2019, there were 86,291,338 shares listed on the OSE, net of shares canceled by default, as discussed further below. The remaining shares represent shares held by the Sponsors, management or certain other shareholders, which have not been listed and are not currently required to be listed on the OSE.

#### *Shares issued to trust for share-based compensation*

Prior to the IPO, the shares issued to certain members of the Company's management were issued to a Voting Trust, managed under the voting trust agreement by one of the Sponsors, for further issuance to the employees upon fulfilling the vesting conditions. See Note 18 – Share-based compensation.

#### *Share repurchase program*

On September 1, 2019, the board of directors approved a share repurchase program under which the Company may repurchase shares of the Company's common stock for an aggregate of \$25.0 million over a period of two years from the date of approval (the "2019 Repurchase Program"). Any repurchased shares will be canceled and will resume the status of authorized and unissued shares upon the repurchase date, as the repurchased shares are considered constructively retired on the repurchase date. These unissued shares will be available for issuance in the future. Shares will be repurchased in the open market on the OSE. The Company has made an accounting policy election to allocate the purchase price of repurchased shares between additional paid-in capital and retained earnings.

The Company repurchased 1.4 million shares of common stock at an average price of 19.33 NOK (or \$2.13) per share during the year ended December 31, 2019 under the 2019 Repurchase Program. No amounts were repurchased during 2018. As of December 31, 2019, \$22.1 million remains available for repurchase under the 2019 Repurchase Program.

In accordance with Cayman Islands law, the repurchased shares will be canceled by default immediately after repurchase. The SDHL Revolver limits the amount the Company can spend on common stock repurchases, including requiring the Company to maintain certain liquidity and consolidated coverage ratio targets. See Note 11 – Debt. As of December 31, 2019, the Company was in compliance with the requirements of the SDHL Revolver, the 8.25% Senior Unsecured Notes and the regulatory requirements for the Cayman Islands and the OSE related to its stock repurchases. The amount approved under the 2019 Repurchase Program was within the limitation on spending for stock repurchases in the SDHL Revolver.

#### *Dividend distributions*

All common shares have pari passu rights to participate in any common share dividends declared and represent the residual claim on the Company's assets. The Company did not pay any common share dividends during the years ended December 31, 2019 and 2018. Certain of the Company's debt agreements contain covenants that limit the payment of dividends. See Note 11 – Debt.

The Company was restricted in declaring and paying dividends to its new common shareholders until the preferred shares were fully redeemed. See Note 16 – Mezzanine Equity. Prior to the 2017 Recapitalization, holders of all classes of vested shares were entitled to such dividends as may be declared by the board of directors of the Company out of legally available funds. The A, B, and C ordinary shares participated in cumulative distributions based on preference in accordance with the waterfall methodology established and defined in the Articles.

In connection with the Private Placement, the Sponsors and the Company amended and restated a Sponsor shareholders agreement. Under the amended agreement, a Sponsor had certain preferential governance rights if it maintained a minimum level of ownership of 7% in the Company. The sponsor shareholders agreement and the preferential governance rights provided therein terminated in June 2018 upon the completion of the IPO. However, the right of the Sponsors to appoint and remove directors, subject to certain ownership thresholds being met, remains pursuant to the Articles which were adopted upon consummation of the Offering.

## **Note 18 — Share-based Compensation**

### **Restricted shares**

Prior to the Offering in June 2018, the Company had a share-based compensation plan which had been established shortly after the Company's inception under which it had issued time-based and performance-based restricted shares. These shares were awarded to certain members of the Company's management as remuneration for future services of employment and were held in a voting trust on the employees' behalf.

Time-based Class B restricted shares would typically vest and be recorded as compensation expense in equal proportion over a five-year required service period from the date of grant or upon an IPO or other exit event. Compensation expense related to the grant date fair value of the Class C performance-based shares would be recognized upon vesting or upon IPO. As a result of the Offering, all shares under the share-based compensation plan were vested. Upon vesting, shares were non-transferable and such transfer restrictions will lapse ratably over three years, at one-year intervals beginning twelve months after the IPO.

During the year ended December 31, 2018, there was no issuance of restricted common shares and 9,606 contingently forfeitable restricted common shares (4,428 time-based restricted shares and 5,178 performance-based restricted shares) issued under share-based compensation plans were forfeited for no consideration. The aggregate grant date fair value of restricted common shares vested was \$11.4 million during the year ended December 31, 2018 and the aggregate grant date fair value of restricted ordinary shares vested was \$0.8 million during the year ended December 31, 2017, respectively. There were no issuances, forfeitures or vesting of restricted common shares during the year ended December 31, 2019. There were no outstanding, unvested restricted shares as of December 31, 2019 and 2018.

During the first quarter of 2017, the Company granted 243 restricted ordinary shares (228 Class B shares and 15 Class C shares) to members of the Company's management. During April 2017, the Company granted 1,386 additional restricted ordinary shares (326 Class B shares, 40 Class C shares and 1,020 Class D shares) to members of the Company's management.

The grant date fair values for the Class B and C grants during the first quarter of 2017 were estimated using standard quantitative modeling techniques performed by an independent third party. The estimates were established using a zero premium option, with reference to the volatility of a group of broadly similar offshore drilling service companies.

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The following assumptions were used in the valuation calculations for shares awarded during 2017:

	Three months ended March 31, 2017	
	Class B	Class C
<b>Valuation assumptions:</b>		
Expected term.....	2 years	2 years
Risk free interest rate.....	1.20% p.a.	1.20% p.a.
Expected volatility.....	65.0%	65.0%

The expected term represented the period from the grant date to the expected date of vesting, either through an IPO or other exit event. The risk free interest rate represented the U.S. Treasury Bond rate as of the grant date over a similar period to the expected term. The expected volatility was calculated using the average historical 36-month period volatility of the quoted share prices of a group of broadly similar publicly quoted offshore drilling service companies, adjusted to reflect the gross debt to capitalization ratio of each company. The dividend yield assumption was zero, as the Company had not historically issued and did not anticipate issuing dividends on its ordinary shares, nor were the unvested shares entitled to dividends at the time of the grant.

The grant date fair values of the share awards in April 2017 were measured based on the number of new common shares allocated against the awards at the 2017 Recapitalization date and the Private Placement value of \$8.00 per share.

*2017 Recapitalization*

The following table summarizes the awards held by Company's management under the share-based compensation plans at the date of 2017 Recapitalization:

	Time - based restricted shares		Performance based shares				Total	
	Class B shares		Class C shares		Class D shares		Vested	Unvested
	Vested	Unvested	Vested	Unvested	Vested	Unvested		
Balance, at January 1, 2017.....	7,175	7,704	-	965	-	-	7,175	8,669
Granted.....	-	554	-	55	-	1,020	-	1,629
Vested.....	2,425	(2,425)	-	-	-	-	2,425	(2,425)
Balance, at April 28, 2017.....	9,600	5,833	-	1,020	-	1,020	9,600	7,873

As part of the 2017 Recapitalization, the employee share-based compensation awards in ordinary share Classes B and D were replaced with 2,274,860 new restricted common shares on a relative value basis consistent with the overall allocation of shareholder equity value. No other changes were made to the terms of the awards. The new common shares associated with the employee share-based compensation awards were held in a voting trust on employees' behalf, as discussed in Note 17 - Shareholders Equity, until the Offering, at which time the shares were transferred to the owners and the trust was terminated.

At the 2017 Recapitalization, the unamortized cumulative compensation cost for the former Class B, C and D shares totaled \$2.9 million, \$5.8 million and \$9.1 million, respectively.

No value was allocated to the former Class C performance-based shares upon the 2017 Recapitalization due to the application of the waterfall provisions within the Articles, and therefore Class C awards had no applicable exchange ratio and were effectively cancelled pursuant to the 2017 Recapitalization. As a result, the remaining \$5.8 million unrecognized cumulative compensation cost relating to these awards will not be recognized in the future.

The following table summarizes the awards held by the Company's management under the Company's share-based compensation plans before the 2017 Recapitalization:

	Time based restricted shares		Performance based shares		Weighted average grant date fair value per share		
	Class B		Class C	Class D	Class B	Class C	Class D
	Class B	Class C	Class D	Class B	Class C	Class D	
Non-vested ordinary shares at January 1, 2017....	7,704	965	-	\$ 357.05	\$ 5,808.48	\$ -	
Granted .....	554	55	1,020	73.81	2,979.67	8,907.82	
Vested.....	(2,425)	-	-	78.00	-	-	
Forfeited .....	-	-	-	-	-	-	
Non-vested ordinary shares at April 28, 2017.....	5,833	1,020	1,020	\$ 498.40	\$ 5,653.33	\$ 8,907.82	

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The following table summarizes the awards held by the Company's management under the Company's share-based compensation plans after the 2017 Recapitalization:

	Number of shares		Weighted average grant date fair value per share	
	Time based restricted shares	Performance based shares	Time based restricted shares	Performance based shares
Non-vested ordinary shares at April 28, 2017.....	5,833	2,040	\$ 498.40	\$ 7,280.17
Repurchase of ordinary shares.....	(5,833)	(2,040)	498.40	7,280.17
Issuance of replacement.....	430,555	1,135,747	6.75	8.00
Vested.....	(36,795)	-	15.93	-
Non-vested common shares at December 31, 2017.....	393,760	1,135,747	\$ 5.89	\$ 8.00

**2017 Long-Term Incentive Plan**

The Company adopted the 2017 LTIP effective June 25, 2018, to provide for the issuance of share options, restricted shares, deferred shares, share units, unrestricted shares and cash-based awards (the "awards"). Under the 2017 LTIP, 14.4 million shares may be issued as awards to certain officers, non-employee directors and key employees who are in a position to contribute significantly to the Company's long-term performance and growth. As of December 31, 2019 and 2018, there were 12.8 million and 14.4 million shares, respectively, remaining under the 2017 LTIP. However, grants of any additional awards will be limited to the Company's authorized but unissued shares at the time of the respective award dates. Awards may be satisfied by newly issued shares, including shares held by a subsidiary or by delivery of shares held in an affiliated employee benefit trust at the Company's discretion.

*Restricted Share Units ("RSU")*

RSUs are contractual rights to receive shares in the future provided the specific vesting condition is met. All awards are accounted for as equity awards. The RSUs granted to employees may be settled in cash in lieu of shares at the Company's sole discretion. During the requisite service period, the restricted share units may not be sold or transferred and are subject to forfeiture. The RSU holder has the right to receive dividend equivalent but does not have the rights of a shareholder until the shares are issued. The dividend equivalent will be forfeited if the RSUs are forfeited before vesting.

*Time-based restricted share units ("TBRsUs")*

The TBRsUs granted to key employees typically vest in one-third increments over a three-year period and to a non-employee director typically vest at the end of one year from the grant date, subject to acceleration following a change in control where the underlying award is not assumed, substituted or otherwise converted into an equivalent award. The fair value of TBRsUs is based on the market price of the shares on the date of grant. Compensation expense is recognized on a straight-line basis over the requisite service period.

*TBRsUs for non-employee director*

During the years ended December 31, 2019 and 2018, the Company granted 40,863 TBRsUs with a grant date fair value of \$2.00 per share (NOK 18.40) and 14,611 TBRsUs with a grant date fair value of \$5.93 per share (NOK 50.50), respectively, to the chairman of the board of directors. On November 14, 2019, 14,611 common shares were issued related to an equal number of vested RSUs. There was no such transaction during the year ended December 31, 2017.

*TBRsUs for key employees*

During the year ended December 31, 2019, the Company granted 779,768 TBRsUs to key employees with a grant date fair value of \$4.29 per share (NOK 37.39).

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The following table summarizes the TBRsUs granted as of December 31, 2019 and changes during the year:

	Time based restricted share units	Weighted average grant date fair value per share
Non-vested shares at January 1, 2019.....	14,611	\$ 5.93
Granted.....	820,631	4.17
Vested.....	(14,611)	5.93
Forfeited.....	-	-
Non-vested shares at December 31,, 2019.....	820,631	\$ 4.17

The aggregate grant date fair value of the TBRsUs vested was \$0.1 million during the year ended December 31, 2019. As of December 31, 2019, the total unrecognized compensation cost related to non-vested TBRsUs was \$2.7 million which is expected to be recognized over a weighted average period of approximately 2.1 years.

*Performance-based restricted share units (“PBRsUs”)*

During the year ended December 31, 2019, the Company awarded 779,768 PBRsUs to key employees. The PBRsUs awarded to key employees are subject to the achievement of specified performance goals, of which 75% of the awards are based on the market condition of total shareholder return against a predetermined peer group (“TSR share units”), and 25% of the awards are based on the performance condition of return on capital employed (“ROCE share units”). All awards are conditioned on continued employment through the applicable vesting date. The total restricted share units that may be earned could range from 0% to 200% of the granted restricted share units depending on performance.

The final number of ROCE share units vested will be determined based on the percentage of performance goals achieved using a three-year average of the performance goals for each of the calendar years 2019, 2020 and 2021. For the ROCE share units, the grant date will be established once all three years of the performance goals are determined which is expected to occur sometime in early 2021. The ROCE share units will be valued based on the stock price on the date of grant. After the grant date, compensation cost will be recognized through the vesting date for the number of awards that are expected to vest based on the achievement of the average of the performance goals through 2021. Any subsequent changes in the estimate for the final number of ROCE share units that are expected to vest will be recorded as cumulative catch-up adjustment to compensation cost in the period in which the change in estimate occurs.

The TSR share units granted in 2019 were measured on the grant date using the Monte-Carlo option pricing model, which was prepared by an independent third party. Management reviewed the assumptions and methodologies used by the third party experts to ensure they appear reasonable and consistent with the objective of determining fair value. The estimated fair value is determined based on several assumptions, including the market price of the shares on the date of grant at \$4.29 per share, risk-free interest rate, expected volatility and expected dividend yield over a period commensurate with the remaining term prior to vesting, as follows:

	TSR share units
<b>Valuation assumptions:</b>	
Expected term.....	2.76 years
Risk free interest rate.....	1.32% p.a.
Expected volatility.....	49.11%
Expected dividend yield.....	0%

The expected term represented the period from the grant date to the expected date of vesting, the risk free interest rate was based on the rate of government securities with similar terms and the expected volatility was based on implied volatility from publicly traded peer group, historical volatility of the Company’s share price and other factors.

The total potential compensation cost for TSR share units is recognized over the service period regardless of whether the market conditions are ultimately achieved.

The following table summarizes the PBRsUs granted as of December 31, 2019 and changes during the year:

	TSR share units	
	Performance-based restricted share units	Weighted average grant date fair value per share
Non-vested shares at January 1, 2019.....	-	\$ -
Granted.....	584,826	5.60
Vested.....	-	-
Forfeited.....	-	-
Non-vested shares at December 31, 2019.....	584,826	\$ 5.60

As of December 31, 2019, the total unrecognized compensation cost related to non-vested PBRsUs, excluding the ROCE share units, was \$2.5 million and is expected to be recognized over a weighted average period of approximately 2.1 years.

### Share-Based Compensation Expense

#### *Restricted shares*

The Company recorded share-based compensation expense related to restricted shares of zero, \$11.3 million and \$0.8 million during the years ended December 31, 2019, 2018, and 2017, respectively. As a result of the consummation of the Offering, the remaining unamortized share-based compensation of \$10.9 million was recognized in June 2018. No income tax benefit was recognized for these plans.

#### *Restricted Share Units ("RSU")*

The Company recorded total share-based compensation expense for all RSU awards in general and administrative expenses of \$1.5 million and \$0.1 million during the years ended December 31, 2019 and 2018, respectively. No income tax benefit was recognized for these awards. There were no such transactions during the year ended December 31, 2017.

## Note 19 — Derivative Financial Instruments

### Foreign Currency Forward Exchange Contracts

During the years ended December 31, 2019, 2018 and 2017, the Company settled forex contracts with aggregate notional values of approximately \$13.9 million, \$22.7 million and \$13.7 million, respectively, of which the aggregate amounts were designated as an accounting hedge.

As of December 31, 2019, the Company had outstanding forex contracts with aggregate notional values of approximately \$18.5 million, which were designated as an accounting hedge and are expected to settle monthly for the next 12 months beginning January 2020. As of December 31, 2018, the Company had outstanding forex contracts with aggregate notional values of approximately \$8.6 million, which were designated as an accounting hedge.

### Interest Rate Swaps

During the three months ended March 31, 2018, the Company entered into interest rate swaps with aggregate notional values of approximately \$407.0 million, of which the aggregate amounts were designated as an accounting hedge. As a result of the full payment and termination of the obligations under the sale and leaseback transactions in July 2018, the Company terminated the interest rate swaps on June 21, 2018 and recognized a gain of \$0.3 million in other, net in the consolidated statements of operation during the year ended December 31, 2018. There was no such transaction during the year ended December 31, 2019.

### Gain (loss) on Derivative Financial Instruments

The following tables present the amounts recognized in the Company's consolidated balance sheets and consolidated statements of operations related to the derivative financial instruments designated as cash flow hedges for the years ended December 31, 2019, 2018 and 2017 (in thousands). The gain / (loss) reclassified from AOCIL is recorded under operating and maintenance expense for forex contracts and under interest expense and financing charges for interest rate swaps.

	Unrealized gain / (loss) recognized through AOCIL		
	Years ended December 31,		
	2019	2018	2017
<b>Cash flow hedges</b>			
Foreign currency forward contracts.....	\$ 281	\$ (999)	\$ 238
Interest rate swaps.....	-	213	-
	<u>\$ 281</u>	<u>\$ (786)</u>	<u>\$ 238</u>
<b>Gain / (loss) reclassified from AOCIL recognized through “Operating and maintenance”</b>			
Years ended December 31,			
	2019	2018	2017
<b>Cash flow hedges</b>			
Foreign currency forward contracts.....	\$ 284	\$ (1,242)	\$ 238
Interest rate swaps.....	-	(107)	-
	<u>\$ 284</u>	<u>\$ (1,349)</u>	<u>\$ 238</u>
<b>Gain reclassified from AOCIL recognized through “Other, net”</b>			
Years ended December 31,			
	2019	2018	2017
<b>Interest rate swaps</b>			
Interest rate swaps, other.....	\$ -	\$ 320	\$ -

The following table presents the fair value of the derivative forex contracts designated as hedging instruments (in thousands):

	December 31,	
	2019	2018
<b>Asset derivatives</b>		
Short-term foreign currency forward contracts.....	\$ 240	\$ 243

## Note 20 — Supplemental Balance Sheet Information

Accounts and other receivables consisted of the following (in thousands):

	December 31,	
	2019	2018
Accounts receivables.....	\$ 147,606	\$ 138,871
Allowance for doubtful accounts.....	(1,849)	(2,652)
Accounts receivables, net.....	145,757	136,219
Other.....	9,077	7,220
	<u>\$ 154,834</u>	<u>\$ 143,439</u>

Other current assets consisted of the following (in thousands):

	December 31,	
	2019	2018
Deferred costs.....	\$ 53,650	\$ 65,940
Income tax receivable.....	5,081	2,900
Prepayments.....	3,994	5,917
Restricted cash.....	2,200	1,598
Other.....	3,862	5,177
	<u>\$ 68,787</u>	<u>\$ 81,532</u>

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Other assets consisted of the following (in thousands):

	December 31,	
	2019	2018
Deferred costs.....	\$ 85,015	\$ 74,019
Income tax receivable.....	27,451	23,733
Operating right-of-use assets.....	25,696	-
Restricted cash.....	44	34
Other.....	10,864	9,376
	<b>\$ 149,070</b>	<b>\$ 107,162</b>

Other current liabilities consisted of the following (in thousands):

	December 31,	
	2019	2018
Accrued compensation and benefits.....	\$ 18,804	\$ 12,473
Deferred revenue.....	11,188	3,021
Operating lease liabilities.....	9,141	-
Other.....	2,322	4,649
	<b>\$ 41,455</b>	<b>\$ 20,143</b>

Other long-term liabilities consisted of the following (in thousands):

	December 31,	
	2019	2018
Operating lease liabilities.....	\$ 17,449	\$ -
Deferred revenue.....	14,233	3,536
Income taxes.....	9,360	11,022
Other.....	13,865	11,484
	<b>\$ 54,907</b>	<b>\$ 26,042</b>

## Note 21 — Supplemental Cash Flow Information

### Operating Cash Flows

The net effect of changes in operating assets and liabilities on cash flows from operating activities was as follows (in thousands):

	Years ended December 31,		
	2019	2018	2017
<b>Decrease / (increase) in operating assets</b>			
Accounts and other receivables, net.....	\$ (11,149)	\$ (5,803)	\$ (7,029)
Other current assets.....	1,733	5,691	13,703
Other assets.....	(33,081)	(16,795)	(8,758)
<b>Increase / (decrease) in operating liabilities</b>			
Accounts payable and other current liabilities.....	13,597	(4,371)	21,823
Accrued interest.....	195	19,651	(7,374)
Accrued income taxes.....	258	(51)	4,822
Other long-term liabilities.....	31,713	10,774	3,588
	<b>\$ 3,266</b>	<b>\$ 9,096</b>	<b>\$ 20,775</b>

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Additional cash flow information was as follows (in thousands):

	Years ended December 31,		
	2019	2018	2017
<b>Cash payments for</b>			
Interest and other financing charges, net of amounts capitalized.....	\$ 78,811	\$ 57,089	\$ 77,376
Income taxes.....	19,243	20,191	18,177

As part of the Sale and Leaseback Transactions, contractual commitments totaling \$74.1 million were paid by the Lessor directly to the builder, Lamprell Energy Limited, during the year ended December 31, 2017. There were no such payments during the years ended December 31, 2018 and 2019, respectively.

Interest in kind of \$3.1 million was recorded as obligations under sale and leaseback during the year ended December 31, 2017. This non-cash financing activity was not reflected on the consolidated statements of cash flows during the year ended December 31, 2017. There were no such transactions during the years ended December 31, 2018 and 2019, respectively.

In relation to the refinancing of the Company's debt in January 2017, \$166.7 million of preferred shares were issued to certain equity Sponsors and \$86.7 million 9.5% Senior Secured Notes were issued for the full settlement of the Midco Term Loan, and \$416.1 million 8.625% Senior Secured Notes were cancelled in exchange for 9.5% Senior Secured Notes. These non-cash financing activities were not reflected on the consolidated statements of cash flows for the year ended December 31, 2017.

**Capital expenditures and deferred costs**

Capital expenditures and deferred costs include rig acquisition and other fixed asset purchases, construction expenditures on the newbuilds and certain expenditures associated with regulatory inspections, major equipment overhauls, contract preparation (including rig upgrades), mobilization and stacked rig reactivations.

The following table sets out the Company's capital expenditures and deferred costs (in thousands):

	Years ended December 31,		
	2019	2018	2017
Regulatory and capital maintenance.....	\$ 56,139	\$ 44,619	\$ 35,018
Contract preparation.....	30,161	23,980	13,741
Fleet spares and others.....	10,591	11,998	2,976
	\$ 96,891	\$ 80,597	\$ 51,735
Rig acquisitions.....	203,257	87,672	253,230
Newbuild rig construction.....	-	-	92,161
<b>Total capital expenditures and deferred costs.....</b>	<b>\$ 300,148</b>	<b>\$ 168,269</b>	<b>\$ 397,126</b>

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 (in thousands):

	Years ended December 31,		
	2019	2018	2017
Cash payments for additions to property and equipment.....	\$ 91,391	\$ 98,969	\$ 253,834
Net change in accrued but unpaid additions to property and equipment.....	6,740	(3,142)	4,578
	\$ 98,131	\$ 95,827	\$ 258,412
Add: Asset addition related to share issuance.....	121,772	-	-
Add: Asset addition related to sale and leaseback transactions.....	-	-	76,282
<b>Total capital expenditures.....</b>	<b>\$ 219,903</b>	<b>\$ 95,827</b>	<b>\$ 334,694</b>
Changes in deferred costs, net.....	\$ 4,940	\$ (10,511)	\$ (2,232)
Add: Amortization of deferred costs.....	75,305	82,953	64,664
<b>Total deferred costs.....</b>	<b>\$ 80,245</b>	<b>\$ 72,442</b>	<b>\$ 62,432</b>
<b>Total capital expenditures and deferred costs.....</b>	<b>\$ 300,148</b>	<b>\$ 168,269</b>	<b>\$ 397,126</b>

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In relation to the agreements entered into with China Merchants, the Company issued 26,769,230 new common shares in exchange for the two premium newbuild CJ46 jack-up rigs at an acquisition value of \$121.8 million. This non-cash transaction is not reflected on the consolidated statement of cash flows for the year ended December 31, 2019.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported in the consolidated balance sheets to the total of such amounts reported in the consolidated statements of cash flows (in thousands):

	As of December 31,		
	2019	2018	2017
Cash and cash equivalents.....	\$ 26,055	\$ 91,203	\$ 84,563
Restricted cash included in other current assets.....	2,200	1,598	632
Restricted cash included in other assets.....	44	34	14,630
<b>Total cash, cash equivalents and restricted cash.....</b>	<b>\$ 28,299</b>	<b>\$ 92,835</b>	<b>\$ 99,825</b>

**Note 22 — Loss Per Share**

The Company presented the (loss)/earnings per share information into pre and post 2017 Recapitalization periods for the years ended December 31, 2019, 2018 and 2017. The net (loss) / income for the year ended December 31, 2017 was allocated to the three classes of ordinary shares under the provisions of the waterfall distribution set forth in the Articles until the 2017 Recapitalization date. See Note 17 – Shareholders' Equity.

The following tables set forth the computation of basic and diluted net loss per share (in thousands, except per share data):

	Years ended December 31,	
	2019	2018
<b>Numerator for loss per share</b>		
Net loss.....	\$ (149,536)	\$ (136,243)
Less: Preferred shares dividend.....	-	9,550
<b>Net loss attributable to common shares.....</b>	<b>\$ (149,536)</b>	<b>\$ (145,793)</b>
<b>Denominator for loss per share</b>		
Weighted average common shares:		
Basic outstanding common shares.....	128,389	97,084
Diluted common shares.....	128,389	97,084
<b>Basic loss per common share.....</b>	<b>\$ (1.16)</b>	<b>\$ (1.50)</b>
<b>Diluted loss per common share.....</b>	<b>\$ (1.16)</b>	<b>\$ (1.50)</b>

	Year ended December 31, 2017					Eight months ended December 31, 2017 Common Shares
	Four months ended April 30, 2017					
	Class A	Class B	Class C	Class D		
<b>Numerator for loss per share</b>						
Net income / (loss).....	\$ 458	\$ -	\$ -	\$ -	\$ -	\$ (71,668)
Less: Preferred shares dividend.....	5,255	-	-	-	-	11,786
<b>Net loss attributable to common and ordinary shares.....</b>	<b>\$ (4,797)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (83,454)</b>
<b>Denominator for loss per share</b>						
Weighted average shares:						
Basic outstanding per Class.....	445	19	5	-	-	81,573
Effect of stock options and other share-based awards.....	-	-	-	-	-	-
<b>Diluted per Class.....</b>	<b>445</b>	<b>19</b>	<b>5</b>	<b>-</b>	<b>-</b>	<b>81,573</b>
<b>Basic loss per share per Class.....</b>	<b>\$ (10.79)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (1.02)</b>
<b>Diluted loss per share per Class.....</b>	<b>\$ (10.79)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (1.02)</b>

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The restricted share units awarded in 2018 and 2019 contain forfeitable rights to dividends, therefore would not be considered as participating securities for purposes of computing earnings per share. The restricted share units do not represent common shares outstanding until they are vested and converted into common shares. See Note 18 – Share-based Compensation.

For the years ended December 31, 2019, 2018, and 2017, there were 2,372 dilutive common shares, 36,074 dilutive common shares and 93,947 dilutive Class B and C shares, respectively, which were not included in the computation of diluted loss per share as the effect of including these shares in the calculation would have been anti-dilutive.

As a result of the Offering, all unvested restricted shares granted under share-based compensation plans were vested.

**Note 23 — Segment and Related Information**

Operating segments are defined as components of an entity for which separate financial statements are available and are regularly evaluated by the chief operating decision maker in deciding how to allocate resources and assess performance. The Company has one reportable segment, contract drilling services, which reflects how the Company manages its business, and the fact that the drilling fleet is dependent upon the worldwide oil industry.

Total revenues by country based on the location of the service provided were as follows (in thousands):

	Years ended December 31,		
	2019	2018	2017
Saudi Arabia.....	\$ 165,110	\$ 167,343	\$ 170,822
Thailand .....	117,590	117,476	92,038
Nigeria .....	107,630	90,097	77,857
United Arab Emirates.....	73,194	84,971	50,743
India .....	48,418	100,194	114,080
Others.....	64,211	53,238	66,424
<b>Total revenue.....</b>	<b>\$ 576,153</b>	<b>\$ 613,319</b>	<b>\$ 571,964</b>

Although the Company is incorporated under the laws of the Cayman Islands, the Company does not conduct any operations and does not have any operating revenues in the Cayman Islands.

Total long-lived assets, net of impairment, depreciation and amortization, by location based on the country in which the assets were located at the balance sheet date were as follows (in thousands):

	December 31,	
	2019	2018
Thailand.....	\$ 516,980	\$ 429,938
Saudi Arabia.....	265,757	190,001
United Arab Emirates.....	210,317	303,068
Nigeria.....	164,478	183,883
Bahrain.....	80,978	41,753
India.....	69,658	86,607
Others.....	153,177	119,589
<b>Total long-lived assets .....</b>	<b>\$ 1,461,345</b>	<b>\$ 1,354,839</b>

The total long-lived assets are comprised of property and equipment, right-of-use assets and short-term and long-term deferred costs. A substantial portion of the Company's assets are mobile, and as such, asset locations at the end of the period are not necessarily indicative of the geographic distribution of the revenue generated by such assets during the period. As of December 31, 2019, the long-lived assets in Bahrain included \$78.8 million relating to one premium jack-up rig acquired in 2019 undergoing readiness projects. As of December 31, 2018, the long-lived assets in the UAE included \$77.9 million relating to an acquired premium jack-up rig under reactivation. See also Note 6 – Property and Equipment.

**Note 24— Related Parties**

The Company’s related parties include the VIEs, the Sponsors and China Merchants. Following the completion of the Transaction in May 2019, China Merchants became the largest shareholder of the Company and is a related party to the Company.

A related party provided rig related services to one of the Company’s foreign subsidiaries. These services totaled \$0.8 million, which is primarily recorded as capital expenditures, for the year ended December 31, 2019. The total liability recorded under accounts payable was \$0.3 million as of December 31, 2019. There were no similar transactions during the years ended December 31, 2018 and 2017.

The Company recorded \$1.8 million, \$3.7 million and \$5.5 million during the years ended December 31, 2019, 2018 and 2017, respectively, of Sponsors’ costs. Sponsors’ costs include directors’ fees and reimbursement of costs incurred by Sponsors and directors for attendance at meetings relating to the management and governance of the Company and costs related to the \$0.4 million monthly fee which was discontinued upon the consummation of the Offering. The total liability recorded under accounts payable for such transactions was \$0.2 million as of December 31, 2019 and 2018, respectively.

A VIE related party provided goods and services to drilling rigs owned by one of the Company’s foreign subsidiaries. These goods and services totaled \$2.5 million, \$2.5 million and \$1.6 million during the years ended December 31, 2019, 2018 and 2017, respectively. The total liability recorded under accounts payable for such transactions was \$0.7 million and \$0.8 million as of December 31, 2019 and 2018, respectively.

**Lease with a related party**

The Company entered into an operating lease agreement for yard space with a VIE related party with cancellable terms. The duration of this lease is five years. The lease does not include an extension or renewal option, but a termination option is available to either party. The lease payments are fixed for the duration of the lease. This lease agreement does not contain any material residual value guarantees or material restrictive covenants.

The Company entered into lease agreements for the lease of two bareboat charter rigs with a related party. The leases include an extension and a purchase option for each rig. The Company expects to take delivery of the two bareboat charter rigs in the first half of 2020.

The right-of-use asset recorded for the lease with a VIE related party as of December 31, 2019 was \$5.1 million. The corresponding operating lease liabilities as of December 31, 2019 were \$5.7 million (current: \$1.5 million; long-term: \$4.2 million).

The Company has recorded total lease expense of \$1.6 million for each of the years ended December 31, 2019, 2018 and 2017.

As of December 31, 2019, following is the summary of the maturity of lease liability (in thousands) for the lease with the related party:

<b>Years ending December 31,</b>	
2020.....	\$ 1,637
2021.....	1,637
2022.....	1,637
2023.....	1,637
2024.....	-
Total lease payments.....	\$ 6,548
Less: Interest.....	841
Present value of lease liabilities.....	\$ 5,707

As of December 31, 2019, the weighted-average remaining lease term and weighted average discount rate for operating lease right-of-use asset pertaining to the lease with a related party was 4.1 years and 7.5% respectively. During the year ended December 31, 2019, the Company paid \$1.6 million for amounts that have been included in the measurement of operating lease liabilities.

**Note 25 — Subsequent Events**

The Company has evaluated subsequent events through March 2, 2020, the date of issuance of the consolidated financial statements.



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