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## **PRESS RELEASE**

### **SHELF DRILLING: CONTEMPLATED PRIVATE PLACEMENT**

Dubai, January 31, 2023 – Shelf Drilling, Ltd. ("Shelf Drilling" or the "Company", OSE: SHLF) has engaged DNB Markets, a part of DNB Bank ASA as sole global coordinator and joint bookrunner (the "Sole Global Coordinator"), and Clarksons Securities AS and Fearnley Securities AS as joint bookrunners (together with the Sole Global Coordinator, the "Managers"), to assist the Company in a contemplated private placement (the "Private Placement") of up to 17,636,876 common shares, corresponding to up to 10.00% of the outstanding shares in the Company (the "Offer Shares").

The subscription price in the Private Placement will be determined by the Company's board of directors (the "Board"), in consultation with the Managers, on the basis of an accelerated bookbuilding process.

The net proceeds from the Private Placement will be used for general corporate purposes, including capex requirements associated with multiple recent long-term contract awards secured by the Company. As of December 31, 2022, the total backlog of the Company was USD 2.7 billion.

Based on a limited wall-crossing exercise prior to launch, the Managers have received indications of interest to subscribe for shares offered in the Private Placement so that the Private Placement is covered on indications of interest at the start of the Bookbuilding Period (as defined below).

The application period in the Private Placement (the "Bookbuilding Period") commences today on 31 January 2023 at 16:30 (CET) and will close on 1 February 2023 at 08:00 hours (CET). The Company and the Managers reserve the right to close or extend the Bookbuilding Period at any time at their sole discretion, on short or no notice. If the Bookbuilding Period is extended or shortened, any other dates referred to herein may be amended accordingly.

The Private Placement will be directed towards Norwegian and international investors subject to and in compliance with applicable exemptions from relevant registration, filing and prospectus requirements, and subject to other applicable selling restrictions. The minimum application and allocation amount in the Private Placement has been set to the NOK amount equivalent to EUR 100,000. The Company may, however, at its sole discretion, allocate an amount below EUR 100,000 to the extent applicable exemptions from the prospectus requirement pursuant to applicable regulations, including Regulation (EU) 2017/1129 (the EU Prospectus Regulation) and ancillary regulations, are available.

The allocation of Offer Shares will be determined by the Board at its sole discretion, in consultation with the Managers following the expiry of the Bookbuilding Period.

Delivery of the Offer Shares allocated in the Private Placement is expected to be settled through a delivery versus payment ("DvP") settlement. The DvP settlement structure is facilitated by a pre-funding agreement between Shelf Drilling and the Managers.

Completion of the Private Placement by the delivery of Offer Shares in the Company to the investors is subject to the following conditions: (i) the corporate resolutions of the Company required to implement the Private Placement, including a resolution by the Board to consummate the Private Placement, allocate the Offer Shares and issue the Offer Shares pursuant to an authorization to increase the share capital of the Company and (ii) the Offer Shares having been validly issued (through the pre-funding agreement) and registered with the Norwegian Central Securities Depository ("VPS").

The Company reserves the right to, at any time and for any reason, cancel the Private Placement and/or to modify the terms of the Private Placement prior to delivery of shares to investors. Neither the Company nor the Managers will be liable for any losses incurred by applicants if the Private Placement is cancelled and/or modified, irrespective of the reason for such cancellation or modification.

The Company has considered the Private Placement in light of the equal treatment obligations under the Norwegian Securities Trading Act and the rules on equal treatment under Oslo Rule Book II for companies listed on the Oslo Stock Exchange and the Oslo Stock Exchange's Guidelines on the rule of equal treatment, and the Board is of the opinion that the contemplated transaction is in compliance with these requirements and guidelines. Taking into consideration the time, costs and expected terms of alternative methods of the securing the desired capex funding, the Board has concluded that offering new shares in a private placement on acceptable terms (including that the offer price is set following a period of pre-sounding and after a bookbuilding, and thus represent what Shelf Drilling believes to be the highest price possible to obtain for the relevant number of common shares in Shelf Drilling in today's market) at this time is in the common interest of the shareholders of the Company, and that such capital raise also would provide a sounder funding structure for the Company. Lastly, it is foreseen that a large portion of the Private Placements will be subscribed by investors not currently being shareholders of Shelf Drilling, which will widen and strengthen Shelf Drilling's shareholder base.

On the above basis and based on an assessment of the current equity markets, the Shelf Drilling Board has considered the Private Placements to be in the common interest of Shelf Drilling and its shareholders.

The Company may, subject to completion of the Private Placement, and certain other conditions, resolve to carry out a subsequent offering of new shares which, subject to applicable securities law, will be directed towards existing shareholders in the Company as of close of trading on 31 January 2023 (as registered in the VPS two trading days thereafter), who (i) were not included in the pre-sounding phase of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful or, would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action. The offer price in such subsequent

offering will be the same as the subscription price in the Private Placement. Over-subscription will be permitted in the subsequent offering, but subscription without subscription rights will not be permitted. Launch of such subsequent offering will require approval by the Board and the publication of a prospectus.

### **Advisors**

DNB Markets, a part of DNB Bank ASA is acting as sole global coordinator and joint bookrunner, and Clarksons Securities AS and Fearnley Securities AS are acting as joint bookrunners in connection with the Private Placement.

Advokatfirmaet Thommessen AS is acting as legal advisor to the Company in connection with the Private Placement.

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

### **About Shelf Drilling**

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

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

### **IMPORTANT NOTICES**

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

Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly, in or into or from the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan, Hong Kong, South Africa or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The publication, distribution or release of this announcement may

be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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

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

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

This communication is only being distributed to and is only directed at persons in the United Kingdom that are “qualified investors” within the meaning of the EU Prospectus Regulation as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018 and that are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) high net worth entities, and other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

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

advice in relation to the transactions described in this announcement, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “estimate”, “will”, “may”, “continue”, “should” and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies, and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies, and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. The Company, the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise. The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice.

This information is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17 and Section 5-12 the Norwegian Securities Trading Act. This stock exchange announcement was published by Prerna Nandwani, Senior Manager – Corporate Communications, at the date and time as set out above.