

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

NOTICE

YOU ARE HEREBY NOTIFIED that the 2019 Annual General Meeting (**AGM**) of the Company will be held at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, on: 16 October 2019 **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 2018.
5. To consider and, if thought fit, receive and adopt the consolidated audited financial statements for the year ended 31 December 2018. The financials are available on www.atlanticatd.com or from the Company by request to Reese Mc Neel at reese.mcneel@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 Estera Services (Bermuda) Limited (**Estera**) 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, or vote@dnb.no ON OR PRIOR TO 15 October 2019, 12.00 HOURS (NOON) CENTRAL EUROPEAN TIME

BY ORDER OF THE BOARD
Secretary

Dated: 08 October 2019

To: DNB Bank ASA
Cc: Helge Haakonsen
Erland Peter Bassoe
Pål Reulf Olsen

Registered Office: Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda

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 VICTORIA PLACE, 5TH FLOOR, 31 VICTORIA STREET, HAMILTON HM 10, BERMUDA, AT 10:00 A.M. (BDA TIME) BEING **3.00 P.M. (CET) ON 16 OCTOBER 2019**. THE SHAREHOLDERS **MUST COMPLETE AND ENSURE THAT BY 15 OCTOBER 2019 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, 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)**:

Any one of Alison Dyer-Fagundo, Philip Anderson, or Janita Burke

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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 Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda at **10:00 a.m.** BDA time being **3:00 pm CET on 16 October 2019** (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:

RESOLUTIONS	For	Against	Abstain
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 2018, 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 ended 31 December 2018 as available on the Company's web-site www.atlanticatd.com or from the Company by request to reese.mcneel@atlanticatd.com .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To approve that: (a) BDO USA, 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 General Meeting or until their appointment is terminated in	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>accordance with the Bye-laws of the Company:</p> <p>Helge Haakonsen (re-elected) Pål Reulf Olsen (re-elected)</p> <p>Alf C Thorkildsen (new member)</p> <p>Mr. Thorkildsen joined Hitecvision in 2013 from the position as Chief Executive Officer of Seadrill. During his tenure, Seadrill grew to be the worlds largest driller by market capitalisation and enterprise value. Mr. Thorkildsen joined Seadrill in 2006 as CFO. Prior to this, he was the CFO of Smedvig ASA, a leading Norwegian drilling company, which was acquired by Seadrill in 2006. Mr. Thorkildsen started his career in 1980 in Larsen and Hagen Shipping and worked thereafter for 20 years in Shell in numerous senior positions.</p> <p>Mr. Thorkildsen is also a board member of Energy Drilling.</p> <p>Mr. Thorkildsen has a degree in business from Handelsakademiet in Norway and an MBA from Arizona State University.</p> <p>Kristan Bodden (new member)</p> <p>Mr. Bodden is the CEO and owner of MFC Services USA LLC. In accordance with the amended bond agreement, the Company must offer to appoint Mr. Bodden or another representative approved by the Nordic Trustee (after consultation with or as instructed by a simple majority of the Bondholders) as a voting member of the Company's board of directors until the bond is no longer outstanding.</p>			
<p>(b) remuneration payable to the officers and members of the Board of Directors of the Company for the financial year ended 31 December 2018 shall be as follows:</p> <p>Chairman: NOK 500,000 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) Estera be and is hereby authorised and directed to attend to such further statutory formalities under the</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Companies Act 1981, as amended, to accomplish the foregoing.			
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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

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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, or vote@dnb.no, **on or prior to 15 October 2019, 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.