Company number: 07114196

NOTICE OF ANNUAL GENERAL MEETING

AWILCO DRILLING PLC

(the "**Company**")

NOTICE HAS BEEN GIVEN that an **ANNUAL GENERAL MEETING** of the Company will be held at the Company's offices of 2 Kingshill Park, Venture Drive, Westhill, Aberdeen AB32 6FL on 13 June 2019 at 12:00 noon (UK time) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2018, together with the directors' report and auditor's report on those accounts and including the balance sheet for the Company which has been prepared by the Company's directors and accountants dated 27 March 2019 (the "Balance Sheet").

2. To re-appoint the following directors of the Company based on the recommendation from the nomination committee:

   (a) Mr Sigurd E. Thorvildsen as a director of the Company and the Chairman of the board of directors;

   (b) Mr Henrik Fougner as a director of the Company;

   (c) Mr Daniel Gold as a director of the Company;

   (d) Mr John Simpson as a director of the Company;

   (e) Ms Synne Syrrist as a director of the Company.

3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the financial year ended 31 December 2018.

4. To approve the Directors' Remuneration Policy as set out in Attachment 3.

5. To approve the non-executive directors' remuneration up to an aggregate amount of £200,000 for the calendar year ended 31 December 2018, in line with the recommendation from the Nomination Committee.

6. To approve the proposition for remuneration for the Nomination Committee up to an aggregate amount of £6,500 for the calendar year ended 31 December 2018.

7. To re-appoint Ernst & Young, of Blenheim House, Fountainhall Road, Aberdeen, AB15 4DT, United Kingdom, as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.

8. To authorise the directors to agree the remuneration of the auditors.

9. To approve, in accordance with section 551 of the Companies Act 2006, that the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £227,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date of the Company's next annual general meeting or 30 June 2020, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. The authorisation to allot shares is to enable additional equity to be raised to cover funding requirements in respect of the new build program, including first deposit on rig number 3 in event that purchase option is exercised.

10. Conditional upon the passing of resolution 9 above, the directors of the Company be and they are hereby empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) of the Company for cash pursuant to the authority conferred by resolution 9 above in accordance with section 551 of the Companies Act 2006, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall expire on at the conclusion of the Company's next Annual General Meeting or 15 months after the date of the passing of this resolution.

11. To approve form of resolution ratifying interim dividends payments in respect of 2018.

SPECIAL RESOLUTIONS

12. To authorise a general meeting of the Company, other than an annual general meeting, to be called on not less than 14 clear days' notice.

Note 1: The Company is not contemplating making any political donations of any sort in the coming year and hence no resolution is proposed regarding political donations.

By Order of the Board
14 May 2019

Registered Office
Awilco Drilling PLC
c/o VISTRA (UK) LTD
3rd Floor, 11-12 St James's Square
London, SW1Y 4LB
United Kingdom

Attachment 1:	Awilco Drilling PLC Annual Report 2018
Attachment 2:	Recommendation from the Nomination Committee
Attachment 3:	Directors' Remuneration Policy
Attachment 4:	Ratification of Interim Dividends

NOTES TO THE NOTICE OF GENERAL MEETING

VPS Shareholders

1. As your beneficial entitlement to shares of the Company is registered with The Norwegian Central Securities Depository (the "**VPS**") and such shares are registered in the name of DNB Bank ASA ("**DNB**") (on behalf of the VPS Register) in Company's register of members located in the United Kingdom; attending, voting and speaking at the above-mentioned General Meeting (the "**Meeting**") of the shareholders of the Company, to be held on 13 June 2019, will have to be executed through DNB.

Important notice:

Note 1. Above does not constitute any recommendations or advice on behalf of, or from DNB Bank ASA. You are recommended to seek legal and/or financial advice from your preferred advisor should you have any questions related to note 1. And/or to the information contained in documents to which this notice is attached. You or your advisor may contact the issuer of the documents for guidance; this is including, but not limited to, any exercise of (indirect) shareholder rights you may have and/or should want to exercise. DNB Bank ASA may on direct request give technical guidance on how to retire your interest in the issuer of the documents to which this notice is attached from the Norwegian Central Securities Depository (Verdipapirsentalen – the "VPS") for the purpose of you being entered into the Register of Members, i.e. the primary register of the issuer referred to, in order for you to exercise any shareholder rights, as applicable, directly against the issuer, or any other third parties, including, but not limited to, any compulsory buy-out ("squeeze out") proceedings or any other legal or litigation proceedings.

Voting Instructions

2. You may either:
    a. instruct DNB to appoint someone of your choosing as proxy to exercise rights to attend, speak and vote at the Meeting on your behalf and in accordance with your instructions; or
    b. authorise DNB appoint a proxy of their choosing to exercise rights to attend, speak and vote at the Meeting on your behalf and in accordance with your instructions.
3. You should have received a Voting Instruction Form with this notification of the Meeting. You can only issue Voting Instructions in accordance with note 2 above using the procedures set out in these notes and the notes to the Voting Instruction Form.
4. To provide instructions using the Voting Instruction Form, the form must be:
    - completed and signed;
    - and delivered to DNB at as a PDF file by email sent to vote@dnb.no (or alternatively by mail to address: DNB Bank ASA, Verdipapirservice/S-T Strom, P.O. Box: 1600 Sentrum, 0021 Oslo, Norway); and
    - received by DNB no later than 12:00 noon Central European Time on 11 June 2019.
5. If you do not give an indication of how to vote on any resolution, the proxy will vote your shares in favour. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting. If you do not return a Voting Instruction Form within the deadline set out in note 4 above, neither DNB nor a proxy will exercise any rights to attend, speak and vote at the Meeting on your behalf in respect of the shares to which you are beneficially entitled.
6. In the case of a beneficial owner which is a company, the Voting Instruction Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the Voting Instruction Form is signed (or a duly certified copy of such power or authority) must be included with the Voting Instruction Form.

Changes to Voting Instruction Form

8. To change your Voting Instructions simply submit a new Voting Instruction Form using the methods set out above. Note that the latest time for receipt of Voting Instruction Forms (see above) also apply in relation to amended instructions; any amended Voting Instruction Form received after such time will be disregarded.
9. If you submit more than one valid Voting Instruction Form, the appointment received last before the latest time for the receipt will take precedence.

Termination of Voting Instruction Form

10. In order to revoke a Voting Instruction Form you will need to inform DNB by sending a signed hard copy notice clearly stating your intention to revoke your Voting Instruction Form.
11. The revocation notice must be received by DNB no later than 12:00 noon Central European Time on 11 June 2019. If you attempt to revoke your Voting Instruction Form but the revocation is received after the time specified then your Voting Instruction Form will remain valid.

GENERAL MEETING
VOTING INSTRUCTION FORM

AWILCO DRILLING PLC (the "**Company**")

Before completing this form, please read the explanatory notes.

(*Please complete in BLOCK CAPITALS)

I/We ______________________________ (insert name)* of

______________________________ (insert address)* being beneficially entitled to

____________ (insert number)* ordinary shares ("**Voting Shares**") of the Company hereby instruct DNB Bank ASA in accordance with:

	Please indicate select option with an 'X'
Voting Option A	
Voting Option B	

VOTING OPTION A

I/We instruct DNB ASA to appoint the following proxy:

Name: ______________________________(insert name)*

Address: ______________________________(insert address)*

to vote in respect of the Voting Shares on the resolutions to be proposed at the General Meeting of the Company to be held on 13 June 2019 and at any adjournment thereof (the "**Meeting**") as I/we have indicated in the Voting Instructions below.

VOTING OPTION B

I/We instruct DNB Bank ASA to appoint a proxy of their choosing to vote, in respect of the Voting Shares on the resolutions to be proposed at the Meeting as I/we have indicated in the Voting Instructions below.

VOTING INSTRUCTIONS

I/We direct that any proxy appointed by DNB Bank ASA in respect of the Voting Shares vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, such proxy will vote your shares in favour.

	ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1.	To receive and adopt the Company's annual accounts for the financial year ended 31st December 2018, together with the directors' report and auditor's report on those accounts and including the balance sheet for the Company which has been prepared by the Company's directors and accountants dated 27 March 2019 (the "Balance Sheet"); and			
2.	a. To re-appoint Mr Sigurd Thorvildsen as a director of the Company and the Chairman of the board of directors;			
	b. To re-appoint Mr Henrik Fougner as a director of the Company;			
	c. To re-appoint Mr Daniel Gold as a director of the Company;			
	d. To re-appoint Mr John Simpson as a director of the Company;			
	e. To re-appoint Ms Synne Syrrist as a director of the Company.			
3.	To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 31 December 2018.			
4.	To approve the Directors' Remuneration Policy as set out in Attachment 3.			
5.	To approve the directors' remuneration up to an aggregate amount of £200,000 for the calendar year ended 31 December 2018.			
6.	To approve the directors' proposition for remuneration for the Nomination Committee up to an aggregate amount of £6,500 for the calendar year ended 31 December 2018			
7.	To re-appoint Ernst & Young, of Blenheim House, Fountainhall Road, Aberdeen, AB15 4DT, United Kingdom as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.			
8.	To authorise the directors to agree the remuneration of the auditors.			

	ORDINARY RESOLUTIONS	For	Against	Vote Withheld
9.	To approve, in accordance with section 551 of the Companies Act 2006, that the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £227,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date of the Company's next annual general meeting or 30 June 2020, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. The authorisation to allot shares is to enable additional equity to be raised to cover funding requirements in respect of the new build program, including first deposit on rig number 3 in event that purchase option is exercised.			
10.	Conditional upon the passing of resolution 9 above, the directors of the Company be and they are hereby empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) of the Company for cash pursuant to the authority conferred by resolution 9 above in accordance with section 551 of the Companies Act 2006, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall expire on at the conclusion of the Company's next Annual General Meeting or 15 months after the date of the passing of this resolution.			
11.	To approve form of resolution ratifying interim dividends payments in respect of 2018			
	SPECIAL RESOLUTIONS	For	Against	Vote Withheld
12.	To authorise a general meeting of the Company, other than an annual general meeting, to be called on not less than 14 clear days' notice.			

Signature **Date**

……………………………………………………….. …………………………

Awilco Drilling PLC

Report and Financial Statements

31 December 2018

Directors
Sigurd Thorvildsen
Henrik Fougner
Daniel Gold
John Simpson
Synne Syrrist

Secretary
Burness Paull LLP,
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Auditors
Ernst & Young LLP
Blenheim House
Fountainhall Road
Aberdeen AB15 4DT

Bankers
DNB Bank ASA
8th Floor
The Walbrook Building
25 Walbrook
London
EC4N 8AF

Registered Office
3rd Floor
11-12 St James's Square
London
SW1Y 4LB

Strategic report

Corporate Strategy and business model

Awilco Drilling PLC ('the Company')'s strategy is to create shareholder value through the provision of a quality, reliable and customer focused service to the mobile drilling rig market. The management team shall safely, efficiently and effectively deliver a high quality service to customers, with a view to securing the most lucrative day rate contracts in conjunction with the highest achievable rig utilisation. The Company shall evaluate growth opportunities which best complement its financial and operational aspirations.

The Company owns and operates two semi-submersible drilling rigs, the WilPhoenix and WilHunter, both standardised rigs used in the drilling of oil and gas wells in the UK sector of the North Sea, although they can be used in other geographical locations.

Principal activity

The principal activity of the Company and its subsidiaries ('the Group') is to operate the drilling rigs as noted above. During the year, the WilPhoenix was in drilling operations for its clients, Apache North Sea Ltd and Shell UK Ltd. The WilHunter is cold stacked and moored in Invergordon.

The Company has also ordered two new build rigs of Moss CS60 ECO MW design, equipped for drilling in harsh environments, including the Barents Sea. The rigs are being built by Keppel FELS shipyard in Singapore.

Business review and future developments

In the UK reduced supply coupled with increased demand is expected to see the current marketed fleet soon sold out for the summer of 2019. This is expected to result in day rate pressure and reduced seasonality in the region with higher utilisation levels forecast in the winter of 2019 into 2020.

The Norwegian market for modern high end semi-submersibles has little availability now remaining in 2019 and only around 1/3 of available rig days in 2020 remaining clearly available. The most recent fixtures remain around USD 300,000 excluding potentially material bonus amounts.

Performance

The Group's financial performance during the year was as follows:

	2018	*2017*
	US$000	*US$000*
Revenue	56,522	131,731
Operating (loss)/profit	(18,275)	34,119
(Loss)/Profit for the year attributable to equity shareholders	(22,864)	28,167
Operating (loss)/profit %	(32%)	26%
Number of employees and contractors at year end	142	141

The total revenue for the year relates to contract income received from drilling operations. The decrease is due to lower contract rates and an idle period in the year for the WilPhoenix compared with a full year of operations in 2017. The Group had rig operating expenses of US$27.3 million (2017: US$27.8 million) relating to rig operating costs, and general and administration expenses of US$8.8 million (2017: US$8.8 million). There was an impairment expense of US$25 million (2017: US$ 45 million for both rigs), relating to the WilHunter, due to the continued cold stack status and lack of visibility of contracting opportunities in the near term.

The key performance indicators (KPIs) set out below are reviewed on a regular basis by management and performance against them subsequently reported to the Board of Directors. Targets for the KPIs are set and, if performance falls short, the appropriate corrective action is implemented by management.

Strategic report

Business review and future developments (continued)

The Company's main financial KPIs are:

Revenue efficiency

Revenue efficiency is actual revenue for the period compared with the maximum contract revenue multiplied by the number of available days in the contracted period. For the year ended 31 December 2018, the revenue efficiency was 97.3% (2017: 93.7%).

Operating margin

Operating margin is total revenue less operating costs. For the year ended 31 December 2018, operating margin was a loss of 32.3%. (2017: 25.9% profit). The deterioration in margin is due to the decrease in revenue during the year and the impairment charge made in the year.

The Company also has a number of operational KPIs that are used to manage the business on a day to day basis, some of which are detailed below:

Quality, Health, Safety and Environment (QHSE)	
Total recordable incident rate (TRIR)	Number of incidents (lost time incident, restricted work case, medical treatment only) x 200,000 / Total number of man hours in the review period. Measured on a rolling 12 month basis.
Unplanned discharges	Items that have been discharged to sea not covered under PON 15 which relate to allowable items. Some examples are BOP control fluid and hydraulic oil that are reportable under PON 1. (PON - Petroleum Operations Notices)
Operations	
Uptime	Total hours the rigs are working i.e. not on unplanned downtime / on contract time for the period.
Human Resources (HR)	
Personnel turnover	Employee initiated leavers in the period as a percentage of total headcount (onshore and offshore) on a rolling 12 month basis.

Principal risks and uncertainties

The Company's primary risks are those that impact utilisation rates for each of the rigs, QHSE issues associated with operations and exposure to liquidity and credit risk. Additionally, as a result of the Company having entered into construction contracts for two new build rigs in Singapore, there are a number of risks associated with projects of this magnitude. These include failure to deliver the rigs on time and on budget, failure to obtain commercially attractive financing for the project cost and failure to obtain commercially attractive contracts with operators once the rigs have been delivered.

Utilisation rates for the rigs

The Company has a small fleet of only two rigs, one currently in operation and the other cold stacked, implying that downtime, failure or idle periods will have a relatively higher impact than if the Company had a larger and more diverse fleet. The risk to utilisation rates may arise through deferred commencement of drilling contracts either through delays incurred on shipyard project work or delays encountered by operators not able to commence drilling in accordance with plan. There is also the possibility of gaps and idle periods during the year due to the unpredictable nature of contract drilling operations and prevailing market conditions. Additionally there is a utilisation risk associated with the possibility of mechanical and weather down time. The Group mitigates this risk through its operating, marketing and pricing strategies.

Strategic report

Business review and future developments (continued)

***QHSE* (Quality, Health, Safety, Environment)**

To mitigate any risk with regards to QHSE the Group has in place a QHSE management plan which seeks to ensure that all operations are conducted within normal industry standards and procedures. The Company also seeks to ensure safe and efficient operations, with no accidents, injuries, environmental incidents or damage to assets.

Liquidity

As described in Note 26 to the financial statements, the Group's objective is to maintain sufficient liquidity in order to support the needs of the business and meet debt repayments and other liabilities as they fall due. The Group has met all debt repayment obligations and has an appropriate level of cash on hand.

Credit

Management assess the credit rating of new and existing clients and determines if any action is required to secure payment in respect of work to be performed.

Tax risks

The Company has subsidiaries in other countries. Tax laws and regulations are highly complex and subject to interpretation. Consequently, the Company is subject to changing tax laws, treaties and regulations in and between countries in which it operates. The Company's tax expense is based upon its interpretation of the tax laws in effect in these countries at the time that the expense was incurred. A change in these tax laws, treaties or regulations or in the interpretation thereof, which is beyond the Company's control, could result in a materially higher tax expense or a higher effective tax rate on the Company's earnings.

For 2018, the effective tax rate ("ETR") for the Company was negative 8% (2017: 2.23%). The current year is a negative figure due to the loss before tax figure. There was a tax charge in the year as a result of the current year movement in unrecognised deferred tax asset, reversal of a prior deferred tax asset and also in respect of a prior year adjustment. In future years, it is expected that the ETR may continue to diverge from the statutory UK rate of corporation tax due to significant unrecognised deferred tax assets.

Volatility of the share price

The trading price of the Company's shares could fluctuate significantly in responses to quarterly variations in operating results, adverse business developments, interest rates, changes in financial estimates by securities analysts, matters announced in respect of major customers or competitors, changes to the regulatory environment in which the Company operates, or a variety of other factors outside the control of the Company.

Industry risk

The offshore contract drilling industry is cyclical and volatile. The Company's business depends on the level of activity of oil exploration, development and production in the North Sea and internationally. The availability of quality drilling prospects, exploration success, relative production costs, the stage of reservoir development, political concerns and regulatory requirements all affect customers' levels of activity and drilling campaigns. Demand for the Company's services may be adversely affected by declines in exploration, development and production activity associated with depressed oil prices. Additionally, the perceived risk of depressed oil prices and changes in the UK North Sea tax regime often causes exploration and production companies to reduce their spending.

Commodity prices

The profitability and cash flow of the Company's operations will be dependent upon the market price of oil and gas, as the Company's customers are mainly oil companies. The price of oil and gas is known to fluctuate. Oil and gas prices are affected by numerous factors beyond the Company's control, including economic and political conditions, levels of supply and demand, the policies of the Organization of Petroleum Exporting Countries (OPEC), the level of production in non-OPEC countries, the cost of exploring for, developing, producing and delivering oil and gas, currency exchange rates and the availability of alternate energy sources and political and military conflicts in oil-producing and other countries. If the price of oil and gas products should drop significantly, this could have a material adverse effect on the Company.

Strategic report

Business review and future developments (continued)

Brexit

Following the UK's decision to leave the EU and the continued uncertainty surrounding the way in which the UK will withdraw from the EU, the Company has considered what impact this could potentially have on the business. After careful consideration, the Company has concluded that any potential impact is low risk, however it will continue to monitor the situation closely.

Corporate Social Responsibility

The Company recognises its duty to stakeholders to operate the business in an ethical and responsible manner. It is committed to developing its Corporate Social Responsibility (CSR) agenda, recognising that it can play a major part in its operations. This report does not contain information about any policies of the Company in relation to social community and human rights issues since it is not considered necessary for an understanding of the development, performance or position of the Company's business activities.

Core Values

Simple is Best – Our systems and procedures shall be clear, concise and effective, ensuring we deliver on our promises.

Engagement – We will be a company of choice, valuing our work force, listening and responding to employees, clients and partners.

Efficiency – We will consistently meet our clients' expectations by providing competent people, reliable equipment and smart systems.

Flexibility – We will encourage challenge and creativity in order to deliver optimised performance and continuous improvement.

Performance – We will get it right first time; consistently delivering success.

Anti-bribery and corruption

The Company requires its employees to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. The Company has a specific Anti-Bribery and Corruption policy to ensure compliance with all applicable anti-bribery and corruption regulations and to ensure the Company's business is conducted in a socially responsible manner. A risk assessment is undertaken by the senior members of the Company as part of the quarterly review of the Company's risk register.

Policy

The Company's employment policies and procedures are described in detail in the Staff Handbook, which is available to all employees via the Business Management System (BMS). The Company's Code of Conduct – Values and Ethics document sets out the basic principles to guide all employees and officers of the Company on how they must conduct themselves to seek to avoid even the appearance of improper behaviour. To help ensure compliance, the Company requires that employees, officers and directors review the policy and acknowledge their understanding and adherence in writing on an annual basis.

Strategic report

Corporate Social Responsibility (continued)

Equal opportunities and diversity

The Company is committed to equal opportunities and treats all employees with respect and dignity and ensures that decisions are taken without reference to irrelevant or discriminatory criteria. The Company does not tolerate any form of unlawful discrimination and is committed to promoting equality of opportunity and diversity for all personnel, and will address any unlawful discrimination in every aspect of its operations.

As at 31 December 2018 the number of employees was as follows:

	Male	Female
Directors	5	1
Senior Managers	3	-
Other staff – onshore	11	11
Other staff – offshore	117	-

Health and Wellbeing

It is important to the Company that it supports its employees in their health and wellbeing. The Company operates a flexible benefit scheme that is available to all members of staff and includes benefits such as leisure club membership, private medical and dental insurance, a health screening service and an Employee Assistance Programme. The Company has also achieved the Silver Healthy Working Lives Award.

Health, Safety and Environment

The Company recognises that it is has a corporate responsibility to carry out its operations whilst minimising its impact on the environment. The Company has maintained the relevant standards and retains its ISO14001 certification. ISO14001 is an internationally recognised environmental management system (EMS) standard, providing a model for companies to follow to create and achieve their policy. Focusing on the issues that really matter, it is designed to help companies achieve consistent environmental regulatory compliance whilst embedding the concept of continuous improvements in environmental performance. ISO14001 is a widespread benchmark for thousands of organisations around the world that want to communicate to the public and stakeholders that they are environmentally responsible. Additionally, the Company has been awarded BS OHSAS 18001 certification. This is an internationally applied British Standard for occupational health and safety management systems. It exists to help organisations put in place demonstrably sound best practices by providing a framework for procedures and controls needed by the Company to achieve the best possible working conditions and workplace health and safety.

By order of the Board of Directors

Sigurd Thorvildsen
27 March 2019

Directors' report

Registered No. 7114196

The Directors present their report and financial statements for the year ended 31 December 2018. These financial statements have been prepared under International Financial Reporting Standards as adopted by the European Union.

Results and dividends

The loss after taxation for the year amounted to US$ 22.9 million (2017: US$ 28.2 million profit).
There was a total dividend of US$ 15.5 million (2017: US$ 24.0 million) paid during the year representing US$ 0.40 per share (2017: US$ 0.80).

Future developments

See Strategic Report pages 2-6.

Directors

The directors who served the Company during the year were as follows:

Sigurd Thorvildsen
Henrik Fougner
Daniel Gold
John Simpson
Synne Syrrist
Jon Bryce (resigned 18 March 2019)

Financial instruments

The Group's financial risk management objectives and policies are discussed further in Note 26 on pages 63-66 of the financial statements.

Directors liability

The Company insures its directors and officers against liability in respect of proceedings brought by third parties, subject to the conditions set out in the UK Companies Act 2006.

Directors and their interests

None of the directors listed above had any interest in the Company's shares, with the exception of Jon Bryce in connection with the Company's long term incentive plan. Details are given in the directors' remuneration report.

Major interest in shares

The Company has been notified of the following interests representing 3% or more of the issued ordinary share capital of the Company as at 27 March 2019.

	No of shares	*Percentage holding*
Awilhelmsen Offshore AS	20,240,814	37.1%
UBS Securities LLC	9,672,216	17.7%
Akastor AS	3,049,673	5.6%
Euroclear Bank S.A	2,251,191	4.1%
Citibank N.A.	1,873,377	3.4%

QVT Financial LP with affiliated and related parties owned 4,665,895 shares at 27 March 2019, a total of 8.55% of the Company's share capital.

FVP Master Fund LP with affiliated and related parties owned 10,817,537 shares at 27 March 2019 a total of 19.82% of the Company's share capital and has not notified the Company of any changes of ownership up to the date of signing the report and financial statements.

Directors' report

Corporate governance

The information given in the corporate governance statement is set out on pages 11-17.

Going concern

Management has prepared cash flow forecasts for a period of 12 months from the balance sheet date. These demonstrate the ability of the Group to pay its debts as they fall due for at least the next 12 months. The Group has access to sufficient working capital.

On this basis, the directors have concluded that the Group will remain a going concern for at least 12 months from the day of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

Asset impairment consideration

Management has performed an impairment test which resulted in an impairment of US$ 25 million at year end for the WilHunter semi-submersible rig, due to the continued cold stack status of the rig and lack of visibility of contracting opportunities in the near term. The impairment test was based on management's best estimate of forecast future industry conditions and operations, future expected utilisation, contract rates, operating expenses and capital requirements of the rigs. A post-tax discount rate of 10.6% has been applied.

Greenhouse gas emissions

Under the DEFRA guidance on Environmental Reporting Guidelines, Companies are required to report on greenhouse gas emissions under two categories: direct emissions (from rig power generation) and loss of refrigerants. The Company has no financial or operational control over the use of diesel as it is paid for by the client and operationally burned in accordance with the needs of the clients' drilling programme. As a result, the emission figures are reported to the regulator directly by the client.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Responsibility statement

Each of the directors listed on page 1 confirms that to the best of their knowledge:

- The financial statements, prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Group and the undertakings included in the consolidation taken as a whole; and

The strategic report includes a fair review of the development and performance of the business, together with a description of the principal risks and uncertainties faced.

Subsequent events

In March 2019, the Company appointed a new Chief Executive Officer, Mr Jens Berge, to succeed Mr Jon Oliver Bryce. Mr Berge will assume his new position no later than 4th June 2019.

Also in March 2019, the Company declared its first option with Keppel FELS shipyard in Singapore for the building of one new CS60 ECO MW semi-submersible drilling rig. The rig will be similar to the rig contracted in March 2018. The cost for the rig delivered from the yard is approximately USD 425 million with delivery planned for March 2022. Two additional options remain, such options being independent of each other.

In connection with the rig option declaration, the Company successfully completed a Private Placement of 5,550,000 shares at a subscription price of NOK 31.80, raising gross proceeds of approximately USD 20 million. The Company also intends to carry out a subsequent offering of up to 800,000 new shares, for gross proceeds of up to approximately USD 3 million.

Directors’ report

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board of Directors

Sigurd Thorvildsen

27 March 2019

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom company law and those International Financial Reporting Standards (IFRSs) adopted by the European Union.

Under UK Company Law the directors must not approve the financial statements unless they are satisfied that they present fairly the financial position, financial performance and cash flows of the Group and Company for that period. In preparing those financial statements the directors are required to:

- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and the Company's financial position and financial performance;
- state that the Company and Group has complied with IFRSs, subject to any material departures disclosed and explained in the financial statements; and
- make judgements and estimates that are reasonable and prudent.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the UK Companies Act 2006 and Article 4 of the IAS Regulations. They are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Corporate governance

Corporate governance

Awilco Drilling PLC is committed to maintaining high standards of corporate governance.

The Company was previously listed on the Oslo Axess stock exchange, but transferred over to the Oslo Bors stock exchange on 4 September 2018. The Company has adopted the Norwegian Code of Practice for Corporate Governance of 17 October 2018 ('the Code'). A copy of the code can be found at www.nues.no

Adherence to the Code is based on a "comply or explain" principle, whereby companies are expected to comply with the recommendations or explain why they have chosen an alternative approach. Below is a summary of the departures from the Code with an explanation of how the Company's actual practices contribute to good corporate governance.

Code of Practice Compliance

The Company is required to state how it has applied the principles set out in Section 1 of the Code and which relate to its directors, remuneration, accountability and audit and relations with shareholders.

As of the date of this report, the Company is in compliance with the Code, except in relation to the following matters:

- Business – the Company's Articles of Association do not specifically define the Company's business. The Company is incorporated in England & Wales and this is in line with standard practice for a UK registered company. An overview of the Company's business can be found in this report.
- Equity and dividends – the authorisation given to undertake share capital increases has not been restricted to defined purposes, due to the scope of the Company's business. This is normal practice for a UK registered company.
- Auditor – the Auditor is not present during the Board meeting that deals with the annual accounts; but the Auditor attends Audit Committee meetings to discuss the Annual Report and financial statements.
- Corporate Assembly – the Company does not have a Corporate Assembly.

Business

The Company's principal business is to own offshore drilling rigs for use in offshore drilling operations, and to provide drilling services for oil and gas companies using these rigs. This is an intricate business which involves complex assets and high value equipment, and which requires specialised and trained personnel to operate them efficiently and safely.

The Company's vision is to be a partner of choice, consistently "delivering the difference" to its customers.

Further information about the Company's vision, mission and strategy statements is available in the Strategic Report.

Equity and dividends

Full details of the shares issued are detailed in Note 24. The Company considers its equity to be at a level appropriate to the Company's objectives, strategies, cash flow projections and risk profile.

The Company's intention is to pay dividends in support of its main objective to maximise returns to shareholders. All of the Company's free cash flow is intended to be distributed subject to maintaining a robust cash buffer to support operational working capital requirements and planned capital expenditure. Consideration is also given to future market prospects. With the ordering of two new-build high-end semi-submersible rigs, plus an agreement for a further two independent rig options, the Company is in a growth and investment phase. Dividend payments have been suspended and will resume when the Company again reaches an appropriate free cash flow situation.

Corporate governance

Equal treatment of shareholders

All issued shares of the Company are vested with equal shareholder rights in all respects. There is only one class of shares. The Articles of Association place no restrictions on voting rights. Each share represents one vote at the Company's General Meetings.

Transactions with close associates

The Company has entered into the agreements listed below with the following parties:

- A management agreement with Awilhelmsen Management AS (AWM) for corporate services;
- Management-for-hire contracts for personnel from the Awilhelmsen Group.

Awilhelmsen Offshore AS owns 37.1% of the ordinary shares in Awilco Drilling PLC.

Freely negotiable shares

The shares of the Company are freely negotiable.

Going concern

The Board regularly review the Company's financial projections to ensure resources are available to meet operational requirements, and take appropriate action if judged necessary.

General Meetings

All shareholders of the Company are entitled to attend the general meetings of the Company. The Annual General Meeting (AGM) is to be held no later than 30 June each year. Notification for meetings are sent out at least 21 days in advance. The notice includes a reference to the Company's website where the notice for the General Meeting and other supporting documents required to allow shareholders to form a view on all matters to be considered at the meeting are made available. The deadline for registration is normally set three working days before the General Meeting, to ensure shareholders have as much time as possible to register. If a shareholder cannot attend a meeting in person it is possible to vote through proxy.

The minutes from the General Meetings are published on the Company's website www.awilcodrilling.com

The next AGM is scheduled for 5 June 2019.

Corporate governance

The Board of Directors

The Board considers that it is vital to ensure that there is an appropriate range of skills, knowledge and experience among its members, and that the objectivity and integrity of members should be exemplary. The Board currently consists of five non-executive Directors including the Chairman. The Board believes that the structure and size of the Board is appropriate and that no single individual or group dominates the decision making process. The names, skills, experience and expertise of each Director are shown in the Board of Directors section of the Company's website at www.awilcodrilling.com

The main responsibilities of the Board include but are not limited to:

- providing strategic direction for the Company;
- overseeing the Company's systems of internal control, governance and risk management;
- evaluating the performance of executive management; and
- monitoring and facilitating the activities of the Audit and Compensation Committees.

Management is delegated the task of the detailed planning and implementation of the Company's strategy.

Directors receive timely, regular and appropriate management information to enable them to fulfil their duties and have access to the advice of the Company Secretary. The Board has agreed guidelines for Directors to obtain independent professional advice, if they seek it, at the Company's expense.

The Company has in place directors' and officers' liability insurance.

The Board includes two independent non-executive directors (John Simpson and Synne Syrrist) and three non-independent non-executive directors (Sigurd Thorvildsen, Henrik Fougner and Daniel Gold). All the non-executive Board members are viewed as being free from any relationship with the executive management which could result in any conflict or affect their judgement. None of the non-executive directors participates in the share option schemes or long-term incentive plan operated by the Company and none are dependent on the fees received from the Company as their primary source of income.

Board Performance

The Board completes an annual process to evaluate the effectiveness of Board Committees and individual directors and has confirmed that it is satisfied that it and its Committees are operating effectively.

The performance of the Chief Executive Officer ("CEO") is reviewed annually by the Compensation Committee in conjunction with his annual pay review and the payment of bonuses.

Directors are elected by shareholders at the first annual general meeting after their appointment and, after that, offer themselves for re-election by a vote of shareholders at least once every two years.

Corporate governance

The Board of Directors (continued)

Meetings and attendance

Board meetings are scheduled to be held at least five times a year, linked to key events in the Company's corporate reporting calendar. Additional ad-hoc meetings may be held.

It is expected that all directors attend Board and relevant committee meetings, unless they are prevented from doing so by prior commitments. If directors are unable to attend meetings they are given the opportunity to be consulted and comment in advance of the meeting. The Chairman holds regular informal meetings with the non-executive directors without the executive director being present.

Board Committees

The Board has established an Audit Committee, Compensation Committee and a Nomination Committee. The Audit Committee and Nomination Committee have formal terms of reference governing their method of operation which reflect the provisions of the Code and which have been approved by the Board.

Audit Committee

The Audit Committee was chaired during the year by John Simpson and the other member of the Committee is Henrik Fougner. Only John Simpson is considered to be independent by the Board, which is acknowledged in the terms of reference of the Audit Committee. The Board is satisfied that John Simpson has recent and relevant financial experience, as the former CEO of Den norske Bank (now DNB Bank) in London and Regional Director for DNB's Asia-Pacific operations. Mr Simpson is also classed as an approved person by the UK FCA and has chaired audit committees of UK listed companies and public bodies since 1996.

The role of the Audit Committee is to ensure the integrity of the financial statements of the Company, including its annual and quarterly reports, preliminary results' announcements and any other formal announcements relating to its financial performance. It is responsible for reviewing the Company's internal financial control and risk management systems, advising the Board on the appointment of external auditors, overseeing the relationship with external auditors, reviewing the Company's whistleblowing procedures and considering the need for an internal audit function.

The Audit Committee monitors the relationship with the Company's external auditors relating to the provision of non-audit services to ensure auditor objectivity and independence is safe-guarded. The Company will award non-audit work to the firm which provides the best commercial solution for the work in question taking into account the skills and experience of the firm involved and the fees payable for the work. In considering whether to award such work to the external auditors, attention is paid to the level of fees for non-audit services relative to the amounts of the audit fee and whether there are safeguards in place to mitigate to an acceptable level any threat to objectivity and independence in the conduct of the audit resulting from the provision of such services.

There is an opportunity at each meeting for the Audit Committee to discuss matters privately with the external auditors without any members of the executive management team present. In addition, the Chairman of the Committee is in regular contact with the external audit partner to discuss matters relevant to the Company.

Compensation Committee

The Compensation Committee was chaired during the year by Sigurd Thorvildsen and the other members of the Committee are Daniel Gold and Henrik Fougner.

The role of the Compensation Committee is to establish and develop the remuneration policy for the Company's executives and key management and to determine a specific remuneration package for the CEO. No director or employee is involved in deciding their own remuneration. The Committee also approves all employee pay review proposals.

Details of the Company's policy on remuneration, service contracts and compensation payments are set out in the Director's remuneration report.

Corporate governance

The Board of Directors (continued)

Nomination Committee

The members of the Nomination Committee are Henrik Christensen and Tom Furulund.

The role of the Nomination Committee is to present a recommendation to the general meetings concerning directors to be elected by shareholders and the level of directors' fees. The Nomination Committee shall also present recommendations to the general meetings regarding nomination of members to the Nomination Committee and concerning fees for the members of the Nomination Committee.

The table below shows the frequency and attendance of directors and other members at Board and Committee meetings during 2018.

No of meetings in year	*Board Meetings*	*Compensation Committee*	*Audit Committee*	*Nomination Committee*
Sigurd Thorvildsen	8	4	-	-
Henrik Fougner	8	4	3	-
Daniel Gold	7	4	-	-
John Simpson	8	-	3	-
Synne Syrrist	8	-	-	-
Jon Bryce	8	-	-	-
Henrik Christensen (1)	-	-	-	1
Tom Furulund (1)	-	-	-	1

(1) Not members of the Board but members of the Nomination Committee only

Internal controls and risk management

The Board acknowledges its responsibility for establishing and maintaining adequate internal controls and risk management systems to safeguard shareholders' investments and the Company's assets and performs an annual review of these areas. Such systems can only be designed to manage, and not to eliminate, the risk of failure to achieve business objectives. They can provide reasonable, but not absolute, assurance that the Company's assets are safeguarded and that the financial information used within the business for external reporting is reliable.

Operational and business activity risks

The Company's operational and business activity risks are controlled and mitigated by the implementation and use of its Business Management System (BMS). The Company's offshore activity risk is further controlled by the implementation and use of its Safety and Environmental Management System which is incorporated in the BMS.

Information and financial reporting systems

The Company's comprehensive planning and financial reporting procedures include annual detailed operational budgets which are reviewed and approved by the Board. Performance against budget is monitored throughout the year, through monthly reporting of management accounts and key performance indicators. The Board receives updated cash flow statements on a monthly basis and at each Board meeting and has close follow up discussions with the management between meetings as required.

Corporate governance

Internal controls and risk management (continued)

With a centralised financial reporting system, transactions and balances are recognised and measured in accordance with prescribed accounting policies, and all relevant information is appropriately reviewed and reconciled as part of the reporting process.

Investment appraisal

There are clearly defined evaluation and approval processes for acquisitions and disposals, capital items and major expenditure. These include escalating levels of authority and post-completion reviews of all major projects to compare the actual outcome with the original plan. Certain transactions are reserved for approval by the Board and limits of delegated responsibility and areas of authority have been identified for employees.

External audit

The Audit Committee reports to the Board on matters discussed with the auditors during the course of the statutory audit.

Takeovers

The Company has adopted guidelines in relation to take-over bids. The guiding principles of the Board in a take-over situation will be to seek the best value for and the equal treatment of all shareholders. The Board recognises that the decision whether to accept or reject an offer lies with the shareholders, and will refrain from any actions which may deny shareholders this choice. The Board will seek to provide shareholders with a recommendation as to whether shareholders should or should not accept an offer. This includes seeking external advice on valuation when appropriate. Any transaction that is in effect a disposal of the Company's activities will be submitted to a General Meeting for its approval. As the Company is incorporated in England and Wales, any take-over bid for the Company would be governed by aspects of both Norwegian Law and English law and regulations in accordance with the EU Takeover Directive.

Communication with shareholders

The Company is committed to maintain the highest of standards of disclosure ensuring that all investors and potential investors have the same access to high quality, relevant information in an accessible and timely manner to assist them in making informed decisions. The Investor Relations Department manages the flow of information to all investors and potential investors and regular presentations take place at the time of the quarterly results as well as during the rest of the year.

Any concerns raised by a shareholder in relation to the Company and its affairs are communicated to the Board.

The Company maintains a website which provides up-to-date, detailed information on the Company's operations, which includes a dedicated investor relations section. All Company announcements are available on the website, as are copies of slides used for presentations to investment analysts.

Shareholders will have the opportunity at the forthcoming AGM to put questions to the Board, including the Chairmen of the various Committees.

Remuneration of the Board of Directors

The Company operates in a highly competitive market and must attract, motivate and retain high quality directors capable of achieving the Company's objectives and thereby enhancing shareholder value.

The non-executive Board members receive annual remuneration, based on the Board's responsibilities, expertise, time invested and the complexity of the business. Their remuneration is not linked to the Company's performance.

The remuneration of the Board is disclosed in the Director's Remuneration Report on pages 18-27 of this report. None of the Board members have had any additional assignments for the Company and none of the non-executives participate in any incentive or share option programme.

Corporate governance

Remuneration of executive personnel

The Compensation Committee reviews and advises on proposals made by the CEO with regard to the remuneration payable to executive personnel, and presents them to the Board. The remuneration payable to executive personnel is determined on the basis of competence, experience and achieved results.

The Board decides the salary and other compensation for the CEO in a meeting. The remuneration and other compensation to the CEO and other executive employees are disclosed in the notes to the financial statements.

Auditor

In line with standard practice for a UK company, the auditor is not present during the Board meeting that deals with the annual accounts.

The auditor attends all meetings of the Audit Committee and presents to the Committee reviews of the Company's accounting principles, risk areas, internal control procedures, including identified weaknesses and proposals for improvement.

The auditor has a private meeting with the Audit Committee at the end of each of its meetings at which neither the CEO nor any other member from the management team is present.

By order of the Board of Directors

Sigurd Thorvildsen

27 March 2019

Directors' remuneration report

Information not subject to audit

Chairman of the Compensation Committee's Annual Statement

Dear Shareholders,

I am pleased to present the directors' remuneration report for the financial year ended 31 December 2018, prepared in accordance with the Schedule 8 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

This report explains the Company's remuneration policy and provides details of the remuneration paid to executive and non-executive directors for services to the Company during the year. There have been no significant changes to the remuneration policy this year.

In determining remuneration levels, the Committee has taken account of market conditions, the performance of the Company, responsibility to shareholders and good corporate governance.

Due to the fluctuation in the exchange rate between GBP and USD, for the purpose of comparison the directors' remuneration figures have been shown in GBP as this is the currency in which remuneration is paid.

A resolution to approve the Directors remuneration report will be proposed at the AGM which is scheduled to be held on 5 June 2019.

Sigurd Thorvildsen
Chairman, Compensation Committee

27 March 2019

Directors' remuneration report

Remuneration policy

The Company operates in a highly competitive market and must attract, motivate and retain high quality directors and senior executives capable of achieving the Company's objectives and thereby enhancing shareholder value.

No director makes a decision relating to his own remuneration. Individual directors leave the meeting when their own remuneration is being discussed. A significant proportion of the potential remuneration of the CEO and senior executives is performance-related with appropriately stretching targets, thus aligning their interests with those of shareholders and encouraging performance at the highest levels.

The Committee has considered whether there are any aspects of the remuneration policy which could inadvertently encourage the executives to take inappropriate risk and has concluded that the policy remains appropriate in this regard.

How the views of employees are taken into account

The Company, in line with market practice, does not actively consult with employees on executive remuneration. The Committee is made aware of overall pay and employment conditions in the wider work force when it sets the executive remuneration policy.

How the views of shareholders are taken into account

The Committee takes into account the view of the shareholders through open and transparent communication with shareholders. If there are significant changes proposed to the remuneration policy, the Committee will consult with major shareholders.

The table below summarises the remuneration policy, by component for the CEO. Details of the remuneration policy for non-executive directors are included on page 22.

Element	Purpose	Operation	Opportunity	Performance Measure
Annual Salary	To attract and retain key individuals and reflect their responsibilities, market value and expected performance level	Reviewed annually or when a change in responsibility occurs	There is no maximum salary opportunity	Not applicable
Benefits	To provide a market competitive reward package to the employee	The Company typically provides ➢ Car allowance ➢ Private health care ➢ Private dental care	Car allowance is a fixed annual amount. There is no maximum for health/dental insurance as it will depend on the value of premiums paid in the year	Not applicable
Performance related bonus	To incentivise the employee	Bonus payments are determined by the Compensation Committee and awarded where justified by performance	The amount of bonus increases with the level of performance achieved, up to a maximum of 100% of salary	Specified targets for the financial year – please see page 24 for full details

Directors’ remuneration report

Element	Purpose	Operation	Opportunity	Performance Measure
Pension	To provide a market competitive long-term retirement benefit	Eligibility to participate in a Defined Contribution scheme which has a maximum employer contribution of 9%	Up to 9% of salary	Not applicable
Long term incentive plan	To motivate and incentivise executives	All awards are of synthetic shares which are cash settled. 2014 Plan: The plan “vests” after three years and the exercise period is five years subject to the employee remaining employed by the Company. 2015 Plan: Same vesting period as the 2014 plan. 2016 Plan: The plan “vests” after four years and the exercise period is five years subject to the employee remaining employed by the Company.	Award of up to 100% of salary each calendar year	No performance conditions are associated with the scheme; the awards are made at the discretion of the Board of Directors and are not guaranteed to be awarded each year.

Approach to recruitment and promotions

The remuneration package for a new CEO would be in accordance with the Company’s approved remuneration policy as set out above. In addition, the Committee may offer additional benefits as necessary to secure an appointment and to take into account the elements of remuneration forfeited when leaving a previous employment. Relocation expenses or allowance may be paid as necessary. For an internal appointment, any existing contractual agreements in respect of prior employment may be honoured.

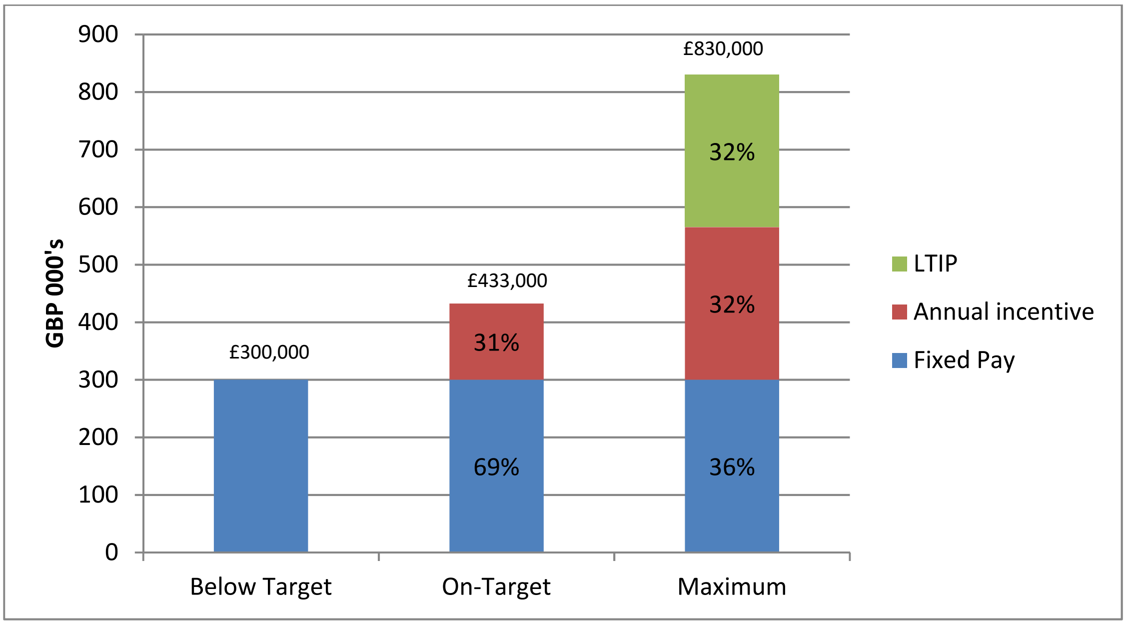
Directors' remuneration report

Service contracts
The service and employment contract of the CEO is not of a fixed duration and therefore has no unexpired terms, but continuation in office as a director is subject to re-election by shareholders.

The notice period of the CEO's contract of employment is three months with the same notice period for the Company. The contract may be terminated without notice for certain events such as gross misconduct. No payment or compensation beyond sums accrued up to the date of termination will be made if such an event occurs. In the event that notice was served by either party, the director can continue to receive basic salary, benefits and pension contributions for the duration of the notice period. The Company may pay salary, benefits and pension in lieu of notice and will observe the other contractual entitlements of a director. There is no entitlement to bonus paid following notice of termination and any outstanding awards under the LTIP scheme will be forfeited. In respect of any new appointments, the policy would be based on terms that are consistent with these provisions.

The non-executive directors do not have service contracts but instead have letters of appointment.

Reward Scenarios
The graph below shows how the total pay opportunities for the CEO vary under three performance scenarios. These have been prepared on the assumptions detailed below.



Below target = fixed pay only (base salary, benefits and pension)
On target = 50% payable of annual bonus, 0% LTIP award
Maximum = 100% payable of annual bonus, 100% LTIP award

The chart illustrates the potential rewards available under the remuneration policy for the financial year 2018. The values assume a constant share price and do not take into account dividend adjustments that may be received on the share awards. The potential awards available for "on-target" performance under the annual bonus and LTIP are provided for illustration only and do not reflect formal policy decisions that these amounts will be received.

The salary level (on which the bonus and LTIP elements of the package are calculated) are based on current salary level of GBP 265,000.

Directors' remuneration report

Remuneration policy table – non-executive directors

The remuneration policy for non-executive directors is set out in the table below. No non-executive directors participate in the Company's incentive arrangements or pension plan.

Component	Purpose	Operation
Fees	The basic fee is a fixed annual fee agreed after taking external advice and making market comparisons, and relate to the service of the directors in connection with the Company's business. The additional fees payable to the Chairman and members of the Board Committees reflects the additional time commitment in preparing and attending additional meetings.	The fees for non-executive directors (including the Chairman) are reviewed annually and approved in aggregate at the annual general meeting. The current level of fees is detailed below.

New appointments

The same principles as described above will be applied in setting the remuneration of a new non-executive director. Remuneration will comprise fees only and be paid in accordance with the prevailing rate at the time of the appointment. No variable remuneration will be paid and there will be no compensation for any loss of remuneration in a previous employment.

Fees for non-executive directors

The current level of fees paid for 2017 and those proposed for 2018 are as follows:

	2018	*2017*
	GBP	*GBP*
Chairman	46,375	46,375
Basic Fee	33,125	33,125
Chair of Audit Committee	5,000	5,000
Member of Audit, Compensation or Nomination Committee	3,000	3,000

Fees to be paid in respect of 2018 will be decided at the next AGM which is scheduled for 5 June 2019.

Retirement and re-election of directors

All directors are required, under the Articles of Association of the Company, to retire at the first AGM. At each subsequent AGM, any directors who have been appointed by ordinary resolution or by the directors since the last AGM or who were not appointed or reappointed at one of the preceding two AGMs must retire from office and may offer themselves for reappointment by the members. After recommendation by the Nomination Committee, all directors were re-appointed at the AGM on 7th June 2017.

Directors’ remuneration report

Audited information

Directors' remuneration

Single total figure of remuneration table

2018	*Basic Salary and Fees*	*Benefits (1)*	*Performance Related Bonus*	*Pension-related benefits(2)*	*Other(3)*	*Total*
	GBP	*GBP*	*GBP*	*GBP*	*GBP*	*GBP*
Executive Director:						
J O S Bryce	265,000	11,380	82,800	23,850	-	383,030
Non-executive Directors:						
S E Thorvildsen	49,375	-	-	-	-	49,375
H Fougner	39,125	-	-	-	-	39,125
D A Gold	36,125	-	-	-	-	36,125
J N Simpson	38,125	-	-	-	-	38,125
S Syrrist	33,125	-	-	-	-	33,125
	460,875	11,380	82,800	23,850	-	578,905

(1) Includes non-cash benefits comprising car allowance and private health and dental care
(2) Contributions made during the year to the defined contribution scheme
(3) Cash settled value of synthetic share options exercised during the year

2017	*Basic Salary and Fees*	*Benefits (1)*	*Performance Related Bonus*	*Pension-related benefits(2)*	*Other(3)*	*Total*
	GBP	*GBP*	*GBP*	*GBP*	*GBP*	*GBP*
Executive Director:						
J O S Bryce	265,000	11,212	50,000	23,850	-	350,062
Non-executive Directors:						
S E Thorvildsen	49,375	-	-	-	-	49,375
H Fougner	39,125	-	-	-	-	39,125
D A Gold	36,125	-	-	-	-	36,125
J N Simpson	38,125	-	-	-	-	38,125
S Syrrist	33,125	-	-	-	-	33,125
	460,875	11,212	50,000	23,850	-	545,937

(1) Includes non-cash benefits comprising car allowance and private health and dental care
(2) Contributions made during the year to the defined contribution scheme
(3) Cash settled value of synthetic share options exercised during the year

Directors' remuneration report

Analysis of taxable benefits received

The Chief Executive Officer ('the Executive Director') received the following taxable benefits:

	2018 *GBP*	*2017* *GBP*
J O S Bryce		
Car allowance	10,000	10,000
Private health insurance	1,380	1,212
Total	11,380	11,212

Annual bonus 2018

For the year under review, the Executive Director's bonus was awarded subject to challenging strategic targets. The precise weightings are considered by the Company to be commercially sensitive so are not specified in detail. The areas that have been considered were company performance and also performance improvement from the prior year, measured against the Company's financial and operational KPIs whilst also taking into account the current market conditions.

Annual bonus 2019

The criteria for the 2019 bonus has yet to be finalised by the Compensation Committee but is expected to follow a similar format to the current year metrics.

Long Term Incentive Plan

A long term incentive plan for the Executive Director and other key management personnel, with a total limit of up to 4% of the Company's issued share capital was approved at the Annual General Meeting on 26 June 2013. The awards for the years 2010 and 2012 are now fully exercised. There are still outstanding amounts under the 2014, 2015 and 2016 plans.

The plan "vests" after three years and the exercise period is five years subject to the employee remaining employed by the Company with the exception of the 2016 plan which "vests" after four years.

	Shares At 1 January 2018 No.	*Shares Granted in the year No.*	*Shares Exercised in the year No.*	*Shares At 31 December 2018 No.*	*Expiry date*	*Market price on date of award NOK*	*Interest vested in 2018 No.*	*Market price on vesting date NOK*
J Bryce (2014)	68,691	6,166	-	74,857	11 Nov 2019	98.50	-	-
J Bryce (2015)	79,422	7,129	-	86,551	18 Nov 2020	36.70	86,551	37.50
J Bryce (2016)	63,748	5,722	-	69,470	16 Nov 2021	28.20	-	-

There are no specific performance conditions associated with the award of synthetic shares.

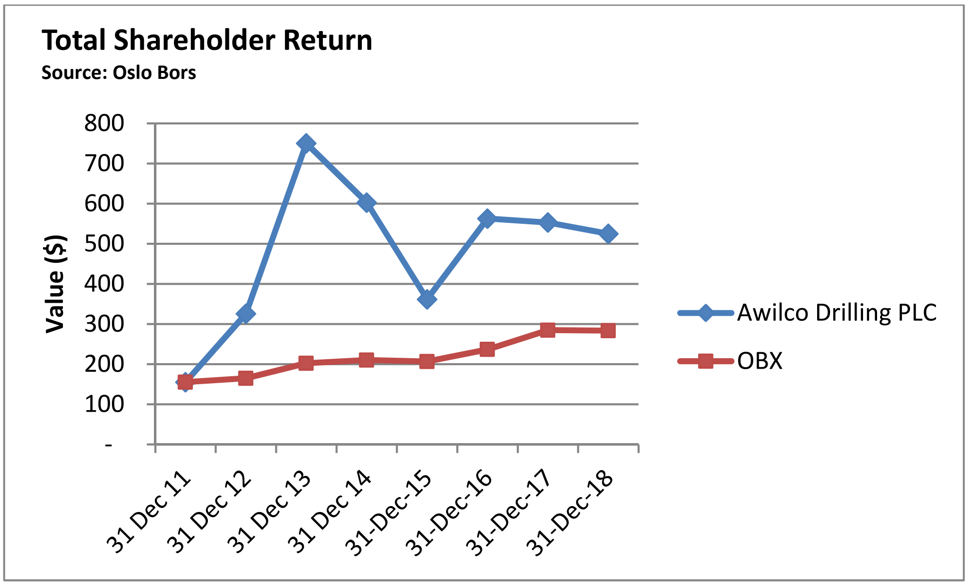
There are no other directors who have any interests in shares.

Directors' remuneration report

Information not subject to audit:

Relative importance of the spend on pay
The graph below shows the relative importance of the spend on pay (for all employees) compared with the returns distributed to shareholders:

Total shareholder return performance graph
The graph below shows the total shareholder return in terms of change in value of an initial investment of £100 on 10 June 2011 (and assuming dividends are re-invested) in a holding of the Company's shares against the corresponding total shareholder return in a hypothetical holding of shares in the OBX (an index on the Oslo Bors stock exchange). This was selected as it represents a broad equity market index in which the Company is a constituent member. The graph is a reporting requirement; however the LTIP awards that are made to the Executive Director are not based on share performance.



Directors' remuneration report

Chief Executive Officer ('CEO') remuneration

Five year comparison

The table below summarises the Chief Executive Officer (the Executive Director)'s single total figure of remuneration, annual and long-term variable performance-related remuneration (and the percentage of the maximum opportunity that these represent) in relation to the past five years.

Year	Chief Executive Officer	Single total figure of remuneration	Annual variable element (actual award versus opportunity)	
		GBP	*GBP*	*%*
2018	J O S Bryce	383,030	82,800	31%
2017	J O S Bryce	350,062	50,000	19%
2016	J O S Bryce	647,750	78,440	30%
2015	J O S Bryce	370,022	69,960	26%
2014	J O S Bryce	2,196,775	159,000	60%

Comparison of CEO remuneration to employee remuneration

	2018	*2017*	*Change %*	*Employee remuneration change*
	GBP	*GBP*		
Salary and fees	265,000	265,000	0%	0%
Taxable benefits	11,380	11,212	2%	2%
Annual variable performance related remuneration	82,800	50,000	66%	(5%)
Total	359,180	326,212	10%	
Single total figure of remuneration	383,030	350,062	9%	

The above table shows the movement in remuneration for the Chief Executive Officer between the current and previous financial year compared with movement of the average remuneration (per head) for all Company employees.

Implementation of remuneration policy for following financial year

Base salaries

The CEO's base salary will continue to be reviewed annually by the Compensation Committee, based on performance and current market conditions. The Compensation Committee will then make a recommendation to the Board of Directors.

Pension and benefits

The CEO participates in a defined contribution arrangement which the Company contributes a maximum of 9% of base salary. Additional benefits include private medical and dental insurance and company car allowance.

Directors’ remuneration report

Implementation of remuneration policy for following financial year (continued)

Annual performance related remuneration

The maximum bonus opportunity for the CEO will remain unchanged at 100% of base salary. The bonus opportunity will be set by the Committee with targets aligned with creating shareholder value.

Statement of shareholder voting

The table below sets out the voting by the Company’s shareholders on the resolution to approve the Directors’ remuneration report at the AGM held on 6 June 2018.

	Total number of votes	% of votes cast
For	31,587,682	100.0%
Total votes cast	31,587,682	100.0%

The Compensation Committee is pleased to note that 100% of shareholders approved the 2017 Directors’ remuneration report.

By order of the Board of Directors

Sigurd Thorvildsen
27 March 2019

Independent auditors' report

to the members of Awilco Drilling PLC

Opinion

In our opinion:

- Awilco Drilling plc's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2018 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements been properly prepared in accordance with IFRSs as adopted by the European Union as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006, and, as regards the group financial statements, Article 4 of the IAS Regulation.

We have audited the financial statements of Awilco Drilling plc which comprise:

Group	Parent company
Consolidated balance sheet as at 31 December 2018	Balance sheet as at 31 December 2018
Consolidated income statement for the year then ended 31 December 2018	Statement of changes in equity for the year then ended 31 December 2018
Consolidated statement of comprehensive income for the year then ended 31 December 2018	Statement of cash flows for the year then ended 31 December 2018
Consolidated statement of changes in equity for the year then ended 31 December 2018	Related notes 1 to 29 to the financial statements including a summary of significant accounting policies
Consolidated statement of cash flows for the year then ended 31 December 2018	
Related notes 1 to 29 to the financial statements, including a summary of significant accounting policies	

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and; as regards to the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Independent auditors’ report

to the members of Awilco Drilling PLC

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report below. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors’ use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group’s or the parent company’s ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Overview of our audit approach

Key audit matters	• Impairment of the drilling rigs
Audit scope	• We performed an audit of the complete financial information of two components and audit procedures on specific balances for a further three components. • The components where we performed full or specific audit procedures accounted for 100% of Profit before tax, 100% of Revenue and 100% of Total assets.
Materiality	• Overall group materiality of $2.6m which represents 1% of Total Assets.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Independent auditors' report

to the members of Awilco Drilling PLC

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Impairment of drilling rigs (2018: $134m – WilPhoenix $96m and WilHunter $38m, 2017: $167m) *Refer to Accounting policies (page 46); and Note 15 of the Consolidated Financial Statements (page 54)* Under IAS 36, the group is required to assess annually whether any impairment indicators exist at the year-end and if such conditions exist, an impairment assessment is required. The speed of recovery within the oil and gas sector, coupled with the fact that one semi-submersible drilling rig (WilHunter) remains un-utilised (no change to the rig's cold stacked status) are considered indicators of a likely impairment Given the estimates and judgements involved in the impairment assessment, there is a risk of improper valuation of the semi-submersible drilling rigs.	We evaluated management's impairment assessment by verifying the methodology and assumptions, along with the value in use and suitability of sensitivities considered by management within, specifically: • Future contract day rates - we have reviewed historic day rates and industry trends, and noted that the day rates assumed are reflective of the current market outlook; • Rig Utilisation – we have reviewed historic rig utilisation and current market trends to confirm reasonableness • Long term growth rate – we compared the rates applied by management to available external rates; • Discount rates – we involved our valuations specialists in our evaluation of the discount rate to consider the appropriateness of the rates used; • Operating costs –the forecast operating costs are in line with audited current and prior year expenditure; and • We have confirmed that the appropriate disclosures have been made in the consolidated financial statements. In addition to the above, we also confirmed the mathematical accuracy of the impairment model.	The assessment is impacted by several factors and is sensitive to both future operating activities and discount rates. In our view the day rates and discount rate assumptions used by management are within reasonable ranges. Following the $25m impairment charge (to WilHunter), we consider the carrying value of the semi-submersible drilling rigs to be reasonable and that appropriate disclosures are made in the financial statements.

Independent auditors' report

to the members of Awilco Drilling PLC

No change to Key Audit Matters from prior year.

An overview of the scope of our audit

Tailoring the scope
Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each entity within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the group and effectiveness of group-wide controls, changes in the business environment and other factors when assessing the level of work to be performed at each entity.

In assessing the risk of material misstatement to the Group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, of the six reporting components of the Group, we selected five components covering entities within Singapore and the United Kingdom, which represent the principal business units within the Group.

Of the five components selected, we performed an audit of the complete financial information of two components ("full scope components") which were selected based on their size or risk characteristics. For the remaining three components ("specific scope components"), we performed audit procedures on specific accounts within that component that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile.

The reporting components where we performed audit procedures accounted for 100% (2017: 100%) of the Group's Profit before tax, 100% (2017: 100%) of the Group's Revenue and 100% (2017: 100%) of the Group's Total assets.

	Full scope components		Specific scope components	
Financial year	2018	2017	2018	2017
% of Group's profit before tax	84%	107%	16%	-7%
% of Group's Revenue	100%	100%	0%	0%
% of Group's Total Assets	83%	79%	17%	21%

The audit scope of these components may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant tested for the Group.

Involvement with component teams
All audit work performed for the purposes of the audit was undertaken by the Group audit team.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Independent auditors' report

to the members of Awilco Drilling PLC

Materiality
The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be $2.6m (2017: $3.6m), which is 1% of Total Assets (2017: 5% of adjusted profit before tax). During 2018 there was a significant reduction in profitability due to reduced activity levels, resulting in a loss for the year. Total Assets was considered a more appropriate materiality basis given the significant carrying value of assets held.

We determined materiality for the Parent Company to be $3.8m (2017: $2.8m), which is 2% of Equity (2017: 2%).

During the course of the audit, we reassessed initial materiality and there has been no significant change in the final materiality from our original assessment at planning.

Performance materiality
The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 75% (2017: 75%) of our planning materiality, namely $1.9m (2017: $2.7m). We have set performance materiality at this percentage based on the history of past misstatements and lack thereof, our ability to access the likelihood of misstatements and the effectiveness of the internal control environment.

The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was $905k to $1.4m (2017: $540k to $2.7m).

Reporting threshold
An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of $130k (2017: $180k), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report set out on pages 2 to 27, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial

Independent auditors' report

to the members of Awilco Drilling PLC

statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other

Other information (continued)

information, if, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

Responsibilities of directors

As explained more fully in the directors' responsibilities statement [set out on page 10], the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Independent auditors' report

to the members of Awilco Drilling PLC

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

The objectives of our audit, in respect to fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and determined that the most significant frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (IFRS, the Companies Act 2006 and The Norwegian Code of Practice for Corporate Governance) and the relevant tax compliance regulations in the jurisdictions in which the group operates. In addition, we concluded that there are certain significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements being the Listing Rules of the Oslo Børs Stock Exchange, and those laws and regulations relating to health and safety and employee matters.

- We understood how Awilco Drilling Plc is complying with those frameworks by making enquiries of management. We corroborated our enquiries through our review of board minutes and papers provided to the Audit Committee. We obtained the Code of Business conduct and employee handbook updated as at August 2018 which is provided to all onshore employees and those charged with governance which indicates a culture of honesty and ethical behaviour.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur, by meeting with management from the business to understand where it considered there was susceptibility to fraud. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from fraud or error.

- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations identified in the paragraphs above. Our procedures involved: journal entry testing, with a focus on manual consolidation journals and journals indicating large or unusual transactions based on our understanding of the business; and enquiry of group management.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent auditors' report

to the members of Awilco Drilling PLC

Other matters we are required to address

- We were appointed by the company in 2010 to audit the financial statements for the period ending 31 December 2010 and subsequent financial periods. *We were appointed as auditors by the directors and signed an engagement letter on 3 November 2010.*

  The period of total uninterrupted engagement including previous renewals and reappointments is nine years, covering the years ending 31 December 2010 to 31 December 2018.

- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting the audit.

- The audit opinion is consistent with the additional report to the audit committee

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

Jamie Dixon (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
Aberdeen
27 March 2019

Notes:

1. The maintenance and integrity of the Awilco Drilling PLC web site is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the web site.

2. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Group statement of comprehensive income

for the year ended 31 December 2018

	Notes	2018 US$000	2017 US$000
Revenue	5	56,522	131,731
Cost of sales		(41,031)	(43,794)
Impairment	16	(25,000)	(45,000)
Gross (Loss)/Profit		(9,509)	42,937
General and administrative expenses		(8,766)	(8,818)
Operating (Loss)/Profit	6	(18,275)	34,119
Finance income	9	1,943	792
Finance expense	10	(4,671)	(6,919)
Foreign exchange gain, net	11	5	941
Loss on forward contracts at fair value through profit and loss	28	(172)	(123)
(Loss)/Profit before taxation		(21,170)	28,810
Income tax expense	12	(1,694)	(643)
(Loss)/Profit for the year attributable to equity shareholders		(22,864)	28,167

There is no comprehensive income other than the results for the year.

Basic and diluted earnings per share (US$ per share)	13	(0.52)	0.94

Total comprehensive income for the year is attributable to the owners of the Company, as there is no minority interest.

Group statement of financial position

as at 31 December 2018

	Notes	2018 US$000	2017 US$000
Non-current assets			
Property, plant and equipment	15	186,761	178,808
Deferred tax	12	461	1,372
		187,222	180,180
Current assets			
Inventory		4,808	4,808
Trade and other receivables	18	11,938	24,073
Current tax		340	3,551
Cash and cash equivalents	19	63,865	119,286
		80,951	151,718
Total assets		268,173	331,898
Current liabilities			
Trade and other payables	20	6,284	10,441
Current tax payable		66	-
Borrowing	21	-	10,000
		6,350	20,441
Non-current liabilities			
Borrowing	21	-	80,000
Other liabilities	20	433	248
		433	80,248
Total liabilities		6,783	100,689
Net Assets		261,390	231,209
Equity			
Called up share capital	24	477	304
Share premium account	24	198,242	129,837
Retained earnings		62,671	101,068
Total Shareholders' funds		261,390	231,209

Signed on behalf of the Board of Directors

Sigurd Thorvildsen
Director

Company statement of financial position

as at 31 December 2018

	Notes	2018 US$000	2017 US$000
Non-current assets			
Property, plant and equipment	15	504	534
Investment in subsidiaries	17	277	204
Amount due from subsidiary undertakings	25	123,920	106,417
Deferred tax		461	504
		125,162	107,659
Current assets			
Trade and other receivables	18	9,533	17,949
Tax receivable		340	-
Cash and cash equivalents	19	63,307	118,990
		73,180	136,939
Total assets		198,342	244,598
Current liabilities			
Trade and other payables	20	4,635	6,988
Borrowing	21	-	10,000
		4,635	16,988
Non-current liabilities			
Other liabilities	20	433	248
Borrowing	21	-	80,000
		433	80,248
Total liabilities		5,068	97,236
Net assets		193,274	147,362
Equity			
Called up share capital	24	477	304
Share premium account	24	198,242	129,837
Retained earnings		(5,445)	17,221
Total Shareholders' funds		193,274	147,362

The loss recorded by the Company for the year was US$7.1 million (2017: US$16.2 million profit).

Signed on behalf of the Board of Directors

Sigurd Thorvildsen
Director

Group statement of changes in equity

for the year ended 31 December 2018

	Share Capital US$000	*Share premium US$000*	*Retained earnings US$000*	*Total equity US$000*
At 1 January 2017	304	129,837	96,926	227,067
Total comprehensive profit for the year	-	-	28,167	28,167
Dividends paid	-	-	(24,025)	(24,025)
At 31 December 2017	304	129,837	101,068	231,209
Equity issue as at 27 March 2018	161	64,776	-	64,937
Equity issue costs as at 27 March 2018	-	(1,017)	-	(1,017)
Equity issue as at 22 June 2018	12	4,646	-	4,658
Total comprehensive loss for the year	-	-	(22,864)	(22,864)
Dividends paid	-	-	(15,533)	(15,533)
At 31 December 2018	477	198,242	62,671	261,390

Company statement of changes in equity

for the year ended 31 December 2018

	Share capital US$000	*Share premium US$000*	*Retained Earnings US$000*	*Total equity US$000*
At 1 January 2017	304	129,837	25,042	155,183
Total comprehensive profit for the year	-	-	16,204	16,204
Dividends paid	-	-	(24,025)	(24,025)
At 31 December 2017	304	129,837	17,221	147,362
Equity issue as at 27 March 2018	161	64,776	-	64,937
Equity issue costs as at 27 March 2018	-	(1,017)	-	(1,017)
Equity issue as at 22 June 2018	12	4,646	-	4,658
Total comprehensive loss for the year	-	-	(7,133)	(7,133)
Dividends paid	-	-	(15,533)	(15,533)
At 31 December 2018	477	198,242	(5,445)	193,274

Group statement of cash flows

for the year ended 31 December 2018

	Notes	2018 US$000	2017 US$000
Operating activities			
(Loss)/Profit before tax		(21,170)	28,810
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation		13,425	15,686
Impairment		25,000	45,000
Net interest		2,728	6,126
Share based payment		(260)	301
Working capital adjustments:			
Decrease in trade and other receivables		8,092	101
Decrease in inventory		-	36
Decrease in prepayments and accrued revenue		4,043	307
(Decrease) in trade and other payables		(3,712)	(714)
Interest paid		(4,671)	(7,097)
Interest received		1,943	792
Taxation refunded/(paid)		2,494	(5,481)
Net cash flow from operating activities		27,912	83,867
Investing activities			
Purchase of property, plant and equipment		(46,378)	(626)
Net cash flow used in investing activities		(46,378)	(626)
Financing activities			
Proceeds from issue of share capital		69,595	-
Equity issue costs		(1,017)	
Payment of dividends		(15,533)	(24,025)
Repayment of loans and bonds	22	(90,000)	(10,000)
Net cash flow used in financing activities		(36,955)	(34,025)
Net increase/(decrease) in cash and cash equivalents		(55,421)	49,216
Cash and cash equivalents at beginning of year		119,286	70,070
Cash and cash equivalents at end of year	19	63,865	119,286

Company statement of cash flows

for the year ended 31 December 2018

	Notes	2018 US$000	2017 US$000
Operating activities			
Loss before tax		(5,367)	(5,676)
Adjustments to reconcile loss before tax to net cash flows:			
Depreciation		52	67
Net interest		2,728	6,126
Share based payment		(260)	301
Working capital adjustments:			
Decrease/(increase) in prepayments		324	205
Decrease/(increase) in trade receivables		(11,547)	87,890
Increase/(decrease) in trade and other payables		(1,908)	757
Interest paid		(4,671)	(7,098)
Interest received		1,943	792
Net cash flows (used in)/from/ in operating activities		(18,706)	83,364
Investing activities			
Purchase of property, plant and equipment		(22)	-
Net cash flows used in investing activities		(22)	-
Financing activities			
Proceeds from issue of share capital		69,595	-
Equity issue costs		(1,017)	-
Dividends paid		(15,533)	(24,025)
Repayment of bonds	22	(90,000)	(10,000)
Net cash flows used in financing activities		(36,955)	(34,025)
Net increase/(decrease) in cash and cash equivalents		(55,683)	49,339
Cash and cash equivalents at beginning of year		118,990	69,651
Cash and cash equivalents at end of year	19	63,307	118,990

Notes to the financial statements

At 31 December 2018

1. General information

The Group and Company financial statements of Awilco Drilling PLC for the year ended 31 December 2018 were authorised for issue by the Board of Directors on 27 March 2019. The Company is incorporated in the United Kingdom under the Companies Act 2006 and listed on the Oslo Bors stock exchange. The address of the registered office is given on page 1. The nature of the Group's operations and its principal activities are set out in the Strategic report.

2. Basis of preparation

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union as they apply to the financial statements of the Group for the year ended 31 December 2018 and applied in accordance with the provisions of the Companies Act 2006.

Basis of consolidation

The Group financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

Going concern

Management has prepared cash flow forecasts for a period of 12 months from the balance sheet date. This demonstrates the ability of the Group to pay its debts as they fall due for at least the next 12 months. The Group has positive net assets in the Group statement of financial position.

On this basis, management has concluded that the Group will remain a going concern for at least 12 months from the day of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

3. Significant accounting estimates and assumptions

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year, are discussed below.

Useful economic lives

The Group's drilling rigs are being depreciated over their estimated useful lives of 20 years which commenced July 2011 on a straight line basis and assuming a US$15 million residual value each. These estimates and associated assumptions have been assessed as reasonable by management against industry standards following the refurbishment work performed on the drilling rigs.

Impairment

The carrying amount of the Group's rigs are reviewed at each balance sheet date to determine whether there is any indication of impairment, or more frequently if events or changes in circumstances indicate they might be impaired. The impairment test is based on management's best estimate of forecast future industry conditions and operations, future expected utilisation, contract rates, operating expenses and capital requirements of the rigs.

Notes to the financial statements

At 31 December 2018

4. Accounting policies

New standards and interpretations

The Group applied IFRS 15 and IFRS 9 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued, but are not yet effective.

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

The Group applied IFRS prospectively, with an initial application date of 1 January 2018. The Group has not restated the comparative information, which continues to be reported under IAS 39.

(a) Classification and measurement

Under IFRS 9, debt instruments are subsequently measured at fair value through profit or loss, amortised cost, or fair value through OCI. The classification is based on two criteria: the Group's business model for managing the assets; and whether the instruments contractual cash flows represent 'solely payments of principal and interest' on the principal amounts outstanding.

The assessment of the Group's business model was made as of the date of initial application, 1 January 2018. The assessment of whether contractual cash flow on debt instruments are solely comprised of principal and interest based on the facts and circumstances as at the initial recognition of the assets.

The classification and measurement requirements of IFRS 9 did not have a significant impact to the Group. The Group continues measuring at fair value all financial assets previously held at fair value under IAS 39. The following are the changes in the classification of the Group's financial assets:

- Trade receivables and other non-current financial assets classified as loans and receivables as at 31 December 2017 are held to collect contractual cash flows and give rise to cash flows representing solely payments of principal and interest. These are classified and measured as Debt instruments at amortised cost beginning 1 January 2018.

The Group has not designated any financial liabilities as at fair value through profit or loss. There are no changes in classification and measurement for the Group's financial liabilities.

In summary, upon the adoption of IFRS 9, the Group had the following required or elected reclassifications as at 1 January 2018.

		IFRS 9 measurement category		
		Fair value through profit or loss	*Amortised cost*	*Fair value through OCI*
IAS 39 measurement category	*US$000*	*US$000*	*US$000*	*US$000*
Loans and receivables:				
Trade receivables	9,075	-	9,075	-

(b) Impairment

The adoption of IFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach. IFRS 9 required the Group to recognise an allowance for ECL's for all debt instruments not held at fair value through profit or loss and contract assets.

Notes to the financial statements

At 31 December 2018

4. Accounting policies (continued)

New standards and interpretations (continued)

IFRS 15 Revenue from Contracts with customer

IFRS 15 supersedes IAS 11 Construction Contracts, IAS 18 Revenue and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. IFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and required that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitles in exchange for transferring goods or services to a customer.

The Group adopted IFRS 15 using the modified retrospective method of adoption with the date of initial application of 1 January 2018. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed as this date. The Group elected to apply the standard to all contracts as at 1 January 2018.

There was no effect to the Group in applying IFRS 15 at 1 January 2018.

New standards and interpretations - not yet adopted

The following standards and amendments and interpretations to existing standards have been published and are mandatory for the Group's accounting period beginning on or after 1 January 2019 or later periods, but the Group has not early adopted them:

- IFRS 16 Leases
- IFRIC Interpretations 23 Uncertainty over Income Tax Treatments
- Prepayment Features with Negative Compensation – Amendments to IFRS 9
- IFRS 12 Income Taxes – Income tax consequences of payments on financial instruments classified as equity
- IFRS 2 IAS 23 Borrowing Costs – Borrowing costs eligible for capitalisation
- Definition of a Business – Amendments to IFRS 3
- Definition of Material – Amendments to IAS 1 and IAS 8
- The Conceptual Framework for Financial Reporting

It is not anticipated that the application of these standards and amendments will have any material impact on the Group's financial statements with the exception of IFRS 16.

IFRS 16 requires lessees to account for all leases under a single on-balance sheet model in a similar way to finance leases under IAS 17. A right-of use asset and a corresponding lease liability will be recognised for all leases by the lessee except for short-term leases and leases of low value assets.

The Group has commitments under an operating lease in respect of land and buildings which meets the definition of a lease under IFRS 16.

Lessor accounting will not significantly change under the new standard. However, some differences may arise as a result of new guidance on the definition of a lease. Under IFRS 16 a contract is, or contains a lease if the contract conveys control of the use of an identified asset for a period of time in exchange for some form of consideration. The Group has concluded that there will be no impact on the treatment of the drilling rigs under long term contracts.

Additional disclosures will also be required under IFRS 16.

The Group plans to apply IFRS 16 initially on 1 January 2019 using the modified retrospective approach whereby the cumulative impact of adopting the standard will be recognised in retained earnings as of 1 January 2019 and the comparative periods will not be restated. The Group is still assessing the financial impact.

Notes to the financial statements

At 31 December 2018

4. Accounting policies (continued)

Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less. For the purpose of the cash flow statement, cash and cash equivalents are as defined above and net of outstanding bank overdrafts.

Property, plant and equipment

Rigs and equipment are stated at cost less depreciation and impairment losses. The cost of an asset comprises its purchase price and directly attributable cost of bringing the asset to its working condition. When it can be clearly demonstrated that subsequent expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of the assets beyond their originally assessed standard of performance, the expenditure is capitalised as an additional cost of the asset. A component of an asset with a cost that is significant in relation to the total cost of the asset is depreciated separately. Components with a similar depreciation method and useful life are grouped together.

Depreciation is calculated using the straight-line method for each asset, after taking into account the estimated residual value, over its expected useful lives as follows:

Semi-submersible rigs	–	20 years
Special periodical surveys	–	5 years
Other fixtures and equipment	–	3-5 years

Special periodical surveys are a five yearly thorough inspection and recertification of the hull and main machinery components of the rig, which also include class and flag state renewal and verification. The carrying values of plant and equipment are reviewed for impairment if carrying value may not be recoverable, and are written down immediately to their recoverable amount. Useful lives and residual values are reviewed annually and where adjustments are required these are made prospectively. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the derecognition of the asset is included in the income statement in the period of derecognition.

Assets under construction

Assets under construction are costs directly associated with constructing an asset. While the asset is being constructed, no depreciation is applied. Once an asset is ready for use, all associated costs are transferred to the relevant asset category and depreciated accordingly.

Revenue recognition

Revenue derived from charter-hire contracts or other service contracts is recognised in the period that services are rendered at rates established in the relevant contracts. Certain contracts include mobilisation fees payable at the start of the contract. In cases where the fee covers a general upgrade of a rig or equipment which increases the value of the rig or equipment beyond the contract period, the fee is recognised as revenue over the firm contract period whereas the investment is depreciated over the remaining lifetime of the asset. In cases where the fee covers specific upgrades or equipment specific to the contract, the mobilisation fees are recognized as revenue over the firm contract period.

Cost of sales

Cost of sales includes rig operating costs and the depreciation cost for the two rigs.

Taxation

Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise income tax is recognised in the income statement.

Notes to the financial statements

At 31 December 2018

4. Accounting policies (continued)

Deferred income tax

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exception:

- Deferred income tax assets are recognised only to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using United States Dollars (US$) "the functional currency". The Group financial statements are presented in US$, which is the Company's functional currency and presentation currency and all values are rounded to the nearest thousand dollars (US$000) except when otherwise indicated.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currency are recognized in the income statement. The principal foreign currencies used by the Group are Pounds Sterling (£ or GBP), Euro (€) and Norwegian Kroner (NOK).

Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Leases

Leases, where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statement on a straight-line basis over the lease term.

Financial assets

Financial assets are recognised when the Company becomes party to the contracts that give rise to them and are classified as financial assets at fair value through profit or loss or amortised cost, as appropriate. The Company determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end. When financial assets are recognised initially, they are measured at fair value, being the transaction price plus, in the case of financial asset not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

Notes to the financial statements

At 31 December 2018

4. Accounting policies (continued)

Derecognition of financial assets (continued)

- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but had transferred control of the asset, or
- The Company has transferred substantially all the risks and rewards of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

Further disclosures relating to impairment of financial assets are also provided in Note 18.

The Group recognised an allowance for expected credit loss (ECL) for all debt instruments not held at fair value through profit or loss. ECL's are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL's. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL's at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Inventories

Inventories of drilling equipment and spares for future integrated drilling service wells are stated at the lower of cost incurred and net realisable value. These inventory items include spare parts and supplies relating to the operation of the semi-submersible drilling rigs.

Trade and other receivables

Trade receivables, which generally have 60 day terms, are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost.

Trade and other payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Loans

Loans are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. Loans are subsequently measured at their amortised cost applying the effective interest rate method.

Finance charges on the loans are recognised as finance costs in the income statement.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

Notes to the financial statements

At 31 December 2018

4. Accounting policies (continued)

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts, to hedge certain foreign currency risks. The derivative financial instruments are initially recognised at fair value on the date on which the derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. The Group does not designate any derivative financial instruments as hedges nor apply hedge accounting. Any gains or losses arising from changes in the fair value of derivatives are taken to the income statement.

Share based payment

The cost of cash settled transactions is measured initially at fair value at the grant date using a Black-Scholes model; further details are given in Note 27. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to and including the settlement date, with changes in fair value recognised in profit or loss for the period.

Pension

The pension plan in place is a defined contribution plan. Pension contributions are charged to the income statement as an expense in the period to which the contributions relate. Once the contributions have been paid, there are no further payment obligations.

5. Revenue

Revenue represents the invoiced amount of services provided after the deduction of rebates and retrospective discounts. All items are stated net of value added tax.

The Group only has one segment – providing drilling services in the UK. As a result no further segmental information has been provided.

Information about major customers

Annual revenue from two major customers amounted to US$ 43 million and US$ 13 million arising from the provision of drilling services (2017: US$ 80 million and US$ 52 million).

6. Operating profit

This is stated after charging

	2018	*2017*
	US$000	*US$000*
Depreciation (Note 15)	13,425	15,686
Operating lease expense on land and buildings	341	321
Inventory used	704	846

Notes to the financial statements

At 31 December 2018

7. Auditors' remuneration

The Group paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Group.

	2018	*2017*
	US$000	*US$000*
Audit of the financial statements	94	98
Local statutory audits of subsidiaries	48	53
Tax services – compliance	31	36
Tax services - advisory	107	35
	280	222

8. Staff costs

	2018	*2018*	*2017*	*2017*
	Group US$000	*Company US$000*	*Group US$000*	*Company US$000*
Wages and salaries	15,122	3,497	14,893	3,195
Pension costs	780	136	788	115
Social security costs	2,126	594	2,177	646
Long term incentive plan	489	354	1,140	1,237
	18,517	4,581	18,998	5,193

The above excludes directors' remuneration. The Company makes contributions to a defined contribution scheme for all eligible employees up to a maximum of 9% of salary. Contributions are charged to the income statement as incurred.

The average monthly number of employees during the year was made up as follows:

	2018	*2017*
	No.	*No.*
Onshore, including management (Company)	26	24
Offshore	116	117
	142	141

9. Finance income

	2018	*2017*
	US$000	*US$000*
Bank interest	1,943	792

Notes to the financial statements

At 31 December 2018

10. Finance expense

	2018 US$000	2017 US$000
Interest on loans and bonds	4,671	6,919

11. Foreign exchange

	2018 US$000	2017 US$000
Gain on foreign exchange transactions	135	1,116
(Loss) on foreign exchange transactions	(130)	(175)
Net (loss)/gain on foreign exchange transactions	5	941

12. Income tax

(a) Income tax on profit on ordinary activities

	2018 US$000	2017 US$000
UK corporation tax on the profit for the year	-	-
Foreign tax on the profit for the year	66	80
Total current income tax	66	80
Amounts under/(over) provided in previous years	829	6
Tax credit available to the UK	(113)	-
Total current income tax	782	86
Deferred income tax:		
Origination and reversal of temporary differences	917	3,371
Amounts under/(over) provided in previous years	-	(2,417)
Impact of changes in tax rates	(5)	(397)
Total deferred income tax	912	557
Income tax charge in the Group statement of comprehensive income	1,694	643

(b) Reconciliation of the total income tax charge

	2018 US$000	2017 US$000
(Loss)/Profit from continuing operations	(21,170)	28,810
Tax calculated at UK standard rate of corporation tax 19% (2017:19.25%)	(4,022)	5,546
Expenses not deductible for tax purposes	38	48
Foreign tax suffered	66	80
Movement in unrecognised deferred tax asset	4,033	(2,217)
Brought forward deferred tax assets unrecognised	868	-
Prior year adjustments	829	(2,417)
Changes in tax laws and rate	(5)	(397)
Tax credit available to the UK	(113)	-
Income tax charge in the Group statement of comprehensive income	1,694	643

Notes to the financial statements

At 31 December 2018

12. Income tax (continued)

The income tax expense above is computed at profit before taxation multiplied by the effective rate of corporation tax in the UK of 19% (2017: 19.25%)

(c) Deferred income tax

The deferred income tax included in the statement of financial position is as follows:

	2018	*2017*
	US$000	*US$000*
Deferred tax liability		
As at 1 January	-	(1,129)
Temporary differences relating to property plant and equipment	-	1,129
As at 31 December	-	-
Deferred tax asset		
As at 1 January	1,372	3,058
Temporary differences relating to property plant and equipment	(868)	(1,714)
Postponement of capital allowances	-	-
Share-based payment	(43)	28
As at 31 December	461	1,372
Net deferred tax asset	461	1,372

The main categories of deferred tax assets and liabilities recognised in the statement of financial position are as follows:

	Deferred tax asset	Deferred tax liability	Net recognised deferred tax asset/(liability)
	US$000	*US$000*	*US$000*
Share based payments	461	-	461

(d) Unrecognised temporary differences

The Group has tax losses of US$ 14.4 million which arose in the UK (2017: US$ 14.3 million) that are available for offset against future taxable profits that are not part of the bareboat charter ring-fence arrangements. There are further taxable temporary differences relating to fixed assets of US$ 26.9 million and US$ 34 million of unutilised capital allowances. Deferred tax assets have not been recognised in respect of these losses or differences due to the uncertainty of future profits to this level.

Notes to the financial statements

At 31 December 2018

13. Earnings per share

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	2018	*2017*
	US$000	*US$000*
(Loss)/Profit for the year attributable to equity share holders	(22,864)	28,167

	2018	*2017*
	No.000	*No.000*
Weighted average number of ordinary shares for basic earnings per share	44,221	30,032

Total earnings and weighted average number of shares outstanding during the year is the same as for diluted earnings per share.

14. Dividends paid and proposed

	2018	*2017*
	US$000	*US$000*
Declared and paid during the year:		
Equity dividends on ordinary shares:		
Total dividends per share for 2018 : US$ 0.40 (2017: US$ 0.80)	15,533	24,025
Dividends paid	15,533	24,025

Notes to the financial statements

At 31 December 2018

15. Property, plant and equipment

Group	*Semi submersible drilling rigs*	*Assets under construction*	*Special purpose surveys*	*Other fixtures and equipment*	*Total*
	US$000	*US$000*	*US$000*	*US$000*	*US$000*
Cost:					
At 1 January 2017	333,972	-	16,114	1,899	351,985
Additions	578	-	49	-	627
At 31 December 2017	334,550	-	16,163	1,899	352,612
Additions	1,976	44,384	-	22	46,382
Disposals	-	-	(4)	(12)	(16)
At 31 December 2018	336,526	44,384	16,159	1,909	398,978
Depreciation:					
At 1 January 2017	(110,261)	-	(1,558)	(1,298)	(113,117)
Provided	(12,502)	-	(3,117)	(67)	(15,686)
Impairment	(45,000)	-	-	-	(45,000)
At 31 December 2017	(167,763)	-	(4,675)	(1,365)	(173,803)
Provided	(9,679)	-	(3,694)	(52)	(13,425)
Impairment	(25,000)	-	-	-	(25,000)
Disposals	-	-	(1)	12	11
At 31 December 2018	(202,442)	-	(8,370)	(1,405)	(212,217)
Net book value:					
At 31 December 2018	134,084	44,384	7,789	504	186,761
At 31 December 2017	166,787	-	11,488	534	178,808

Notes to the financial statements

At 31 December 2018

15. Property, plant and equipment (continued)

Company	*Office Equipment*	*Other fixtures and equipment*	*Total*
	US$000	*US$000*	*US$000*
Cost:			
At 1 January 2017	1,207	691	1,898
Additions	-	-	-
Transfer	(64)	52	(12)
At 31 December 2017	1,143	743	1,886
Additions	-	22	22
At 31 December 2018	1,143	765	1,908
Depreciation:			
At 1 January 2017	(610)	(687)	(1,297)
Provided	(44)	(23)	(67)
Transfer	33	(21)	12
At 31 December 2017	(621)	(731)	(1,352)
Provided	(44)	(8)	(52)
At 31 December 2018	(665)	(739)	(1,404)
Net book value:			
At 31 December 2018	478	26	504
At 31 December 2017	523	11	534

16. Impairment

The Group has recognised US$ 25 million (2017: US$ 45 million) as an impairment loss.

A value in use assessment has been performed which resulted in a combined recoverable amount of US$ 153.9 million being US$ 94.6 million for WilPhoenix and US$ 59.3 million for WilHunter. Due to the erosion of the contract backlog and the continued weakness of the UK and global drilling market an impairment adjustment was required. This calculation was based on management's best estimate of forecast future industry conditions and operations, future expected utilisation, contract rates, opex and capital requirements of the rigs.

The analysis has been prepared on both rigs separately, as due to the cold stack status of the WilHunter, the cash inflows are forecast as being generated independently of each other. The post-tax discount rate used is 10.6%.

The assumptions used are subject to significant judgement and there is a certain amount of uncertainty to the outcome of these assumptions. Due to this uncertainty, the Group has performed a sensitivity analysis of the main assumptions for the rigs as follows:

Notes to the financial statements

At 31 December 2018

16. Impairment (continued)

Category	Sensitivity	*WilPhoenix* *US$000*	*WilHunter* *US$000*
Post tax discount:	Increase by 1%	(5,210)	(3,402)
	Decrease by 1%	5,645	3,742
Revenue:	Increase by 5%	9,468	11,418
	Decrease by 5%	(9,468)	(11,418)
Utilisation:	Increase by 2%	3,787	4,933
	Decrease by 2%	(3,787)	(4,933)
Opex costs:	Increase by 6%	(8,568)	(7,074)
	Decrease by 10%	14,280	11,790

17. Investments

	Company 2018 US$000	*Company 2017 US$000*
Company shares in subsidiary undertakings		
At 1 January	204	204
Investment in year	75	-
Disposal in year	(2)	-
At 31 December	277	204

At incorporation, the Company acquired WilPhoenix (UK) Ltd and WilHunter (UK) Ltd as newly incorporated companies. During 2011 the Company acquired WilPhoenix (Malta) Limited, WilHunter (Malta) Limited, both incorporated in Malta. Their registered address is 3 Macerata Street, Malta. During the year, the Company disposed of the holding in WilPhoenix (Malta) Ltd as the company was liquidated.

The Company also acquired Awilco Drilling Pte. Ltd. incorporated in Singapore. Its registered address is 8 Wilkie Road, Singapore. During the year, the Company also increased its holding in Awilco Drilling Pte. Ltd.

18. Trade and other receivables

	Group 2018 US$000	*Company 2018 US$000*	*Group 2017 US$000*	*Company 2017 US$000*
Trade receivables	9,075	9,075	17,168	17,168
Prepayments and other receivables	1,311	261	1,570	637
Accrued revenue	1,355	-	5,191	-
VAT receivable	197	197	144	144
	11,938	9,533	24,073	17,949

Notes to the financial statements

At 31 December 2018

18. Trade and other receivables (continued)

As at 31 December, the analysis of ageing of trade receivables is as follows:

Group

		Neither past due nor impaired	*Past due but not impaired*	
	Total	*<60 days*	*60-90 days*	*90+ days*
	US$000	*US$000*	*US$000*	*US$000*
2018	9,075	9,067	-	8

		Neither past due nor impaired	*Past due but not impaired*	
	Total	*<30 days*	*30-60 days*	*60-90 days*
	US$000	*US$000*	*US$000*	*US$000*
2017	17,168	6,531	10,638	(1)

During 2018, the contract payment terms have increased to 60 days from 30 days in the previous year.

Company

		Neither past due nor impaired	*Past due but not impaired*	
	Total	*<60 days*	*60-90 days*	*90+ days*
	US$000	*US$000*	*US$000*	*US$000*
2018	9,075	9,067	-	8

		Neither past due nor impaired	*Past due but not impaired*	
	Total	*<30 days*	*30-60 days*	*60-90 days*
	US$000	*US$000*	*US$000*	*US$000*
2017	17,168	6,531	10,638	(1)

Notes to the financial statements

At 31 December 2018

19. Cash and short-term deposits

	Group 2018 US$000	*Company 2018 US$000*	*Group 2017 US$000*	*Company 2017 US$000*
Cash at bank and in hand	63,865	63,307	119,286	118,990

Cash at bank earns interest at floating rates based on daily bank deposit rates. The Company has restricted cash of US$1.3 million (2017: US$ 1.0 million) in relation to margin security for foreign exchange forward contracts (see Note 26).

20. Trade and other payables

	Group 2018 US$000	*Company 2018 US$000*	*Group 2017 US$000*	*Company 2017 US$000*
Trade and other payables:				
Current	6,284	4,635	9,006	5,553
Interest payable	-	-	1,435	1,435
	6,284	4,635	10,441	6,988
Non-current	433	433	248	248

21. Borrowings

	Group & Company 2018 US$000	*Group & Company 2017 US$000*
Current borrowings:		
Bond (see below)	-	10,000
Total current borrowings	-	10,000
Non-current borrowings:		
Bond (see below)	-	80,000
Total non-current borrowings	-	80,000
Total borrowings	-	90,000

Secured bond

During April 2014, the Company successfully issued a US$125 million secured bond in the Norwegian bond market with maturity in April 2019. The purpose of the bond was to refinance the existing Transocean seller's credit debt and for general corporate purposes. Settlement date of the bond was 9 April 2014 and it was issued with an interest rate of 7%. Repayment terms were US$5 million bi-annually with a final bullet repayment of US$80 million in April 2019. The bond was settled in full on 28 June 2018.

Notes to the financial statements

At 31 December 2018

21. Borrowings (continued)

	Group & Company 2018 US$000	*Group & Company 2017 US$000*
Bond and loans repayment:		
Within one year	-	10,000
In two to five years	-	80,000
	-	90,000

22. Changes in liabilities arising from financing activities

The table below sets out an analysis of the changes in liabilities from financing activities:

	1 January 2018	*Cash flows*	*Non Cash Changes*			*31 December 2018*
	US$000	*US$000*	*Acquisition*	*FX movement*	*Fair Value Changes*	*US$000*
Short Term Borrowings	10,000	(10,000)	-	-	-	-
Long Term Borrowings	80,000	(80,000)	-	-	-	-
Total	90,000	(90,000)	-	-	-	-

23. Commitments and contingencies

Obligations under operating leases

At 31 December 2018 the Group had future minimum lease payments under non-cancellable operating leases as set out below:

	Group 2018 US$000	*Company 2018 US$000*	*Group 2017 US$000*	*Company 2017 US$000*
Payments due under operating lease for land and buildings:				
Within one year	318	318	338	338
After one year but not more than five years	1,271	1,271	1,351	1,351
Over five years	229	229	581	581
	1,818	1,818	2,270	2,270

Capital commitments

There were capital commitments of US$ 386.6 million at 31 December 2018 (2017: US$1.8 million) which includes US$384.9 million in respect of the new build rig.

Notes to the financial statements

At 31 December 2018

24. Share capital

Group and Company

Authorised	*2018* *No.000*	*2017* *No.000*
Ordinary shares of £0.0065 each	49,032	30,032

Group and Company

Allotted called up and fully paid	*2018* *No.000*	*2018* *US$000*	*2017* *No.000*	*2017* *US$000*
At 1 January	30,032	304	30,032	304
Issued on 27 March 2018	17,600	161	-	-
Issued on 22 June 2018	1,400	12	-	-
At 31 December	49,032	477	30,032	304

Group and Company

	2018 *Share premium account* *US$000*	*2017* *Share premium account* *US$000*
At 1 January	129,837	129,837
Share premium on shares issued on 27 March 2018	63,759	-
Share premium on shares issued on 22 June 2018	4,646	-
At 31 December	198,242	129,837

25. Related party transactions

Group

The financial statements include the financial statements of the Group and the subsidiaries listed below:

Name	*Country of Incorporation*	*% Interest*
WilPhoenix (UK) Ltd	United Kingdom	100
WilHunter (UK) Ltd	United Kingdom	100
WilPhoenix (Malta) Ltd (liquidated)	Malta	100
WilHunter (Malta) Ltd	Malta	100
Awilco Drilling Pte. Ltd.	Singapore	100
Awilco Rig 1 Pte. Ltd	Singapore	100
Awilco Rig 2 Pte. Ltd	Singapore	100
Awilco Rig 3 Pte. Ltd	Singapore	100
Awilco Rig 4 Pte. Ltd	Singapore	100

During the year the Group entered into transactions, in the ordinary course of business, with Awilhelmsen Offshore AS, which is a major shareholder through its subsidiaries.

Notes to the financial statements

At 31 December 2018

25. Related party (continued)

Transactions entered into and trading balances outstanding at 31 December 2018 with Awilhelmsen AS and its subsidiaries are as follows:

	2018	*2017*
	US$000	*US$000*
Purchase of management services	2,941	1,908
Share based payment	(22)	(64)
Amounts owed to Awilhelmsen AS and its subsidiaries	(226)	(208)

Sales and purchases between related parties are made at normal market prices. Outstanding balances are unsecured, interest free and cash settlement terms vary between 30 and 90 days. The Company has not provided or benefitted from any guarantees for any related party receivables or payables. The Company has not made any provision for doubtful debts relating to amounts owed by related parties.

Directors and other key management personnel

The remuneration of directors and other key management personnel of the Group is as follows

	2018	*2017*
	US$000	*US$000*
Short-term employee benefits	1,792	1,697
Share-based payment	390	1,261
Other long-term benefits	104	107

Included in the short-term employee benefits are director's emoluments of GBP 460,000 (2017: GBP 460,000). Six directors received remuneration in respect of their services to the Company during the year (2017: six). The highest paid director was Jon Bryce – please refer to the Directors' remuneration report on page 23 for further details.

Company

The Company entered into the following transactions and had the following balances with its wholly owned subsidiaries

Notes to the financial statements

At 31 December 2018

25. Related party transactions (continued)

	2018	*2017*
	US$000	*US$000*
Transactions:		
Amounts invoiced to WilPhoenix (UK) Ltd in respect of services provided to the company	34,369	37,195
Amounts invoiced on behalf of WilPhoenix (UK) Ltd	(60,498)	(132,717)
Amounts invoiced to WilHunter (UK) Ltd in respect of services provided to the company	-	1,687
Settlement of balance with WilPhoenix (UK) Ltd	417,653	-
Settlement of balance with WilHunter (UK) Ltd	179,145	-
Settlement of balance with Awilco Drilling Pte. Ltd	(9,632)	-
Settlement of balance with WilPhoenix (Malta) Ltd	(308,623)	-
Settlement of balance with WilHunter (Malta) Ltd	(278,541)	-
Amounts invoiced to WilPhoenix (Malta) Ltd in respect of services provided to the company	-	(20)
Amounts invoiced to WilHunter (Malta) Ltd in respect of services provided to the company	-	(19)
Invoiced to Awilco Drilling Pte. Ltd.	180	195
Transfer of funds to/(from) Awilco Drilling Pte. Ltd.	1,457	(328)
Amounts invoiced to Awilco Rig 1 Pte. Ltd. in respect of services provided to the company	43,256	-
Taxation paid on behalf of subsidiaries	91	27,333
Dividends received from WilPhoenix (Malta) Ltd	-	236
Dividends received from WilHunter (Malta) Ltd	-	501
Increase Share Capital with Awilco Drilling Pte. Ltd	(75)	-
	18,782	(65,937)
Balance:		
Amounts receivable from/(payable to) WilPhoenix (UK) Ltd	84,941	(306,583)
Amounts payable to WilHunter (UK) Ltd	(100)	(179,245)
Amounts receivable from WilPhoenix (Malta) Ltd	-	278,541
Amounts (payable to)/receivable from WilHunter (Malta) Ltd	(2)	308,621
Amounts (payable to)/receivable from Awilco Drilling Pte. Ltd.	(2,896)	5,083
Amounts receivable from Awilco Rig 1 Pte. Ltd	43,256	
	125,199	106,417
Allowance for expected credit loss	(1,279)	-
	123,920	106,417

Set out below is the movement in the allowance for expected credit losses of intercompany receivables:

	2018	2017
	US$000	*US$000*
As at 1 January	-	-
Provision for expected credit loss	(1,279)	-
As at 31 December	(1,279)	-

Expected credit loss triggered due to lower contract rates and an idle period in the year for the WilPhoenix

Notes to the financial statements

At 31 December 2018

25. Related party transactions (continued)

Entity with significant influence over the Group

Awilhelmsen Offshore AS, owns 37.1% of the ordinary shares in Awilco Drilling PLC.

26. Capital management, financial risk management objectives and policies

The Group's and the Company's principal financial liabilities comprise loans, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group has trade and other receivables, and cash and short-term deposits that arrive directly from its operations.

Management has assessed the fair values of the financial instruments are generally approximate to the carrying values except foreign exchange contracts which are carried at fair value.

The Group and the Company are exposed to market risk, credit risk and liquidity risk.

Fair value hierarchy

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises foreign currency risk. Financial instruments affected by market risk are trade payables and accruals.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's and Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's and Company's operating activities (when expenses are denominated in a different currency from the Company's functional currency).

The Group manages its foreign currency risk by holding cash in the foreign currency required to settle foreign current liabilities, unless the Group has insufficient cash resources available, in which case, it enters into hedging transactions for significant foreign currency commitments.

At the balance sheet date, the Group held GBP1.0 million in trade and other payables (2017: GBP1.7 million). A 5% strengthening or weakening of US$ to GBP would have an effect of US$ 0.1 million on the Group 2018 result (2017: US$0.1 million). The Group has no other material currency exposures.

Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade receivables). The Company has credit risk due to its receivables from subsidiary undertakings and from external clients.

Management assess the credit rating of new and existing clients and determine if any action is required to secure the financial security in respect of work performed.

Liquidity risk

The Group's objective is to maintain sufficient liquidity in order to support the needs of the business and meet the repayments of the debt and commitments as they fall due. In order to achieve this, the Group also has the prospect of issuing new equity or entering into new borrowing arrangements.

Notes to the financial statements

At 31 December 2018

26. Capital management, financial risk management objectives and policies (continued)

Liquidity risk (continued)

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Group	*Less than 3 months*	*3 to 12 months*	*1-5 years*	*Total*
Interest bearing loans	-	11,715	85,775	97,490
Trade and other payables	7,884	2,557	248	10,689
At 31 December 2017	7,884	14,272	86,023	108,179
Trade and other payables	4,318	1,966	433	6,717
At 31 December 2018	4,318	1,966	433	6,717

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Company	*Less than 3 months*	*3 to 12 months*	*1-5 years*	*Total*
Interest bearing loans	-	11,715	85,775	97,490
Trade and other payables	4,850	703	248	5,801
At 31 December 2017	4,850	12,418	86,023	103,291
Trade and other payables	3,580	1,055	433	5,068
At 31 December 2018	3,580	1,055	433	5,068

Fair value of financial assets and financial liabilities

The table below summaries the carrying amounts and fair values of the Group's financial assets and liabilities.

Group	*2018 US$000 Book Value*	*2017 US$000 Book Value*	*2018 US$000 Fair Value*	*2017 US$000 Fair Value*
Financial assets				
Amortised Cost				
Trade receivables	9,075	17,168	9,075	17,168
Prepayment and other receivables	1,311	1,570	1,311	1,570
Accrued revenue	1,355	5,191	1,355	5,191
VAT receivable	197	144	197	144
Current tax receivable	340	227	340	227
Cash and cash equivalents	63,865	119,286	63,865	119,286
Total financial assets	76,143	143,586	76,143	143,586

Notes to the financial statements

At 31 December 2018

26. Capital management, financial risk management objectives and policies (continued)

Fair value of financial assets and financial liabilities (continued)

	2018	*2017*	*2018*	*2017*
	US$000	*US$000*	*US$000*	*US$000*
	Book Value	*Book Value*	*Fair Value*	*Fair Value*
Financial liabilities				
Interest bearing debt				
Non-current portion	-	80,000	-	80,828
Current portion	-	10,000	-	10,104
Trade and other payables	6,717	9,254	6,717	9,254
Interest payable	-	1,435	-	1,435
Current tax payable	66	4,170	66	4,170
Fair value through profit and loss				
Foreign exchange contracts	172	123	172	123
Total financial liabilities	6,955	104,982	6,955	105,914

The table below summaries the carrying amounts and fair values of the Company's financial assets and liabilities.

Company	*2018*	*2017*	*2018*	*2017*
	US$000	*US$000*	*US$000*	*US$000*
	Book Value	*Book Value*	*Fair Value*	*Fair Value*
Financial assets				
Amortised Cost				
Trade receivables	9,075	17,168	9,075	17,168
Prepayment and other receivables	261	637	261	637
VAT receivable	197	144	197	144
Cash and cash equivalents	63,307	118,990	63,307	118,990
Total financial assets	72,840	136,939	72,840	136,939

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The calculation reflects the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Notes to the financial statements

At 31 December 2018

26. Capital management, financial risk management objectives and policies (continued)

Fair value of financial assets and financial liabilities (continued)

	2018	*2017*	*2018*	*2017*
	US$000	*US$000*	*US$000*	*US$000*
	Book Value	*Book Value*	*Fair Value*	*Fair Value*
Financial liabilities				
Trade and other payables	5,068	5,801	5,068	5,801
Interest payable	-	1,435	-	1,435
Interest bearing debt				
Non-current portion	-	80,000	-	80,828
Current portion	-	10,000	-	10,104
Fair value through profit and loss				
Foreign exchange contracts	172	123	172	123
Total financial liabilities	5,240	97,359	5,240	98,291

Capital management

Capital includes called up share capital, share premium and retained earnings.

The Company's intention is to pay dividends in support of its main objective to maximise returns to shareholders. All of the Company's free cash flow is intended to be distributed subject to maintaining a robust cash buffer to support operational working capital requirements and planned capital expenditure. Consideration is also given to future market prospects. With the ordering of two new-build high-end semi-submersible rigs, plus an agreement for a further two independent rig options, the Company is in growth and investment phase. Dividend payments have been suspended and will resume when the Company again reaches an appropriate free cash flow situation.

The Company's capital is monitored at a Group level. The Group monitors capital using a gearing ratio, which is net debt divided by total shareholders' funds plus net debt. The Group includes within net debt, bonds and loans less cash and cash equivalents.

	Group	*Group*
	2018	*2017*
	US$000	*US$000*
Borrowing (note 21)	-	90,000
Cash and cash equivalents (note 19)	(63,865)	(119,286)
Net debt / (funds)	(63,865)	(29,286)
Capital	261,390	231,209
Capital and net debt	197,525	201,923
Gearing ratio	n/a	n/a

Notes to the financial statements

At 31 December 2018

27. Share-based payments

Long Term Incentive Plan

A long term incentive plan for the Executive Director and other key management personnel, with a total limit of up to 4% of the Company's issued share capital was approved at the Annual General Meeting on 26 June 2013. The awards for the years 2010 and 2012 are now fully exercised. There are still outstanding amounts under the 2014, 2015 and 2016 plans.

The plan "vests" after three years and the exercise period is five years subject to the employee remaining employed by the Company with the exception of the 2016 plan which "vests" after four years.

All share options and awards are cash settled.

The following table list the inputs to the model used for these valuations (share prices are in NOK).

Group and Company	*2018*				*2017*			
	2013 Plans	*2014 Plans*	*2015 Plans*	*2016 Plans*	*2013 Plans*	*2014 Plans*	*2015 Plans*	*2016 Plans*
Exercise price	-	-	-	-	-	-	-	-
Share price	28.0	28.0	28.0	28.0	32.30	32.30	32.30	32.30
Expected life	-	-	-	1.88 years	-	-	0.88 years	2.88 years
Volatility	-	-	-	47%	-	-	44%	49%
Risk free interest rate	-	-	-	1.07%	-	-	0.46%	0.77%
Model used				Black-Scholes				

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options and awards during the year.

Group	*2018 No.*	*2018 WAEP (NOK)*	*2017 No.*	*2017 WAEP (NOK)*
Outstanding as at 1 January	940,031	-	632,827	1.86
Granted during the year	83,026	-	601,172	-
Exercised during the year	(144,040)	-	(290,321)	-
Forfeited during the year	-	-	(3,647)	-
Adjusted during the year	-	-	-	-
Outstanding at 31 December	879,017	-	940,031	-
Exercisable at 31 December	637,263	-	462,450	-

All shares with a strike price have been exercised.

Notes to the financial statements

At 31 December 2018

27. Share-based payments (continued)

Long Term Incentive Plan

Company	*2018 No.*	*2018 WAEP (NOK)*	*2017 No.*	*2017 WAEP (NOK)*
Outstanding as at 1 January	775,649	-	397,329	2.96
Granted during the year	68,930	-	554,816	-
Exercised during the year	(19,273)	-	(172,849)	-
Forfeited during the year	-	-	(3,647)	-
Adjusted during the year	-	-	-	-
Outstanding at 31 December	825,306	-	775,649	-
Exercisable at 31 December	583,552	-	388,492	-

The estimated fair value of the granted share options and awards are reached on the basis of the "Black-Scholes option pricing model". The model is applied utilising a risk free discount rate and also taking into account the terms and conditions upon which the options and awards are granted as well as the performance conditions that are required to be satisfied before vesting. The weighted average remaining contractual life at 31 December 2018 is 1.88 years. The Group total share option and award credit amounted to US$0.3 million (2017: US$ 0.3 million charge). The carrying amount of the liability relating to the cash-settled options at 31 December 2018 is US$ 2.8 million (2017: US$3.0 million).

The Company only total share option and award charge amounted to US$0.3 million (2017: US$0.8 million). The carrying amount of the liability relating to the cash-settled options at 31 December 2018 is US$ 2.6 million (2017: $2.2 million).

The table below summaries the carrying amount of the liability

Group	*Less than 3 months*	*3 to 12 months*	*1 – 5 years*	*Total*
Share options and awards	1,266	1,061	433	2,760
At 31 December 2018	1,266	1,061	433	2,760

Company	*Less than 3 months*	*3 to 12 months*	*1 – 5 years*	*Total*
Share options and awards	1,076	1,055	433	2,564
At 31 December 2018	1,076	1,055	433	2,564

Notes to the financial statements

At 31 December 2018

28. Derivative Financial Instruments

	2018	*2017*
	US$000	*US$000*
Foreign exchange contracts	(172)	(123)

The foreign currency forwards were entered into in order to minimise the Company's exposure to losses resulting from fluctuations in foreign currency exchange rates. The fair value of the forward exchange contracts, as shown above, is recorded as other income in the statement of comprehensive income and classified as other receivables in the statement of financial position. Forward currency exchange contracts fair value was determined using quoted forward exchange rates matching the maturities of the contracts.

Fair value hierarchy

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

29. Subsequent events

In March 2019, the Company appointed a new Chief Executive Officer, Mr Jens Berge, to succeed Mr Jon Oliver Bryce. Mr Berge will assume his new position no later than 4th June 2019.

Also in March 2019, the Company declared its first option with Keppel FELS shipyard in Singapore for the building of one new CS60 ECO MW semi-submersible drilling rig. The rig will be similar to the rig contracted in March 2018. The cost for the rig delivered from the yard is approximately USD 425 million with delivery planned for March 2022. Two additional options remain, such options being independent of each other.

In connection with the rig option declaration, the Company successfully completed a Private Placement of 5,550,000 shares at a subscription price of NOK 31.80, raising gross proceeds of approximately USD 20 million. The Company also intends to carry out a subsequent offering of up to 800,000 new shares, for gross proceeds of up to approximately USD 3 million.

Company number: 07114196

RECOMMENDATION FROM
THE NOMINATION COMMITTEE OF
AWILCO DRILLING PLC
JUNE 2019

Awilco Drilling PLC's Nomination Committee consists of the following members:

- Tom Furulund, Chairman
- Henrik A. Christensen, Member

Awilco Drilling's Nomination Committee is composed to ensure that the shareholders' interests are protected. None of the members of the Nomination Committee is part of the Company's Board of Directors. The Company's CEO or other key employees are not members of the Nomination Committee.

The Nomination Committee has been in function since the Company's Annual General Meeting in 2012. The Nomination Committee has received an evaluation of the Board of Directors' work in 2018 from the Chairman of the Board. In line with good corporate governance practice, the Nomination Committee has evaluated the need for changing the composition of the Board of Directors' and the Nomination Committee, and has through its work been in contact with different shareholders, Directors of the Board, and the Company's Management. The Nomination Committee has done active research towards the shareholder base in order to ensure the shareholders' support of its recommendation. During its work, the Nomination Committee has had the possibility of making use of the Company's resources and to seek advice and recommendations from sources outside of the Company.

In relation to Awilco Drilling PLC's Annual General Meeting on 13 June 2019, the Nomination Committee unanimously presents the following recommendations:

1. The Board of Directors

According to the Company's Articles of Association the Board of Directors shall consist of not less than five members and not more than eleven members in total. The current Board of Directors consists of: Mr Sigurd E. Thorvildsen, chairman, Mr Henrik Fougner, Mr Daniel Gold, Mr John Simpson, and Ms Synne Syrrist.

The Directors of the Board were all appointed or re-appointed at the Annual General Meeting in 2017 for a period of two years, and all of the directors are therefore up for election this year. All of the Directors have expressed their willingness of re-appointment, and the Nomination Committee recommends that all of the current Directors are re-appointed. Below is a short summary of the Directors of the Board's individual competence experience:

Sigurd E. Thorvildsen (Born 1965)

Mr Thorvildsen is the CEO of the Awilhelmsen Group and Chairman of the Board of several of the Group's subsidiaries. He has extensive experience from the Shipping and Offshore industry. Mr Thorvildsen has previously held several senior positions, among them the position as CEO of Awilco AS, the Chairman of the Board of Awilco Offshore ASA and Awilco Heavy Transport ASA (later Ocean HeavyLift ASA). He holds an MBA from the Norwegian School of Management. Mr Thorvildsen is a Norwegian citizen.

Henrik Fougner (Born 1963)

Mr Fougner is the COO of the Awilhelmsen Group and Board member of several of the Group's subsidiaries. He has extensive experience from the Shipping, Offshore and Banking industry both in Norway and internationally. Mr Fougner has previously held several senior positions, among them the position as CEO of Awilco Offshore ASA and CFO of Awilco AS. He holds an MBA from the Norwegian School of Economics and Business Administration. Mr Fougner is a Norwegian citizen.

Daniel Gold (Born 1968)

Mr Gold is the CEO of QVT Financial LP, an asset management company with offices including New York, London, Singapore, and New Delhi. QVT Financial, through its managed funds, is an experienced global investor in the shipping and offshore industries. Mr Gold holds an AB in Physics from Harvard College. Mr Gold is an American citizen.

John Simpson (Born 1947)

Mr Simpson has over 30 years of experience in banking and in shipping finance. Currently he is an Executive Director of Marine Capital, a shipping investment manager. He has held a number of non-executive roles in the UK including as Chairman or Audit Committee Chair of organisations in the private and public sectors, including UK listed companies. Previously Mr Simpson was CEO of Den norske Bank (now DNB Bank) in London. Mr Simpson is authorised by the UK Financial Conduct Authority. He holds an MSc from the London Business School and a BSc from the University of Southampton. Mr. Simpson is a British citizen.

Synne Syrrist (Born 1972)

Ms Syrrist has work experience as an independent consultant to Norwegian companies, and as financial analyst in Elcon Securities ASA and First Securities ASA. She also has extensive non-executive experience from both listed and private companies. She holds a Master of Science from the Norwegian Institute of Technology and is a certified financial analyst (CFA/AFA) from Norwegian School of Economics. Ms Syrrist is a Norwegian citizen.

2. The Nomination Committee

The Nomination Committee consists of Tom Furulund, chairman and Henrik A. Christensen, member. According to the Committee's Terms of Reference, the period of office for members is two years. None of the Committee's members are therefore up for election this year.

3. Remuneration of the Board of Directors

2018 has been a year with close to normal work load for the Directors of the Board. The Nomination Committee has evaluated the Directors' remuneration and suggests the following remuneration to the Directors of the Board for 2018:

2018	*Basic Salary and Fees* *GBP*	*Benefits (1)* *GBP*	*Performance Related Bonus* *GBP*	*Pension-related benefits(2)* *GBP*	*Other(3)* *GBP*	*Total* *GBP*
Executive Director:						
J O S Bryce	265,000	11,380	82,800	23,850	-	383,030
Non-executive Directors:						
S E Thorvildsen	49,375	-	-	-	-	49,375
H Fougner	39,125	-	-	-	-	39,125
D A Gold	36,125	-	-	-	-	36,125
J N Simpson	38,125	-	-	-	-	38,125
S Syrrist	33,125	-	-	-	-	33,125
	460,875	11,380	82,800	23,850	-	578,905

(1) Includes non-cash benefits comprising car allowance and private health and dental care
(2) Contributions made during the year to the defined contribution scheme
(3) Cash settled value of synthetic share options exercised during the year

The recommendation for the Board of Directors' remuneration reflects the Board's responsibility, competence, time used and the business activities' complexity. The reason for the recommendation of a higher remuneration for the Chairman of the Board compared to the other Directors is based on the additional workload this position represents.

4. Remuneration of the members of the Nomination Committee

For the Chairman of the Nomination Committee: £ 3,200.
For the Member of the Nomination Committee: £ 2,650.

DIRECTORS' REMUNERATION POLICY

Introduction

The remuneration policy will apply with effect from 13 June 2019 being the date on which shareholders are asked to approve the policy at the 2019 AGM.

The Company's CEO is not an Executive Director of the Company but proposed changes to UK company law require quoted companies to treat the chief executive officer, for the purposes of certain remuneration-related requirements, as if that person were a director of that quoted company. As a result, the following sets out the policy in respect of the components of remuneration which the CEO currently receives. Any newly appointed Executive Director would also be eligible to receive these components of remuneration.

Process for setting the Remuneration Policy

The Compensation Committee (the "Committee") sets the remuneration policy based on the principles and framework outlined below. The Committee is briefed on and considers prevailing market conditions, the competitive environment and the positioning and relativities of pay and employment conditions across the wider Company workforce.

Following each meeting of the Committee, the Chair provides an update to the Board.

Although the Committee does not consult directly with employees on CEO or director remuneration, the Company conducts periodic employee engagement surveys that give employees an opportunity to provide feedback on a wide range of employee matters.

As part of the Company's commitment to good governance, the Committee also considers shareholder views when setting the remuneration policy. Feedback from shareholders and investors is shared with, and used as input into decision-making by, the Board and Committee in respect of our remuneration policy and its application. The Committee considers that this approach provides a robust mechanism to ensure its members are aware of matters raised, have a good understanding of current shareholder views, and can determine the Company's remuneration policy and make decisions as appropriate.

The remuneration policy is designed to avoid conflicts of interests between the Company and the interests of shareholders. In setting the remuneration policy, Committee members are subject to provisions designed to avoid or manage conflicts of interest, which are documented separately in our compliance policies. None of the directors or the CEO makes a decision relating to their own remuneration. Individual directors leave the meeting when their own remuneration is being discussed.

Remuneration policy

The Company operates in a highly competitive market and must attract, motivate and retain high quality directors and senior executives capable of achieving the Company's objectives and thereby enhancing shareholder value.

A significant proportion of the potential remuneration of the CEO and senior executives is performance-related with appropriately stretching targets, thus aligning their interests with those of shareholders and encouraging performance at the highest levels.

The Committee has considered whether there are any aspects of the remuneration policy which could inadvertently encourage the executives to take inappropriate risk and has concluded that the policy is appropriate in this regard.

How the views of employees are taken into account

As referred to above, the Company, in line with market practice, does not actively consult with employees on executive remuneration. The Committee is made aware of overall pay and employment conditions in the wider work force when it sets the executive remuneration policy.

How the views of shareholders are taken into account

As referred to above, the Committee takes into account the view of the shareholders through open and transparent communication with shareholders. If there are significant changes proposed to the remuneration policy, the Committee will consult with major shareholders.

Remuneration Policy Table – Executive Directors and CEO

The table below summarises the remuneration policy for any Executive Directors and the CEO.

Element	***Purpose and link to strategy***	***Operation***	***Opportunity***	***Performance Measure***
Annual Salary	To attract and retain key individuals and reflect their responsibilities, market value and expected performance level	Reviewed annually or when a change in responsibility occurs	There is no maximum salary opportunity	Not applicable
Benefits	To provide a market competitive reward package to the employee	Benefits to be provided to Executive Directors or the CEO will be determined by the Committee taking into account such factors as it determines to be necessary, with the aim of creating a competitive overall package. The provision of benefits would not be expected to be performance related Benefits include, but are not limited to: - Car allowance - Private health care - Travel and housing allowance Benefits may also be provided to reflect the jurisdiction in which an Executive Director or the CEO is recruited or to which an Executive Director or CEO is relocated for business reasons, including relocation costs, tax equalisation arrangements and arrangements to take into account exchange rates Benefits may also include participation in any broad-based incentive plan operated by the Company from time to time, up to the relevant limit for participation as applies to such arrangement	Car allowance is a fixed annual amount. There is no maximum for health insurance as it will depend on the value of premiums paid in the year	Not applicable

Performance related bonus	To provide an incentive for superior work and to motivate executives toward even higher achievement and business results, to tie their goals and interests to those of the Company and its shareholders and to enable the Company to attract and retain highly qualified executives	Bonus payments are determined by the Committee and awarded where justified by performance	The amount of bonus increases with the level of performance achieved, up to a maximum of 100% of salary	Annual bonuses will be determined by reference to performance, in the normal course measured over one financial year. The performance measures, weightings and targets for the annual bonus will be set by the Committee on an annual basis The Committee shall have discretion to determine the terms and level at which annual bonuses may be granted, including the minimum performance required for an annual bonus to be payable In respect of an Executive Directors' or CEO's participation in annual bonus arrangements in any year, the Committee will have power to amend performance measures and targets after they have been set if events happen that mean they are no longer a fair test of performance
Pension	To provide a market competitive long-term retirement benefit	Eligibility to participate in a Defined Contribution scheme which has a maximum employer contribution of 8%	Up to 8% of salary	Not applicable

Long term incentive plan ("LTIP")	To motivate and incentivise executives to achieve key long term incentives	The Company has operated a historic LTIP arrangement for the former CEO with all awards being synthetic share options which are cash settled In the event that the Company adopts a new long term incentive plan (which may involve synthetic share options, cash or actual shares), the Executive Director or CEO would be eligible to participate in such plan, subject to the terms of, and the maximum levels of participation provided in, the rules of such plan. In respect of any performance-related long term awards granted to Executive Directors or the CEO, performance measures, weightings and targets would be set by the Committee Following grant of an award, the Committee would have power to amend performance measures and targets if events happen that mean they are no longer a fair test of performance	Award of up to [100]% of salary each calendar year	The awards are made at the discretion of the Board of Directors and are not guaranteed to be awarded each year

Notes to the Remuneration Policy Table

In considering the appropriate measures to apply to any performance-based awards, the Committee will seek to incentivise and reinforce delivery of the Company's strategic objectives achieving a balance between delivering annual returns to shareholders and ensuring long term profitability and growth.

The performance targets set would be stretching and achievable, taking into account the Company's strategic priorities and the economic environment in which the Company operates.

Statement of consideration of employment conditions elsewhere in the Company

The Company’s remuneration policies and practices are founded on a high degree of alignment and consistency across the organisation. Accordingly, remuneration for senior management is determined taking into account the remuneration principles that apply to the CEO, and similar principles also form the basis of the remuneration arrangements for the wider workforce.

The approach to salary reviews is consistent across the Company, with consideration given to the scope of the role, responsibility, individual performance and pay levels in the selected peer group. Retirement benefits, typically in the form of a pension, are provided based on local market practice. Other benefits provided to the wider employee population reflect local market practice and legislative requirements.

A high proportion of the wider employee population are eligible to participate in annual bonus arrangements. Opportunities and metrics which apply to these arrangements may vary by organisational level with functional performance indicators incorporated where appropriate.

Senior managers are eligible to participate in the LTIP, with opportunities varying across levels with the most senior managers having a bigger portion of their pay delivered under the LTIP.

The key difference between remuneration for the CEO and any executive director and the wider employee population is the increased emphasis on long-term performance in respect of the CEO and executive directors, with a greater percentage of their total remuneration being performance-related.

The Committee is regularly updated on the pay principles and practices in operation across the Company, in order to take these into account in setting the remuneration policy.

Other matters

In addition to the above, the Company is entitled to honour any contractual entitlement to compensation or benefits, and any incentive awards, which are held by: (i) any current or former Executive Director or CEO on the effective date of this policy; or (ii) an employee or officer of the Group on the date they are promoted to the role of Executive Director or CEO. Appropriate disclosure will be made of any compensation paid (or similar) to an Executive Director or CEO pursuant to any such arrangements.

The Company may reimburse all reasonable expenses incurred by an Executive Director or CEO in connection with their role. This will include expenses in attending Board or Board-committee meetings, or the Company may alternatively provide a travel allowance for such purpose. This may also include items which, for tax purposes, are treated as a taxable benefit, and in which case the Company may also pay any such tax on behalf of the Executive Director or CEO.

Approach to recruitment and promotions

In recruiting an Executive Director or CEO, including on promotion of an employee or officer from within the Group to the role of Executive Director or CEO, the Committee will offer the recruit a remuneration package that it believes is appropriate, taking into account the skills and experience of the individual and the need to recruit, retain and motivate individuals of the appropriate calibre.

The remuneration package offered may include the components of remuneration described above in the Remuneration Policy Table.

For external hires, the Committee may determine that it would be appropriate to buy-out any existing incentive awards held by the individual that are forfeited as a result of the individual leaving their former employer. The Committee may also determine that it would be appropriate to grant recruitment-related awards. In the case of any buy-out of an equity based award, or the grant of any recruitment-related award, the award would normally be subject to such vesting and/or performance conditions as the Committee determines to be appropriate, either under a one-off arrangement or under the terms of the Company’s incentive arrangements. In determining the terms of such awards, the Committee will take account of the vesting schedule and conditions attached to the forfeited awards (in the case of buy-out awards), but also other factors that it determines to be relevant, including the need to suitably incentivise and retain the individual during the initial years of their office.

The maximum level of variable remuneration (excluding any buy-out awards) that may be granted to any new Executive Director or CEO is 250% of their salary.

Service contracts

The service and employment contract of the CEO is not of a fixed duration and therefore has no unexpired terms, but continuation in office as a director is subject to re-election by shareholders.

The notice period of the CEO's contract of employment is six months with the same notice period for the Company. The contract may be terminated in the six month probationary period without notice in the case of willful misconduct or gross negligence.

In the event of termination by the Company, where there is no basis for dismissal as a result of gross breach of duty or other material breach of the employment contract by the CEO, or as a result of mutual agreement, the CEO shall be entitled to twelve months' severance pay.

In the event of a change of control, the CEO can terminate the employment contract and would be entitled to twelve months' severance pay.

The CEO's service contract is available for inspection at the Company’s registered office during normal hours of business.

The non-executive directors do not have service contracts but instead have letters of appointment.

Loss of office payments

Contractual entitlements

A departing Executive Director’s or CEO's rights in respect of salary, retirement benefits and contractual benefits will be determined in accordance with their service contract.

Incentive plans

The terms of a departing Executive Director’s or CEO's participation in any annual bonus or long term incentive plans will be governed by the terms of such arrangements.

Corporate actions

The treatment of incentive awards in the event of a corporate action affecting the Company will be determined in accordance with the terms of such awards.

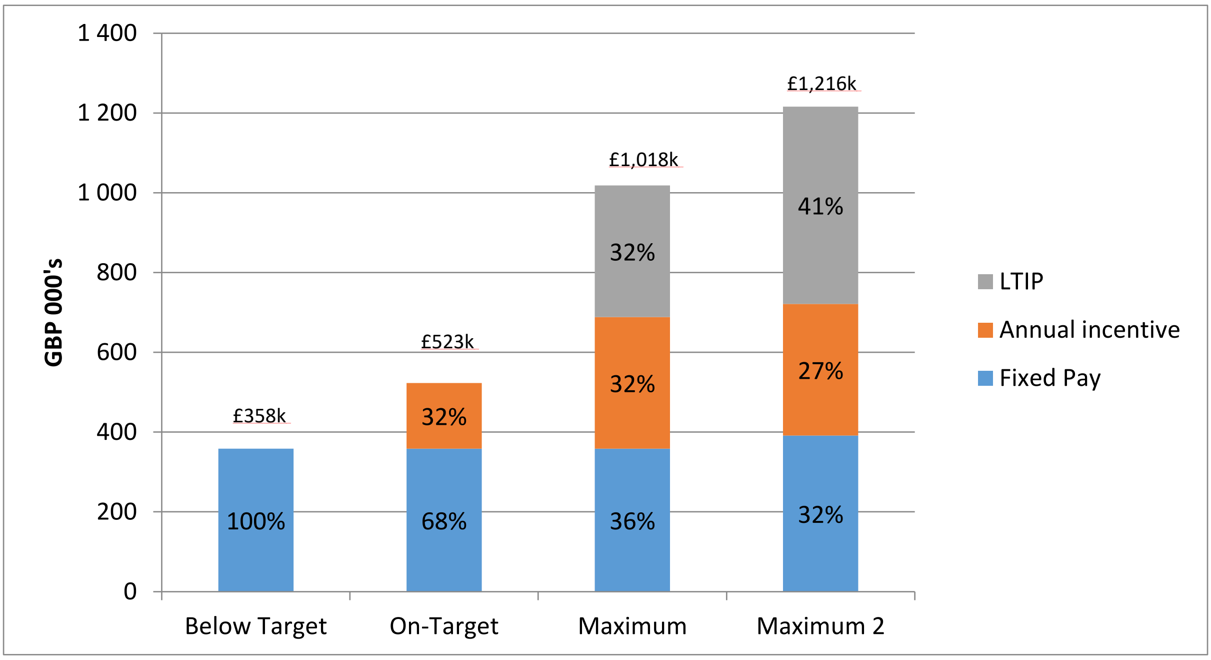
The Company may agree to pay reasonable legal fees on behalf of an Executive Director or CEO in respect of the effect of any corporate action on their personal position.

Other

The Company may enter into new contractual arrangements with a departing Executive Director or CEO in connection with the cessation of office or employment, including (but not limited to) in respect of settlement of claims, confidentiality, restrictive covenants and/or consultancy arrangements, where the Committee determines it necessary or appropriate to do so. The Company may pay reasonable legal fees on behalf of an Executive Director or CEO in connection with their cessation of office and employment. The Company may agree to provide other ancillary or non-material benefits, payments or similar to a departing Executive Director or CEO.

Reward Scenarios

The graph below shows how the total pay opportunities for the CEO vary under three performance scenarios. These have been prepared on the assumptions detailed below.



Below target = fixed pay only (base salary, benefits and pension)

On target = 50% payable of annual bonus, 0% LTIP award

Maximum = 100% payable of annual bonus, 100% LTIP award

Maximum 2 = 100% payable of annual bonus, 100% LTIP award, 50% share price increase over the performance period.

The chart illustrates the potential rewards available under the remuneration policy on an annualised basis for the financial year 2019. The values (other than the Maximum 2 illustration) assume a constant share price and do not take into account dividend adjustments that may be received on the share awards. The potential awards available for "on-target" performance under the annual bonus and LTIP are provided for illustration only and do not reflect formal policy decisions that these amounts will be received. Maximum 2 illustration assumes a share price increase of 50% over the performance period but in all other respects is the same as the Maximum illustration. It should be noted that no LTIP award has yet been granted to the CEO for the financial year 2019; the figures used in the chart are provided for illustration only based on a theoretical grant over 100% of salary, being the maximum permitted under the policy table. The actual value of any LTIP award that may be granted to the CEO for the financial year 2019 may be lower than this.

The salary level (on which the bonus and LTIP elements of the package are calculated) are based on current salary level of GBP 330,000.

Remuneration policy table - Non-executive Directors

The remuneration policy for Non-executive Directors is set out in the table below. No Non-executive Directors participate in the Company's incentive arrangements or pension plan.

Component	***Purpose***	***Operation***
Fees	The basic fee is a fixed annual fee agreed after taking external advice and making market comparisons, and relate to the service of the directors in connection with the Company's business. The additional fees payable to the Chairman and members of the Board Committees reflects the additional time commitment in preparing and attending additional meetings.	The fees for non-executive directors (including the Chairman) are reviewed annually and approved in aggregate at the annual general meeting. The current level of fees is detailed in the annual report and accounts.

New appointments

The same principles as described above will be applied in setting the remuneration of a new Non-executive Director. Remuneration will comprise fees only and be paid in accordance with the prevailing rate at the time of the appointment. No variable remuneration will be paid and there will be no compensation for any loss of remuneration in a previous employment.

Letters of appointment

The Non-executive Directors Letters of Appointment are available for inspection at the Company's registered office during normal hours of business.

Other matters

In addition to the above, the Company is entitled to honour any contractual entitlement to compensation or benefits, and any incentive awards, which are held by any current or former Non-Executive Director on the effective date of this policy. Appropriate disclosure will be made of any compensation paid (or similar) to a Non-Executive Director pursuant to any such arrangements.

The Company may reimburse all reasonable expenses incurred by a Non-Executive Director in connection with their role. This will include expenses in attending Board or Board-committee meetings, or the Company may alternatively provide a travel allowance for such purpose. This may also include items which, for tax purposes, are treated as a taxable benefit, and in which case the Company may also pay any such tax on behalf of the Non-Executive Director.

RATIFICATION OF INTERIM DIVIDENDS
FORM OF RESOLUTION

To consider and, if thought fit, to pass the following resolution as a special resolution:

1 THAT:

1.1 the Company hereby ratifies and confirms:

1.1.1 the entry in the audited accounts of the Company for the year ended 31 December 2017 whereby distributable profits of the Company were appropriated to the payment of $0.20 per ordinary share by way of interim dividend on 23 March 2018 and the payment of such interim dividend;

1.1.2 the entry in the audited accounts of the Company for the year ended 31 December 2017 whereby distributable profits of the Company were appropriated to the payment of $0.20 per ordinary share by way of interim dividend on 22 June 2018 and the payment of such interim dividend;

together, the interim dividends referred to in paragraph 1.1 above being defined as the "Interim Dividends" and each being an "Interim Dividend";

1.2 any and all claims which the Company has or may have in respect of the payment of the Interim Dividends against its shareholders who appeared on the register of shareholders on the relevant record date for each Interim Dividend be released, and that a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the Meeting and signed by the Chairman for the purposes of identification;

1.3 any distribution involved in the giving of any such release in relation to the Interim Dividends be made out of the profits appropriated to each Interim Dividend as aforesaid by reference to a record date identical to the record date for such Interim Dividend; and

1.4 any and all claims which the Company has or may have against its directors (whether past or present) arising in connection with the payment of the Interim Dividends be released and that a deed of release in favour of such directors of the Company be entered into by the Company in the form of the deed produced to the Meeting and signed by the Chairman for the purposes of identification.

....
Sigurd E. Thorvildsen
Chairman