



**SHELF
DRILLING**



Shelf Drilling Q1 2021 Results Highlights

May 11, 2021

Disclaimer



This presentation (the "Presentation") has been prepared by Shelf Drilling, Ltd. ("Shelf Drilling" or the "Company") exclusively for information purposes and may not be reproduced or redistributed, in whole or in part, to any other person. The Presentation is being made only to, and is only directed at, persons to whom such presentation may lawfully be communicated ("relevant persons"). Any person who is not a relevant person should not act or rely on the Presentation or any of its contents.

The Presentation does not constitute an offering of securities or otherwise constitute an invitation or inducement to any person to underwrite, subscribe for or otherwise acquire securities in the Company. The release, publication or distribution of the Presentation in certain jurisdictions may be restricted by law, and therefore persons in such jurisdictions into which this Presentation is released, published or distributed should inform themselves about, and observe, such restrictions.

The Presentation contains certain forward-looking statements relating to the business, financial performance and results of the Company and/or the industry in which it operates. Forward-looking statements concern future circumstances and results and other statements that are not historical facts, sometimes identified by the words "believes", "expects", "predicts", "intends", "projects", "plans", "estimates", "aims", "foresees", "anticipates", "targets", and similar expressions. The forward-looking statements contained in the Presentation, including assumptions, opinions and views of the Company or cited from third party sources are solely opinions and forecasts which are subject to risks, uncertainties and other factors that may cause actual events to differ materially from any anticipated development. None of the Company or any of its shareholders or subsidiary undertakings or any such person's officers or employees provides any assurance that the assumptions underlying such forward-looking statements are free from errors nor does any of them accept any responsibility for the future accuracy of the opinions expressed in the Presentation or the actual occurrence of the forecasted developments. The Company assumes no obligation, except as required by law, to update any forward-looking statements or to conform these forward-looking statements to its actual results.

The Company uses certain financial information calculated on a basis other than in accordance with accounting principles generally accepted in the United States ("GAAP"), including EBITDA, Adjusted EBITDA, and Adjusted EBITDA margin, Capital expenditures and deferred costs and Net Debt, as supplemental financial measures in this presentation. These non-GAAP financial measures are provided as additional insight into the Company's ongoing financial performance and to enhance the user's overall understanding of the Company's financial results and the potential impact of any corporate development activities.

"EBITDA" as used herein represents revenues less: operating expenses, selling, general and administrative expenses, (reversal of) / provision for doubtful accounts, share-based compensation expense, net of forfeitures, and other, net, and excludes interest expense and financing charges, interest income, income taxes, depreciation, amortization, loss on impairment and loss / (gain) on disposal of assets. "Adjusted EBITDA" as used herein represents EBITDA as adjusted for the exclusion of acquired rig reactivation costs and restructuring costs. These terms, as we define them, may not be comparable to similarly titled measures employed by other companies and are not a measure of performance calculated in accordance with U.S. GAAP. EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, net income or other income or cash flow statement data prepared in accordance with U.S. GAAP. We believe that EBITDA and Adjusted EBITDA are useful because they are widely used by investors in our industry to measure a company's operating performance without regard to items such as interest, income tax expense, depreciation and amortization and other non-recurring expenses (benefits), which can vary substantially from company to company. EBITDA and Adjusted EBITDA have significant limitations, such as not reflecting our cash requirements for capital expenditures and deferred costs, contractual commitments, working capital, taxes or debt service. Our management uses EBITDA and Adjusted EBITDA for the reasons stated above. In addition, our management uses Adjusted EBITDA in presentations to our Board of Directors to provide a consistent basis to measure operating performance of management; as a measure for planning and forecasting overall expectations; for evaluation of actual results against such expectations; and in communications with equity holders, lenders, note holders, rating agencies and others concerning our financial performance.

"Capital expenditures and deferred costs" as used herein include fixed asset purchases, investments associated with the construction of newbuild rigs and certain expenditures associated with regulatory inspections, major equipment overhauls, contract preparation, rig upgrades, mobilization and stacked rig reactivations. Capital expenditures are included in property and equipment. Deferred costs are included in other current assets and other long-term assets. This term, as we define it, may not be comparable to similarly titled measures employed by other companies and is not calculated in accordance with U.S. GAAP. Capital expenditures and deferred costs should not be considered in isolation or as a substitute for capital expenditures prepared in accordance with U.S. GAAP. We believe that Capital expenditures and deferred costs is a useful measure as it better represents the overall level of the Company's capital investments. Capital expenditures and deferred costs as used herein is a non-U.S. GAAP measure defined and periodically reported in the Company's financial statements on a consistent basis.

"Net Debt" as used herein represents Total Debt less Cash and Cash Equivalents. This term, as we define it, may not be comparable to similarly titled measures employed by other companies and is not a measure of performance calculated in accordance with U.S. GAAP. Net Debt should not be considered in isolation or as a substitute for total debt prepared in accordance with U.S. GAAP. We believe that Net Debt is useful because it is widely used by investors in our industry to measure a company's financial position.

The quarterly financial information included in this Presentation has not been audited and may be subject to modifications.

The Presentation contains information obtained from third parties. You are advised that such third party information has not been prepared specifically for inclusion in the Presentation and the Company has not undertaken any independent investigation to confirm the accuracy or completeness of such information.

An investment in the Company involves risk, and several factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by statements and information in the Presentation, including, among others, the risk factors described in the Company's Form 10-K equivalent for the period ended December 31, 2020 and the Company's prospectus dated 7 May 2019. Should any risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the Presentation.

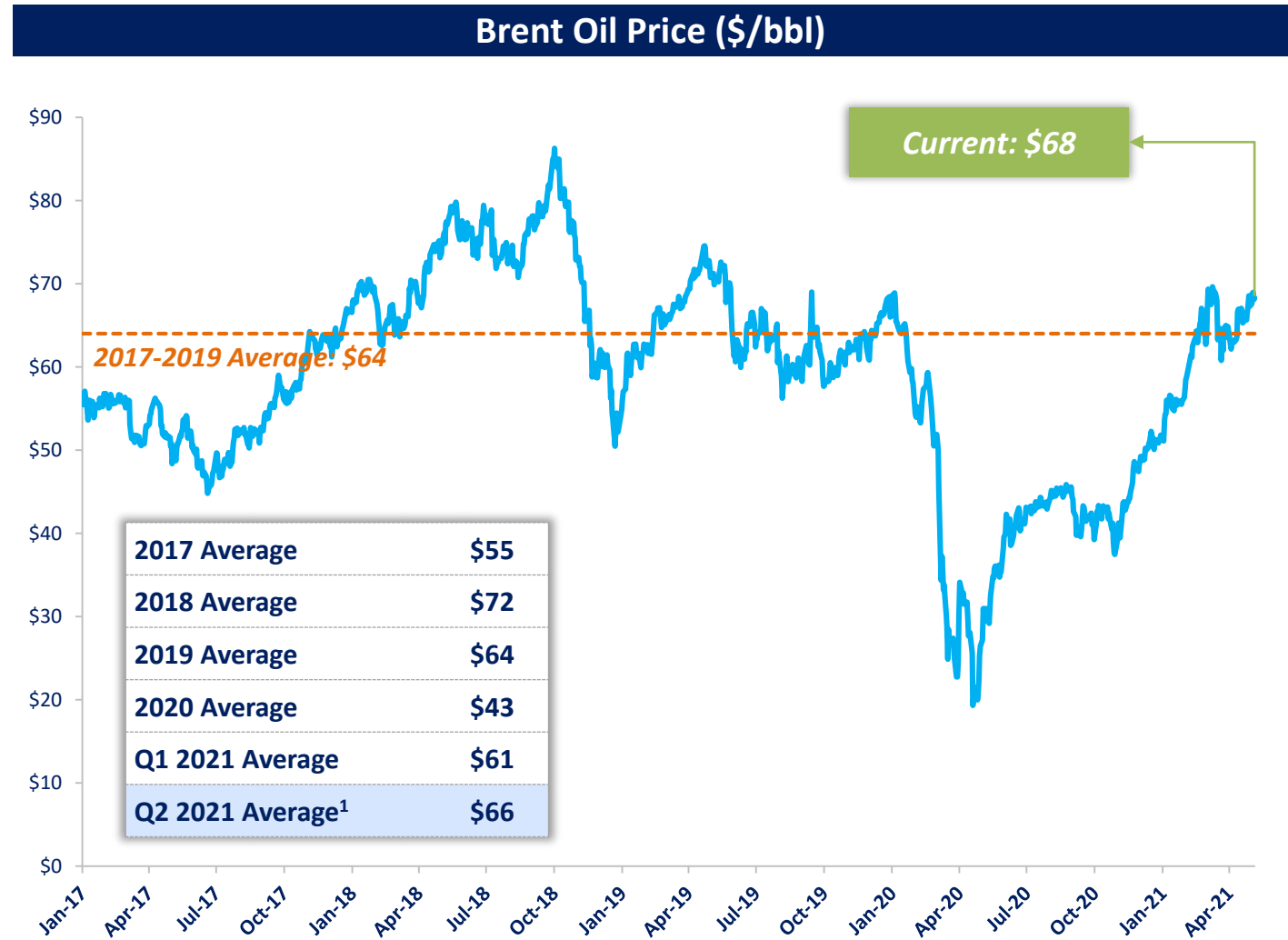
No representation or warranty (express or implied) is made as to, and no reliance should be placed on, any information, including projections, estimates, targets and opinions, contained herein, and no liability whatsoever is accepted as to any errors, omissions or misstatements contained herein, and, accordingly, none of the Company or any of its shareholders or subsidiary undertakings or any such person's officers or employees accepts any liability whatsoever arising directly or indirectly from the use of the Presentation.

By attending or receiving the Presentation you acknowledge that you will be solely responsible for your own assessment of the market and the market position of the Company and that you will conduct your own analysis and be solely responsible for forming your own view of the potential future performance of the Company's business.

The Presentation speaks as of May 11, 2021. Neither the delivery of this Presentation nor any further discussions of the Company with any of the recipients shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since such date.

Oil Price Development

- Following a sharp increase in January and February, Brent crude oil prices stabilized around the mid-60's in March and April
- The ongoing crude oil production limits from OPEC+, renewed optimism in global recovery, increase in oil and gas demand as well as global vaccine rollouts have led to this rebound
- Signs of rising oil consumption in US and China have outweighed the evolving coronavirus risks in India, South America and some parts of Europe.

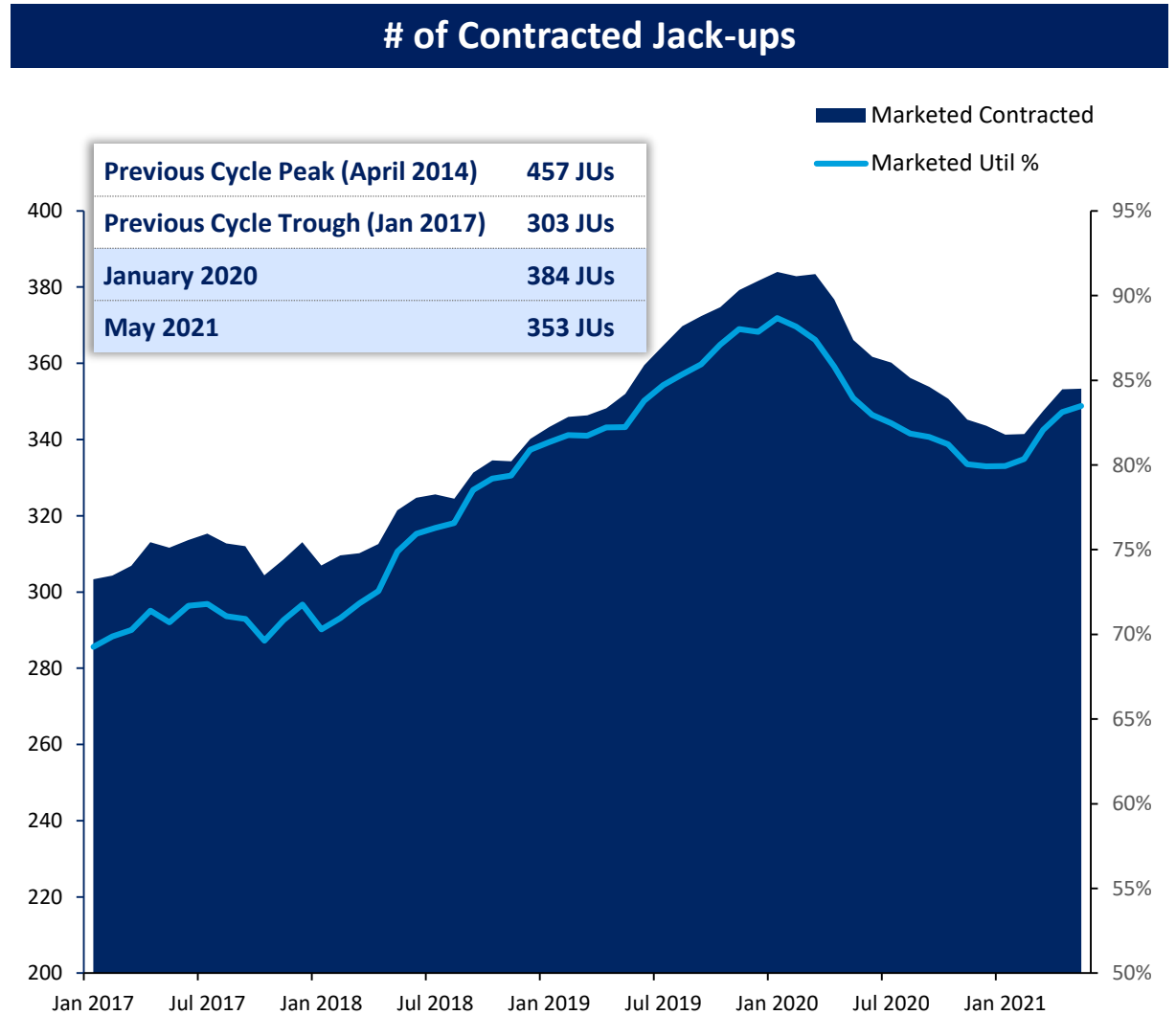


Source: Bloomberg, as of 10 May 2021.

Note (1): Q2 2021 Average Brent oil price based on 1 April to 10 May 2021.

Global Jack-up Fleet

- The improvement in the Brent price is also reflected in the global jack-up tendering and marketing activity
- Global number of contracted jack-ups has increased from 344 rigs as of end of 2020 to 353 rigs in May 2021
 - Marketed utilization has improved from 80% to 83% during the same period



Source: IHS Petrodata, as of 10 May 2021

1

Keeping our rigs/operations safe and free from COVID-19

2

Maintaining business continuity

3

Preserving cash / liquidity

MITIGATING MEASURES

- Effective and safe crew changes / people movement
- Working closely with customers to implement COVID-19 protocols
- Frequent employee communication
- Comprehensive cost reduction
- Completed \$310 million notes offering
- Recent long-term contracts/ extensions (i.e. India/Saudi)

Fleet Status Summary

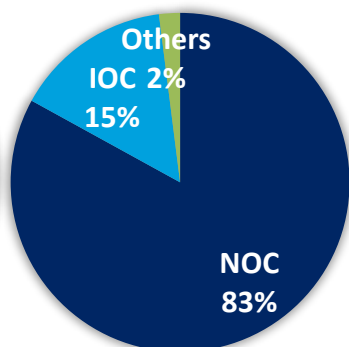
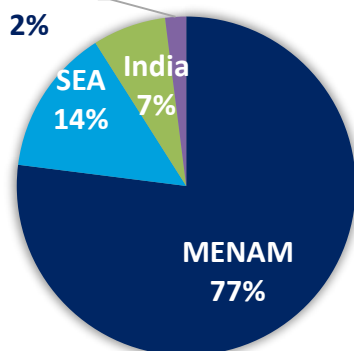


Fleet Status Summary (As of 11 May 2021)

	Contracted	Available	Total ¹	% Contracted	Contract Expirations			
					Q2 2021	Q3 2021	Q4 2021	2022+
MENAM	12	3	15	80%	1	2	-	9
Arabian Gulf ²	9	2	11	82%	-	2	-	7
NAF/Med ³	3	1	4	75%	1	-	-	2
India	8	0	8	100%	2	-	-	6
West Africa	3	1	4	75%	2	-	-	1
SE Asia	4	0	4	100%	-	-	-	4
Total	27	4	31	87%	5	2	-	20

Total Backlog – \$1,284 Million (As of 31 Mar 2021)

West Africa



Recent Developments

- High Island IX: Secured 10-year extension with Saudi Aramco
- J.T. Angel: Awarded three-year contract with ONGC India
- Trident XII: Awarded three-year contract with ONGC India
- Trident 16: Secured two-year extension with Petrobel Egypt
- Rig 141: Secured a short-term contract each with SROCO and Gempetco in Egypt
- Shelf Drilling Resourceful: Commenced one-year contract with Conoil Nigeria
- Shelf Drilling Tenacious: Completed contract with Masirah Oil, Oman
- Trident 15, Galveston Key and Key Hawaii: Sale completed in April 2021

Note (1): Total excludes 1 stacked/held for sale jack-up.

Note (2): Arabian Gulf includes Saudi Arabia, UAE, Bahrain and Oman.

Note (3): North Africa & Mediterranean include Italy, Tunisia and Egypt operations.

Q1 2021 Results

Shelf Drilling Q1 2021 Results Highlights



Results of Operations

<i>(In thousands USD)</i>	Q4 2020	Q1 2021
Revenues	\$ 121,346	\$ 129,737
Operating Costs & Expenses		
Operating and maintenance	78,563	74,287
Depreciation	16,720	16,126
Amortization of deferred costs	12,911	9,258
General and administrative	11,067	9,642
Loss / (gain) on impairment / disposal of assets ¹	63,151	(774)
Operating (loss) / income	(61,066)	21,198
Other Expense, Net		
Interest expense and financing charges, net of interest income ²	(22,823)	(33,062)
Other, net	(885)	134
Loss Before Income Taxes	(84,774)	(11,730)
Income tax expense	5,612	4,644
Net Loss	\$(90,386)	\$(16,374)

Note (1): The Company recorded a \$61.1 million loss on impairment of long-lived assets in December 2020. Twelve of the Company's rigs were impaired, of which four rigs are held for sale.

Note (2): Interest expense and financing charges, net of interest income" includes the one-time \$10.1 million loss on debt extinguishment in relation to our debt refinancing transactions in Q1 2021.

Revenue Summary

- \$8.4 million, or 6.9%, sequential increase in revenues:
 - Effective utilization increased to 77% from 69%, mainly due to
 - Start up of one new contract in Thailand (Shelf Drilling Enterprise)
 - Full quarter of operations of two rigs which started during Q4 2020 in India (Parameswara) and Oman (Shelf Drilling Tenacious)
 - Return to operations of one rig each in Saudi Arabia (High Island IV) and Nigeria (Baltic) which were previously suspended and completion of extended out of service time for another rig in Saudi Arabia (Main Pass IV)
 - Partially offset by the completion of contracts in Tunisia (Key Singapore) and Nigeria (Trident VIII) and the planned out of service of one rig in Saudi Arabia (High Island II)
 - Average dayrate increased 1% to \$56.3 thousand in Q1 2021 from \$55.8 thousand in Q4 2020
- Sequential revenue increase in Thailand, Saudi Arabia and Oman, partially offset by declines in Tunisia and Nigeria

	Q4 2020	Q1 2021
Operating Data		
Average marketable rigs ¹	31.9	31.0
Average dayrate ² (in thousands USD)	\$55.8	\$56.3
Effective utilization ³	69%	77%
Revenue (in thousands USD)		
Operating revenues – dayrate	\$113,115	\$ 121,185
Operating revenues – others	4,583	6,175
Other revenues	3,648	2,377
Total Revenues	\$121,346	\$ 129,737

Note (1): "Marketable rigs" are defined as the total number of rigs excluding: (i) rigs stacked and / or held for sale (ii) rigs under non-drilling contracts and (iii) newbuild rigs under construction.

Note (2): "Average dayrate" is defined as 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.

Note (3): "Effective utilization" is defined as the actual number of calendar days during which marketable rigs generate dayrate revenues divided by the maximum number of calendar days during which those same rigs could have generated dayrate revenues.

Operating Expense Summary

- Operating and maintenance of \$74.3 million in Q1 2021 lower by \$4.3 million versus Q4 2020:
 - Lower operating costs on rigs which were not operating in Q1 2021
 - Lower maintenance and shipyard expenses
 - Partially offset by operating costs for the Shelf Drilling Enterprise which started a new contract in Thailand
- General and administrative expenses of \$9.6 million in Q1 2021 compared to \$11.1 million in Q4 2020
 - Included lower provision for doubtful accounts of \$1.8 million mainly due to the current year collection of aged receivables for which an allowance was recorded in 2020
 - Included \$0.9 million in Q1 2021 of non-cash share-based compensation expense

	Q4 2020	Q1 2021
Operating Expenses <i>(in thousands USD)</i>		
Rig operating costs	\$70,096	\$ 65,465
Shore-based costs	8,467	8,822
Operating and maintenance	\$78,563	\$ 74,287
Corporate G&A	\$9,380	\$ 9,945
Restructuring costs in G&A	576	577
Provision for / (Reversal of) doubtful accounts	11	(1,820)
Share-Based Compensation	1,100	940
General & administrative	\$11,067	\$9,642

Adjusted EBITDA Reconciliation

<i>(In thousands USD)</i>	Q4 2020	Q1 2021
Net Loss	\$(90,386)	\$(16,374)
Add Back		
Interest expense and financing charges, net of interest income ¹	22,823	33,062
Income tax expense	5,612	4,644
Depreciation	16,720	16,126
Amortization of deferred costs	12,911	9,258
Loss on impairment	61,139	-
Loss / (gain) on disposal of assets	2,012	(774)
EBITDA	\$30,831	\$45,942
Acquired rig reactivation costs	400	-
Restructuring costs ²	576	577
Adjusted EBITDA	\$31,807	\$46,519
Adjusted EBITDA margin	26.2%	35.9%

Note (1): Interest expense and financing charges, net of interest income¹ is defined as 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 interest income. This also includes the \$10.1 million loss on debt extinguishment in relation to our debt refinancing transactions in Q1 2021.

Note (2): "Restructuring costs" is defined as certain one-time expenses related to cost saving and restructuring measures and third-party professional services.

Capital Expenditures and Deferred Costs Summary

- Capital Expenditures and Deferred Costs excluding rig acquisitions totaled \$15.4 million in Q1 2021, down \$3.3 million from Q4 2020 primarily as a result of:

- Decreased shipyard activity for two rigs in Saudi Arabia (Main Pass IV and High Island IV) and one rig in UAE (Shelf Drilling Tenacious)
- Partially offset by higher planned out of service costs for one rig in Saudi Arabia (High Island II), and higher spending on fleet spares in Q1 2021 compared to Q4 2020

- Rig acquisition expenditures of \$1.2 million in Q1 2021 decreased from \$10.2 million in Q4 2020 largely related to the completion of the reactivation, upgrade and contract preparation project on the Shelf Drilling Enterprise in early 2021

<i>(In thousands USD)</i>	Q4 2020	Q1 2021
Capital Expenditures and Deferred Costs:		
Regulatory and capital maintenance ¹	\$9,270	\$7,589
Contract preparation ²	6,784	3,650
Fleet spares and other ³	2,613	4,179
	\$18,667	\$15,418
Rig acquisitions ⁴	10,187	1,196
Total Capital Expenditures and Deferred Costs	\$28,854	\$16,614
<i>Reconciliation to Statements of Cash Flow</i>		
Cash payments for additions to PP&E	\$16,821	\$ 14,091
Net change in accrued but unpaid additions to PP&E	(618)	(6,578)
Total Capital expenditures	\$16,203	\$ 7,513
Changes in deferred costs, net	\$(260)	\$ (157)
Add: Amortization of deferred costs	12,911	9,258
Total deferred costs	\$12,651	\$9,101
Total Capital Expenditures and Deferred Costs	\$28,854	\$16,614

Note: (1): "Regulatory and capital maintenance" includes major overhauls, regulatory costs, general upgrades and sustaining capital expenditures on rigs in operation.

Note: (2): "Contract preparation" includes specific upgrade, mobilization and preparation costs associated with a customer contract.

Note: (3): "Fleet Spares and Others" 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 expenditure.

Note: (4): "Rig acquisitions" include all capital expenditures and deferred costs associated with the acquisition and readiness projects for the Shelf Drilling Enterprise acquired in January 2020.

Capital Structure Summary

<i>(In millions USD)</i>	YE 2019	YE 2020	Q1 2021
Cash and Cash Equivalents	\$26	\$73	\$287
Total Long-lived Assets ¹	1,461	1,168	1,156
Total Assets	\$1,700	\$1,516	\$1,632
8.25% Senior unsecured notes due 2025 ²	\$890	\$891	\$892
8.875% Senior secured notes due 2024 ³	-	-	296
8.75% Senior secured notes due 2024 ⁴	-	78	-
RCF Drawdowns due 2023	35	55	-
Total Debt	\$925	\$1,024	\$1,188
Net Debt	\$899	\$951	\$901
Total Equity	\$561	\$289	\$274

- LTM Adjusted EBITDA of \$179.2 million and Net Leverage ratio of 5.0x as of March 31, 2021
- In March 2021, the Company completed the issuance through a private offering of \$310.0 million aggregate principal amount of 8.875% senior secured notes, due November 2024
 - Repaid and terminated the RCF, due April 2023
 - Total restricted cash securing bank guarantees was \$24.1 million at quarter end
 - Redeemed and repurchased all of the outstanding 8.75% Senior Secured Notes, due November 2024
- Total shares outstanding of 136.7 million as of March 31, 2021
 - Primary insiders: 66.1 million or 48.3%, consisting primarily of China Merchants: 26.8 million (19.6%), Castle Harlan: 19.7 million (14.4%) and Lime Rock: 17.2 million (12.6%)

Note (1): Total Long Lived Assets are defined as property plant and equipment, right-of-use assets and short term and long term deferred costs. This excludes assets held for sale.

Note (2): Reflects carrying value. Principal value is \$900.0 million

Note (3): Reflects carrying value. Principal value is \$310.0 million

Note (4): Reflects carrying value. Principal value is \$80.0 million

Free Cash Flow Summary

- Q1 2021 Adjusted EBITDA of \$46.5 million and Adjusted EBITDA Margin of 36%
- Cash and cash equivalents increased by \$213.9 million to \$287.3 million during Q1 2021 mainly due to:
 - Increase in EBITDA during Q1 2021 as compared to Q4 2020
 - Bi-annual cash interest payment of \$37.1 million in February 2021 on the Senior Unsecured Notes, due 2025 as compared to \$3.5 million paid in November 2020 on the Senior Secured Notes, due 2024
 - Reduced spending on capital expenditures and deferred costs including rig acquisitions of \$16.6 million in Q1 2021 as compared to \$28.9 million in Q4 2020
 - Sale of Shelf Drilling Journey completed in February 2021 for net proceeds of \$76.6 million
 - \$310.0 million aggregate principal amount from issuance of the 8.875% Notes
 - Partially offset by the repayment and termination of \$80.0 million senior secured notes, due 2024 and \$55.0 million outstanding under the RCF, due 2023, and the related debt extinguishment costs
 - Increase in restricted cash in Q1 due to cash collateralization of bank guarantees partially offset by reduction in Accounts Receivable

Quarterly Cash Flow Summary (\$MM)	Q4 2020	Q1 2021
Adjusted EBITDA	\$31.8	\$46.5
Adjustments	(1.0)	(0.6)
EBITDA	\$30.8	\$45.9
Interest expense, net of interest income ¹	(22.8)	(23.0)
Income tax (expense)	(5.6)	(4.6)
Capital expenditures and deferred costs ²	(18.7)	(15.4)
Sub-Total	\$(16.3)	\$2.9
<i>Growth Projects</i>		
Capex / Deferred Costs: Rig Acquisitions	(10.2)	(1.2)
Rig Sale Net Proceeds	0.3	76.6
<i>Working Capital Impact</i>		
Interest payable	16.8	(19.5)
Other	13.6	(6.5)
Net proceeds from issuance of debt ³	-	300.9
Repayment of long-term debt	-	(84.2)
Repayment of RCF	-	(55.1)
Net Change in Cash and Cash Equivalents	\$4.2	\$213.9
Beginning Cash	69.2	73.4
Ending Cash and Cash Equivalents	\$73.4	\$287.3

Note (1): Excludes the one-time \$10.1 million loss on debt extinguishment in relation to our debt refinancing transactions in Q1 2021.

Note (2): Excludes rig acquisitions.

Note (3): Includes \$310.0 million aggregate principal amount, less \$5.9 million discount, less \$3.2 million payments of debt financing costs.



**SHELF
DRILLING**