

Term sheet dated 8 March 2019

Issuer	<ul style="list-style-type: none"> Awilco Drilling Plc (“Awilco Drilling” or the “Company”)
About the Issuer	<ul style="list-style-type: none"> Awilco Drilling is a UK-based drilling contractor
Listing venue	<ul style="list-style-type: none"> Oslo Børs (AWDR NO)
ISIN	<ul style="list-style-type: none"> GB 00B 5LJ SC86
Shares outs.	<ul style="list-style-type: none"> 49,031,500, each with a par value of GBP 0.0065
Market cap.	<ul style="list-style-type: none"> Approx. NOK 1.6 billion
Offering size and structure	<ul style="list-style-type: none"> Private Placement of new shares raising gross proceeds up to the NOK equivalent of ~USD 20 million (the “Private Placement”)
Offer price	<ul style="list-style-type: none"> The subscription price in the Private Placement has been set at NOK 31.80 per share (the “Offer Price”)
Use of proceeds	<ul style="list-style-type: none"> The net proceeds from the Private Placement will be used to part finance the equity requirement for the building of a second semisubmersible drilling rig for harsh environment use, to be built by the premium yard KeppelFELS in Singapore at a price of approximately USD 425 million, and with planned delivery in March 2022
Pre-committments	<ul style="list-style-type: none"> Pre-subscriptions from existing shareholders amount to more than USD 20 million, including inter alia pre-subscriptions by Awilhelmsen Offshore AS (currently holding 36.5% of the capital), FVP Master Fund LP (currently holding 19.5% of the capital), QVT Financial LP (currently holding 8.4% of the capital), and Akastor ASA (currently holding 5.5% of the capital). As a consequence, only existing shareholders of the Company can expect to receive allocations in the Private Placement from subscriptions following this announcement.
Application period	<ul style="list-style-type: none"> Start of application period: 8 March 2019 at 16:30 CET Close of application period: 11 March 2019 at 08:00 CET The Company, together with the Managers, reserve the right to close or extend the Application Period at any time and for any reason in their sole discretion. If the Application Period is extended, the other dates referred to herein will be extended accordingly
Conditions for completion of the Private Placement	<ul style="list-style-type: none"> The completion of the Private Placement is subject to the approval by the Board of Directors Further to this, the completion of the Private Placement is conditional upon the new shares having been fully paid and legally issued The Board reserves the right to cancel the Private Placement at any time and for any reason prior to delivery of the New Shares
Settlement dates	<ul style="list-style-type: none"> Allocation: Expected 11 March 2019 Settlement: Expected 13 March 2019 (regular DVP, T+2) All investors (except Awilhelmsen Offshore AS) will receive existing and unencumbered shares in the Company that are already listed on Oslo Børs, pursuant to a share lending agreement between Awilhelmsen Offshore AS, the Managers and the Company. The shares delivered to the subscribers will thus be tradable on Oslo Børs upon allocation The Managers will settle the share loan with new shares in the Company to be issued. The new shares delivered to Awilhelmsen Offshore AS will be issued to a separate VPS account blocked in favour of the Managers and will not be tradable on Oslo Børs until a listing prospectus has been approved by the Financial Supervisory Authority of Norway, expected in April 2019
Documentation	<ul style="list-style-type: none"> This Term Sheet and the Application Agreement dated 8 March 2019 A combined prospectus for the listing of the New Shares issued in the Private Placement and for the Subsequent Offering (as defined below) will be published as soon as practicable, however, this will take place after the Private Placement and the participants in the Private Placement will hence not be able to review or base their investment decision on the basis of the prospectus NOTE: No due diligence investigations of the Company have been conducted prior to the Private Placement. Investors are deemed to have made all the necessary investigations and analysis of the current publicly available information to arrive at an investment decision on their own
Minimum order and allocation	<ul style="list-style-type: none"> The NOK equivalent of EUR 100,000 The Company may, 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 the Norwegian Securities Trading Act and ancillary regulations are, available
Allocation criteria	<ul style="list-style-type: none"> Allocations will be made at the sole discretion of the Board, in consultation with the Managers. The Board will give preference to existing shareholders and pre-sounded investors. Other allocation criteria may include pre-subscription, order size, timeliness of the order, sector knowledge, investment history, perceived investor quality and applicable selling restrictions in the Private Placement. The Board and the Managers further reserve the right, at their sole discretion, to take into account the creditworthiness of any applicant
Subsequent Offering	<ul style="list-style-type: none"> The Board intends to conduct a subsequent offering at the same subscription price as in the Private Placement to existing shareholders in the Company as of 8 March 2019 (as registered in the shareholder register (VPS) on 12 March 2019) who were not allocated shares in the Private Placement (the “Subsequent Offering”). Non-tradable subscription rights will be awarded. The Subsequent Offering is conditional on completion of the Private Placement The Board may at its discretion decide not to proceed with the Subsequent Offering
Selling restrictions	<ul style="list-style-type: none"> The Private Placement is directed towards investors subject to applicable exemptions from relevant prospectus and registration requirements (i) outside the United States in reliance on Regulation S under the United States Securities Act of 1933, as amended, (the “US Securities Act”) and (ii) in the United States to “qualified institutional buyers” (“QIBs”) as defined in Rule 144A under the US Securities Act as well as to major U.S. institutional investors under SEC Rule 15a-6 to the United States Exchange Act of 1934
Target market	<ul style="list-style-type: none"> Non-professional, professional and eligible counterparties Negative target market: An investment in the Company’s shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile
Managers	<ul style="list-style-type: none"> ABG Sundal Collier ASA, Clarksons Platou Securities AS and Fearnley Securities AS act as Joint Lead Managers and Joint Bookrunners (the “Managers”)