

**Atlantica Tender Drilling Ltd.**  
(the "Company")

**N O T I C E**

YOU ARE HEREBY NOTIFIED that the 2014 Annual General Meeting ("AGM") of the Company will be held at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda, on: **17 December, 2014 at 10:00 a.m. (BDA time) being 3:00 p.m. (CET)** for the transaction of the following business:

**A G E N D A**

1. Elect a Chairman.
2. Confirm notice of the meeting.
3. Confirm the quorum.
4. To consider and, if thought fit, waive presentation of audited financial statements of the Company in respect of the financial period ended 31 December 2013.
5. To consider and, if thought fit, receive and adopt the consolidated audited financial statements for the year ended 31 December 2013. The financials are available on [www.atlanticatd.com](http://www.atlanticatd.com) or from the Company by request to Lasse B. Kjelsås at [lasse.kjelsas@atlanticatd.com](mailto:lasse.kjelsas@atlanticatd.com).
6. To consider and, if thought fit, approve:
  - (a) the appointment of an auditor, and
  - (b) that the Board be authorised to determine the auditors' remuneration
7. To consider and, if thought fit, approve the election of Directors as follows:
  - (a) elect Directors for the ensuing year; and
  - (b) resolve fees payable to the Directors and Officers
9. To consider and, if thought fit, authorise the Officers of the Company and Appleby (Bermuda) Limited (Bermuda counsel to the Company) to act on behalf of the Company.

The Shareholders are encouraged to participate by signing and submitting the Form of Proxy attached as Appendix 1 to:

**DNB Bank ASA, Registrars Dept., address: Dronning Eufemias gate 30, 0191 Oslo, Norway, fax number: +47 24 05 02 56 or [vote@dnb.no](mailto:vote@dnb.no) ON OR PRIOR TO 16 December 2014, 12.00 HOURS (NOON) CENTRAL EUROPEAN TIME**

The background for and the details of the proposed resolutions are provided in Appendix 2.

BY ORDER OF THE BOARD

Secretary

Dated: 8 December 2014

To: DNB Bank ASA  
Cc: Helge Haakonsen  
Erland Peter Bassøe  
Pål Reiulf Olsen  
Kjell Erik Østdahl  
Bjørn C. Jacobsen

Registered Office: Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda

## APPENDIX 1

**FORM OF PROXY**  
**Atlantica Tender Drilling Ltd.**

IN ORDER TO PARTICIPATE IN THE **ANNUAL GENERAL MEETING** OF **Atlantica Tender Drilling Ltd.** TO BE HELD AT CANON'S COURT, 22 VICTORIA STREET, HAMILTON HM12, BERMUDA, AT 10:00 A.M. (BDA TIME) BEING **3.00 P.M. (CET) ON 17 DECEMBER 2014** THE SHAREHOLDERS **MUST COMPLETE AND ENSURE THAT BY 16 DECEMBER 2014 AT 12 P.M. (NOON) CET THIS FORM OF PROXY IS RECEIVED BY DNB BANK ASA, REGISTRARS DEPT., ADDRESS: DRONNING EUFEMIAS GATE 30, 0191 OSLO, NORWAY, FAX NUMBER: +47 24 05 02 56 OR VOTE@DNB.NO**

DNB Bank ASA, being a member of the above-named Company, hereby appoints the following person(s) **(not required to be filled out by the Shareholders)**:

.....

.....

or, failing whom, the Chairman of the Meeting as our proxy to attend and, on a poll, to vote on our behalf at the annual general meeting of the Company to be held at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda at **10:00 a.m.** BDA time being **3:00 pm CET on 17 December 2014** (or at any adjournment thereof). We direct that our proxy will vote (or abstain from voting) on a poll on the resolutions set out in the Notice of annual general meeting as indicated below:

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
To approve that pursuant to the provisions of Section 88(1) of the Companies Act 1981 and it having been agreed by all the Directors, that in respect of the financial year ended 31 December 2013, no financial statements or auditor's report thereon of the Company as a stand-alone entity need be laid before the Company in General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To receive, approve and adopt the audited consolidated financial statements for the financial year ending 31 December 2013 as available on the Company's web-site www.atlanticatd.com or from the Company by request to lasse.kjelsas@atlanticatd.com.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To approve that:  (a) UHY, LLP be and are hereby appointed auditor of the Company to hold office until the close of the next Annual General Meeting or until their appointment is terminated in accordance with the Bye-Laws, at a remuneration to be determined by the Board; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) the Board be authorised to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To approve that:  (a) the following persons be and are hereby elected to serve as Directors of the Company until the next Annual	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>General Meeting or until their appointment is terminated in accordance with the Bye-laws of the Company:</p> <p>Helge Haakonsen  Erland Peter Bassoe  Bjørn C. Jacobsen  Pål Reiulf Olsen  Kjell-Eiril Østdahl</p>			
<p>(b) remuneration payable to the officers and members of the Board of Directors of the Company for the financial year ending 31 December 2014 shall be as follows:</p> <p>Chairman: NOK 450,000  Vice Chairman: NOK 200,000  Board member: NOK 200,000</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>To approve that:</p> <p>(a) any Director and/or Officer of the Company (whether acting individually or together with another or others) be and they are hereby authorised to do all acts and things and to agree all fees as might in his sole discretion be necessary and desirable and to give, make, sign, execute and deliver in the name of and on behalf of the Company, whether under hand or under seal, all other notes, deeds, agreements and other documents as the individual(s) acting may in his absolute discretion consider necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by his execution thereof; and</p> <p>(b) Messrs. Appleby be and are hereby authorised and directed to attend to such further legal formalities under the Companies Act 1981, as amended, to accomplish the foregoing.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note that a vote to "abstain" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.**

**PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED**

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder

.....  
Print Name:

Date:

**Notes:**

- 1.** A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy a person of your own choice by inserting his name in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy.
- 2.** Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the special general meeting (including any motion to withdraw any resolution on the recommendation of the Board, to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
- 3.** To be valid, this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by DNB Bank ASA, Registrars Dept., address: Dronning Eufemias gate 30, 0191 Oslo, Norway, fax number: +47 24 05 02 56 or vote@dnb.no, **on or prior to 16 December 2014, 12.00 hours (noon) Central European Time].**
- 4.** In the case of a corporate shareholder, this Form of Proxy should be executed by a Director or a duly authorised officer or other person authorised to sign the same.