Atlantica Tender Drilling Ltd.
USD 9.8m Rights Issue of Shares
Investor Presentation

12 November 2014
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Summary of risk factors

A number of risk factors may adversely affect the Company. Below is a summary of some of the most relevant risk factors described on slides 51-54 of this Investor Presentation. The following summary should be read as an introduction and is qualified by the more detailed risk factors appearing elsewhere in this Investor Presentation. On this slide, all references to Atlantica Tender Drilling or the Company are to Atlantica Tender Drilling Ltd. together with its subsidiaries and the entity owning the BassDrill Alpha, unless the context otherwise requires.

Risks related to the Company’s business and the oil and gas industry

- Atlantica Tender Drilling’s future prospects are to a large extent dependent upon the Company’s ability to renew expiring contracts, or to obtain new contracts for units with no contract or units subject to expiring or terminated contracts. The Atlantica Gamma has currently no operating contract upon delivery from the yard.
- The Company’s current backlog of contract revenue may not be ultimately realized.
- All of the Company’s revenue is or will be derived from a few customers, exposing the Company to counterparty risk.
- The Company has, and will have, a small sized rig fleet, which make the Company vulnerable to operational downtime and delays under its construction contracts affecting the period results.
- A material or extended decline in expenditures by oil and gas exploration and production companies and hence a reduction in demand for the Company’s units, would materially and adversely affect the Company’s business.
- The industry within which the Company operates is highly competitive, cyclical and subject to price competition.
- If any of the Company’s units fail to maintain their class certification and/or to comply with any applicable requirements, these units may be unable to operate and generate revenues for the Company.
- The Company’s business involves numerous operating hazards, and the Company’s insurance may not be adequate to cover the Company’s losses.
- The Company will operate worldwide. The Company will thus be subject to a number of risks inherent in operating a business in various jurisdictions, particularly those in emerging markets.

Risks related to construction of the Company’s units

- The construction contracts for the Company’s units may be terminated by the yard due to default on the part of the Company.
- The Company’s units under construction may not be delivered in accordance with their current delivery schedules or anticipated delivery dates, and the Company cannot assure that no significant delay will occur. The delivery of the Atlantica Gamma from the yard is delayed.
- The Company will need to raise a substantial amount of additional funds in order to finance the cost of finalizing construction and taking delivery of its units, and no assurance can be made as to the Company’s ability to do so. In addition, the costs of completing the units may be significantly increased due to variation orders and thus be significantly higher than budgeted by the Company.
- There could be a material defect in the Company’s units under construction resulting in rectification costs that exceed the total liability of the yards under the respective contracts.
- The Company is exposed to significant counterparty risks towards the yards constructing its units. Refund guarantees from the yards may be difficult to enforce and may not be sufficient to cover actual losses.
- BassDrill Beta is the first semi tender assist rig to operate in Brazilian waters which increases the risk of acceptance by environmental agency and exposure to start up challenges.

Risks related to the Company’s shares

- The shares of the Company are not traded on any exchange or regulated market, and the Company is therefore not subject to such ongoing disclosure requirements and a trading market that provides adequate liquidity may not develop.
- The trading price of the shares of the Company could fluctuate significantly.
- Future issuances of shares may dilute the holdings of shareholders and could materially affect the price of the shares.
- The Company has a concentrated ownership structure, with a major shareholder with significant voting power and the ability to influence matters to the detriment of the interest of the other shareholders.
- The shares of the Company have not been registered under the US Securities Act or any US state securities laws or of any other jurisdiction.
Agenda

i. Transaction highlights

ii. Company overview

iii. Tender rig market

iv. Financials

v. Summary

v. Appendix
### Rights Issue

- **Rights Issue of new shares equal to USD 9.8m**
  - Subscription price: USD 2.0 per share (pre-issue market cap of USD 246.1m)
  - Shares issued: 4,922,691 new shares
  - Post-issue shares outstanding: 127,989,977 shares
- **Use of proceeds:**
  - Working capital and general corporate purposes
- **Guarantee of full subscription:**
  - A guarantee has been provided by the two largest shareholders, HVAS Invest Zeta AS and BassInvest AS, holding 59.1% and 11.0% before the share issue, respectively
- **Eligible subscribers:**
  - Owners of shares in the Company as of 7 November 2014 as it will appear in the VPS register on 11 November 2014 (T+2 settlement)
- **Preferential rights:**
  - Each share owned on 7 November 2014 gives the right to subscribe for and be allotted 0.04 new shares, rounded down to the nearest whole share
  - The preferential rights are not transferable
- **Oversubscription and allocation criteria:**
  - Oversubscription is permitted. Allocation of shares attached to preferential rights not utilized will be on pro rate basis between shareholders that have used their right to oversubscribe
- **Financial Advisor:** Credeva AS

### Timetable and key conditions

- **Key dates:**
  - Last day of trading incl. preferential rights: 7 November 2014
  - First day of trading excl. preferential rights: 10 November 2014
  - Start of application period: 12 November 2014 at 09:00 hours (CET)
  - End of application period: 26 November 2014 at 16:30 CET.
  - Allocation: On or about 26 November 2014
  - Payment: On or about 17 December 2014
  - New shares issued: On or about 18 December 2014
  - OTC registration of new shares: On or about 18 December 2014
- **Documentation:**
  - Information Letter
  - Investor Presentation
  - Term Sheet
  - Subscription Agreement
  - Other relevant information about the Company is available on its website www.atlanticatd.com and on www.nfmf.no under the ticker “ATDL”
- **The completion of the Rights Issue is subject to the satisfaction of the conditions set out in the Term Sheet and the Subscription Agreement**
- **Proceeds will be held in Legal Advisors’ escrow account until all conditions are met**
Investment highlights

Growing market with attractive dynamics – exposure to producing fields stabilize demand
- Development drilling and long term contracts, limited exposure to exploration drilling cycles
- Cost efficient solution to enhanced oil recovery and extended duration field development programs – oil co’s focus on cash flow supports demand
- Tender drilling demand increasing due to deepwater field development, re-drilling of older platforms in SE Asia / W Africa and increased cost awareness with the oil companies
- ~41% of the existing tender barge fleet is older than 25 years

Strong industrial platform and position as key challenger in market
- Second largest tender rig company and young fleet – fleet of four high-end mobile tender drilling units
- Fully integrated operations with strong operational track record and in-depth technical know-how
- Seasoned management team with proven track record and operational experience
- Sole contractor in tender market with in-house competence to design efficient modular drilling packages
- Cornerstone investors HitecVision (59.1%) and BassInvest (11.0%) with continued support

Solid backlog and long-term contracts – good visibility of cash flow
- Solid and predictable cash flow secured through contracts with 1st tier oil companies / majors
- Beta under contract with Petrobras until Q2 2018, expected to yield USD 53m in annual rig EBITDA
- Delta with ~44 months contract + options with Total, expected to yield USD 48m in annual rig EBITDA
- Alpha* with contract with Total until Q4 2015 + 1yr option, yields ~USD 20m in annual rig EBITDA
- Gamma expected to yield USD 15-25m in annual rig EBITDA

Attractive upside for investors
- Complete debt financing package at attractive terms secured in Q3 2014 (USD 350m bank fleet loan and USD 150m 2nd lien fleet bond) – remaining equity requirement of around USD 50m after Rights Issue
- USD 2.0/share implies attractive upside for investors**:
  - Attractive contracts for Beta and Delta returning 5.5x and 6.1x EV/EBITDA, respectively – the implied valuation in relation to Gamma is dependent on the contract terms achieved
  - Upside of 87% for investors assuming exit in three years at EV/EBITDA 7.5x, which is the historical NTM trading multiple level for selected peers with modern rig fleets (see illustration on page 7 for further information)

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* The Company has an ownership stake of 25.26% in BassDrill Alpha
** See page 7 for further details
Investment proposition – upside through attractive exit scenario

- At USD 2.0 per share, the tender semis are acquired at attractive multiples – 5.5x for the Beta and 6.1x for the Delta
  - The valuation of Gamma relative to cash flow depend on contract terms achieved
  - Split of EV per rig according to construction values

- Upside potential of around 87% relative to the issue price of USD 2.0/share assuming exit in 3 years at EV/EBITDA of 7.5x
  - The median historical EV/EBITDA NTM trading multiple for a selected group of peers with modern rigs equals 7.5x*
  - Full run rate EBITDA of ~USD 115m assumed
  - One additional equity issue of USD ~50m @ USD 2.0/share assumed prior to delivery of the Gamma and the Delta

Source: Company, Credeva, FactSet
* Selected peers: SeaDrill, North Atlantic Drilling, Pacific Drilling, Sevan Drilling, Ocean Rig UDW, Vantage Drilling, Rowan, Prospector Offshore Drilling
** 153.1 million shares outstanding after equity issue 1 & 2 assumed
<table>
<thead>
<tr>
<th></th>
<th>Agenda</th>
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<td>Transaction highlights</td>
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<td>v.</td>
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<td>v.</td>
<td>Appendix</td>
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</tbody>
</table>
The pure play tender assist drilling contractor – simplified overview

- Headquartered in Houston, Texas
- ~40 full time employees
- Share listed at Norwegian OTC

### Rig Details

<table>
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<tr>
<th>Rig</th>
<th>Ownership</th>
<th>Type</th>
<th>Client</th>
<th>Area</th>
<th>All in Cost (USD)***</th>
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<tr>
<td>Alpha</td>
<td>25.26%</td>
<td>Barge</td>
<td>TOTAL</td>
<td>Congo</td>
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<tr>
<td>Beta</td>
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<td>Petrobras</td>
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<tr>
<td>Delta</td>
<td>100%</td>
<td>Semi</td>
<td>TOTAL</td>
<td>Congo</td>
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</tr>
<tr>
<td>Gamma</td>
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<td>Barge</td>
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<td>151m</td>
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### Contract Status

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<th>2016</th>
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<tr>
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</tr>
<tr>
<td>Gamma</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- **All in Cost (USD)***: downtown
- **Contract status**: Firm contract until 2q18
- **Option**: Firm contract until 1q19 + ~25 months options
- **Construction**: ATDL optional delivery

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* Full company diagram included in the Appendix
** 99% owned by Atlantica (Malta) Holding Ltd, remaining 1% owned by Atlantica Tender Drilling Ltd.
*** Excluding WC, mob, capitalized interest and other related fees
Company history and development

1. BassDrill Ltd. founded. Alpha ordered from Lamprell
2. Consultancy contract for Daewoo
   - Construction management platform
   - Services related to operation
3. Delivery of Alpha Beta ordered from Dalian
4. Contracted Alpha with Perenco
   Contract for Beta: DSME
5. Contracted Alpha with Total
6. Ordered Gamma from DSIC
7. Contracted Delta with Total
8. Ordered Delta from DSIC
9. Change of name from BassDrill to Atlantica
10. Beta delivered and on contract with Petrobras
11. Contracted Gamma with Foxtrot
12. Contract for Gamma with Foxtrot cancelled
13. USD 500m fleet debt package at attractive terms secured
Atlantica has claimed the key challenger position in the market

**Atlantica Tender Drilling**

- **2nd largest pure play tender rig company**
  - Young fleet
  - First rig commenced operations in 2010
  - One rig on standby for start-up in Brazil
  - Two rigs under construction

- **Three of the rigs on contracts**

- **Fully integrated offshore driller**
  - Design, construction, marketing and operations
  - Highly experienced management team
  - Seasoned Board of Directors

**Fleet overview for the players in the tender rig market***

Source: Riglogix, Company

* Including newbuilds
A fast, cost-efficient solution for platforms with surface wellheads

- **Tender rigs purpose built for development drilling**
  - Modularized drilling package is lifted and assembled onto the platform
  - Drilling from a fixed installation with surface wellheads and BOPs
  - Tender rig is moored next to the platform and provides living quarters, storage, power supply, fluids, circulation, helicopter deck and third party equipment
  - Tender rigs reduce size of production platforms, reducing capex

- **Well established cost efficient and flexible solution**
  - Lower dayrate relative to premium jackups and semis due to lower capex and opex
  - Large storage capacity for drilling consumables
  - Applicable for drilling on most multi-well weight bearing platforms
  - Reduced need for supply vessels and accommodation capacity
  - Track-record of stable operations and high utilisation

- **Main market is development and re-entry drilling on producing fields**
  - Blue chip clients/strong counterparties
  - Long-term contracts, planned drilling campaigns
  - Low cyclicality as development drilling is required to fight natural depletion
  - Directly influences production rates and hence current cash flows for the oil company
  - Low cost per incremental barrel of oil

- **Core regions are SE Asia and West Africa**

- **Barges and semis are the two main types of tender rigs**
  - Barges; targeted work in benign non-harsh coastal regions in shallow water
  - Semis; targeted work in more challenging sea conditions or in deeper waters
Atlantica Tender Drilling’s strategy

- **Target the attractive economics in the high-end tender rig market**

- **Become a leading player in the tender rig sector**
  - Selectively pursuing growth opportunities
  - Technical ability

- **Further develop the Company focusing on building solid backlog, create high margins and maintain low cost of capital**

- **Utilize new technology to position the Company as a specialized provider with quality designs and equipment**
  - Tender barges
  - Semi tenders

- **Leverage achieved milestones and a management team with proven industrial- and value creating track record**

- **Maintain an appropriate capital structure with access to key capital markets**
  - Long term backing from first tier equity investors
  - Strong relationship to tier 1 offshore banks
  - Track record and recognition in bond market
  - Achieve competitive return on capital
BassDrill Alpha – on contract with Total

- **Asset**
  - Bassoe Technology tender barge
    - Bow-mounted main crane to reduce downtime and increase efficiency
  - Delivered 2010
  - Built at Lamprell Energy Ltd (Dubai)
  - Water depth rated: 600m pre-laid

- **Contract**
  - Currently operating for Total in Congo
    - Firm contract until Q4 2015 + 1 year option
    - Current day rate of USD 127,771*
    - Revenue efficiency since delivery has averaged 94.2%
    - Excluding rig moves and mob the utilisation has averaged above 96%

- **Financial**
  - Ownership: 25.26%, various financial investors hold the balance
  - All-in cost to Atlantica of approx. USD 95m
  - Broker value as of Oct 14 of USD ~120m
  - 1st lien bond of USD 90m, 7.5% coupon and 2018 maturity
    - Non-recourse to the Atlantica group
  - Atlantica Mgmt is the commercial & operational manager
    - Management fee of ~USD 2.2m/p.a.

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* Est. annual cash EBITDA of USD20m

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BassDrill Beta – on standby for Petrobras

- Bassoe Technology tender semi BT 3500
- Delivered November 2013 by Dalian Shipbuilding Industry Co. (DSIC)
  - ~3 months delayed
- First semi tender off Brazil
- A rig with good motion characteristics and large air gap
  - Campos Basin met-ocean conditions (wind, waves, streams) more severe than traditional tender drilling areas
- Broad application due to ability to operate in more challenging met ocean conditions

- Accepted by Petrobras in Brazil in March 2014
  - 1,500 days firm contract until Q2 2018
  - To operate on the large UDW Papa Terra field offshore Brazil
  - Provide development drilling alongside the TLWP P-61 platform
  - Upgrade of mooring and gangway led to a 7 months delay
  - High probability of a negotiated contract extension being required
- Day rate of USD 221k + ~12k in bonus *

- Ownership 100%
- Construction cost of approx. USD 257m**
  - Approx. on VO-adjusted budget
- Fleet financing (Beta, Gamma and Delta):
  - Bank debt of USD 350m (USD 53m drawn down)
  - 2nd lien fleet bond USD 150m (fully drawn down)

Status, Beta at the Papa Terra Field

- The Beta commenced its term contract 22 March this year
- The Beta was towed offshore April 11th, where it waited on Petrobras’ TLP P-61 to be in a position to accept the Beta mooring alongside
- The Beta was finally moored alongside and in position to commence lifting September 20th
- Lifting of the Mast Equipment Package (MEP) modules commenced September 21st, and lifting of major packages was concluded October 28th
- Presently the MEP is being prepared for powering up while waiting on suitable weather conditions to change out the four tension lines between the TLP and the Beta
- We expect the MEP will be powered up, tested and in position to commence operations on the initial well in early December
- Since the commencement of the contract in March the Beta has been compensated at the 95% standby rate or at the operational rate with minor periods of downtime.

* Est. annual cash EBITDA and accounting EBITDA of USD53m and USD65m respectively at 96% utilisation, not adjusted for SG&A
** Excluding WC, mob, capitalized interest and other related fees
Atlantica Gamma – under construction

- Heavy tender barge designed by Bassoe Technology
- Turnkey construction contract with DSIC
  - Yard contract price USD 124m
  - Currently scheduled delivery by start of 3q2015, ~ 7 months delivery delay
  - Flexible delivery window between 15 July 2015 and 31 March 2016 at the Company’s discretion
  - As of end September 2014 the Gamma is approx. 91% complete
- Enhanced efficiency and safety features
  - Suited for work in both West Africa and South East Asia
  - Simultaneous operations capabilities
  - Reduced number of lifts (7 major lifts)
  - State-of-the art drilling components and safety features
- Fast-acting heavy lift counter ballast/anti healing system
- Water depth rated: 600m pre-laid
- Optional delivery element (see page 18 for further info.)

Financials - sources and uses (USDm)

- Ownership 100%
- Estimated construction cost: USD 154m
- 15/85% payment terms
  - USD 105.4m payable at delivery

<table>
<thead>
<tr>
<th>Atlantica Gamma</th>
<th>Paid in Sep. 14</th>
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<th>Total</th>
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<td>7.5</td>
<td>10.4</td>
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<tr>
<td>All-in delivered cost</td>
<td>28.2</td>
<td>131.6</td>
<td>159.8</td>
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</table>

| WC & other | (1.0) | 3.3 | 2.3 |
| Net mobilisation | - | 0.6 | 0.6 |
| Min. cash requirement | - | - | - |
| Total Uses | 27.1 | 135.6 | 162.7 |
Asset

- Bassoe Technology tender semi BT 3500 - enhanced
- Turnkey construction contract with DSIC
  - Yard contract price USD 212m
  - Currently scheduled for delivery in June 2015
  - As of end September 2014 the Delta was 49.7% complete
  - Rig specifications in line with Beta along with certain specific enhancements
  - Increased accommodation capacity
  - Efficient drilling package with smaller footprint
  - Drilling package with increased height to allow for simultaneous operations on multiple wells while drilling
- Water depth rated: Unlimited with pre-laid

Contract

- Contract with Total for 17 well program (~44 months) with 5 x 5 months options
- Production drilling on a new TLP on the Moho Nord development project offshore Congo
- Contract value of USD ~290m excl. options
- Day rate of USD 212k/day*
- Delivery requirement in West Africa between June and October 2015

Financials - sources and uses (USDm)

- Ownership 100%
- Estimated construction cost: USD 263m
- 15/85% payment terms
  - USD 180.2m payable upon delivery

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<td>8.8</td>
<td>10.9</td>
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<tr>
<td>All-in delivered cost</td>
<td>38.5</td>
<td>231.8</td>
<td>270.3</td>
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</table>

| WC & other | (0.4) | 7.7 | 7.3 |
| Net mobilisation | - | (15.5) | (15.5) |
| Min. cash requirement | - | - | - |
| Total Uses | 38.0 | 224.0 | 262.0 |

*Est. annual cash EBITDA and accounting EBITDA of USD48m and USD 54m respectively at 96% utilisation, not adjusted for SG&A
As a result of delayed delivery of the Mast Equipment Package (MEP) and defects in the Beta MEP and substructure, Atlantica has incurred certain losses and built up warranty claims against the builder, DSIC.

Delivery of the MEP is delayed on the Gamma project as well. As a direct result Foxtrot International recently cancelled the charter contract for the Gamma, leaving Atlantica with an estimated EBITDA loss of ~ USD 10m.

A tripartite settlement agreement (the “Tripartite Agreement”) has recently been reached between Atlantica, DSIC and Axon (MEP supplier to both the Beta and the Gamma) to resolve outstanding issues. As part of that agreement Atlantica Beta will receive compensation from DSIC for the repairs which have been required to the Beta mast and substructure in the amount of $6.4m.

The Tripartite Agreement also postpones / revises the delivery date of the Gamma to 15 July 2015, and affords Atlantica the right (exercisable at the Company’s sole discretion) to delay delivery for a period of up to eight months (i.e. to 31 March 2016).
The overall completion of Gamma has lagged, mainly due to delay on the fabrication of the mast equipment package («MEP») by the sub contractor (Axon)

- The MEP is being fabricated in the US and is delayed due to engineering and rework issues owing to improper weight control

Completion of the barge and related equipment stands at approx. 91% and the unit is currently scheduled for delivery start of Q3 2015

- The MEP assembly is in the final phases of completion. Shipment to Dalian for final integration and testing is currently scheduled for late 2014 or early Q1 2015
- The MEP will require ~12 weeks to test alongside the barge when it arrives in China

The delays are expected to have limited impact on Atlantica’s total cost for the unit

- The MEP is part of the turnkey contract entered into with Atlantica and DISC
- DISC is counterparty towards the subcontractor of the MEP
- Atlantica’s exposure is mainly linked to additional site management team which now has been reduced

As part of the Tripartite Agreement, the Company has received the option to delay delivery of the Gamma for up to eight months at its sole discretion (see page 18 for further information)

The company is pursuing several medium to long term contract opportunities

- The Gamma is one of the first available modern high end tender barge and attractive for work in both West Africa and SE Asia
- The Company has responded to a number of prequalifications and market inquires although no outstanding bids are currently in place.
- Atlantica will aggressively market the Gamma to operators in West Africa where it has several leads, as well as in SE Asia which have not been actively pursued for some time now owing to all units being fixed on contracts

* Source: DSIC
The rig and all related equipment is currently 49.7% completed and on schedule for delivery mid 2015
- The rig itself is 2.2% ahead of schedule while the MEP is 2.4% behind schedule.
- The rig and all equipment is expected to be fully completed and integrated in July 2015
- The DISC yard also constructed the BassDrill Beta, which is of same basic design as Beta with a number of enhancements such as more living quarters capacity and more power generation
- Atlantica undertook the basic design of the MEP structure and DSIC is responsible for producing the detailed design in cooperation with Atlantica
- DSIC is the fabricator of the MEP

- The Delta delivery window is between June and October of 2015 in West Africa
  - Discussions with the operator Total for operator initiated variation may lead to a slight extension to the existing delivery window as the TLP construction is said to be slightly behind schedule although no official notification has been received

- The intention is to deliver the Delta to West Africa in August of 2015 before the end of the delivery window

- No delay or liquidated damages are expected for the Delta project

* Source: DSIC
Experienced management team and Board of Directors

Management

- **Kerry Kunz – President / CEO**
  - 30 years offshore experience
  - Former VP of Offshore Operations for Nabors Int’l
  - Marketing and operations of offshore drilling rigs (platforms, jackups and accommodation barges)

- **Lasse B. Kjelsaas - CFO**
  - Total more than 12 years corporate finance / investment banking experience
  - Former CFO of Aker Clean Carbon
  - MSc Finance from London Business School

- **Keith Stratton – Sr. VP of HSE & Training**
  - 29 years of operations/QHSE/training experience with offshore and onshore drilling
  - Former VP of Quality, Health, Safety and Environment for Nabors Int’l
  - Creation and implementation of operational management systems

- **Christian Wood – Sr. VP of Engineering and Projects**
  - 15 years experience in offshore rig design and rig system design
  - Former Project Engineer for Nabors Int’l
  - Managing design and execution of offshore drilling rig solutions

- **Mike Smith – VP Projects**
  - 30 years industry and project experience
  - Prior project experience with Sonat Offshore for semisubmersible construction
  - Master Degree – Naval Architecture

- **Eric Hoegg, C.P.A. – Sr. VP Finance & Administration**
  - 30 years international oilfield, finance and bus. mgmt. experience
  - Former Director Int. Marketing and Bus. Dev. for drilling and workover operations

Board of Directors

- **Helge Haakonsen, Chairman**
  - 40 years experience in the oil and gas and shipping sectors
  - Former CEO and President of Fred Olsen Energy
  - BSc in Marine Eng. from Univ. of Newcastle upon Tyne
  - BSc in Bus. Admin. from the Norwegian School of Bus. Admin., Oslo

- **Pål Reiulf Olsen, dep. chairman**
  - Prior to joining HitecVision in 2009, Mr. Olsen has served as financial advisor, controller and auditor at First Securities, Aker ASA and Christiania Bank, respectively
  - MBA from the Norwegian School of Economics (NHH)

- **Erland P. Bassøe**
  - 30 years of industry experience and has founded a number of companies, including Floatel Int’l, Bassøe Offshore, ODS-Petradta, Chiles Offshore, Hercules Offshore, Scorpion Offshore, Frontier Drilling, FPSOcean, Seajacks Int’l, BassDrill and BassTech
  - BSc in business and public administration from New York University

- **Bjørn C. Jacobsen**
  - 27 years of experience within the finance and oil services industries
  - Recently been an advisor to the drilling industry with Fearnley Offshore and R.S. Platou
  - Former CFO of Frigstad Discoverer Invest Ltd. (BVI) and CFO for the seismic company Exploration Resources ASA
  - Business degree from the Norwegian School of Economics

- **Kjell-Erik Østdahl**
  - 24 years of experience in the oil and gas sector. He joined HitecVision in 2013 and has mainly worked for Schlumberger throughout his career prior to that, starting as field engineer and evolving into different management roles
  - MSc in Electrical Engineering from the Norwegian University of Science and Technology (NTNU) in 1988.
Operational excellence and high safety track-record

- Contracts with Total and Petrobras a testimony of company’s ability to deliver projects and manage operations
- A management operating system which has been audited by major operators and accepted
- 2 year winner of TOTAL Congo Contractor of the Year Safety Awards

High performance

- Alpha has achieved solid revenue utilization of almost 95% since Jan 2012,
- Efficient drilling of wells lead to Total Congo negotiating a 2 + 1 year extension to the Alpha contract with increased rates
- High reliability in a remote location for a cost effective solution - a prerequisite for clients

Focused on health & safety

- On Jan 2014 ABS Quality Evaluations certified the Health & Safety Management System of Atlantica Management (USA) Inc. to the OHSAS 18001 international standard
- Alpha has worked in excess of two years without a single recordable incident
HitecVision (59.1%, through HVAS Zeta Invest AS)

- A leading specialist private equity investor in the international oil and gas industry:
  - Invested in/established more than 100 companies (including add-ons) and exited over 60, including 7 IPOs*
- Currently four active funds, totalling over USD 3bn
- An experienced team of 43 employees, of which 25 are investment professionals
- HitecVision has invested approximately USD 115m in Atlantica prior to the Rights Issue and is committed to grow the Company and retain ample capitalization to manage financial risk
- Headquartered in Stavanger, offices in Oslo and Houston

BassInvest AS (Erland P. Bassøe) (11.0%)

- Over the last ten years Basso has founded nine start-up companies, mainly in the offshore drilling and production sector
- Basso actively develops projects from venture to commercial phase, contributing with capital, experience and extensive industry know-how
- Companies within the Basso Group:
  - BassInvest – Primary investment vehicle
  - Basso Offshore – Project initiation and execution

Selected investments

* Including predecessor company Hitec ASA
i. Transaction highlights

ii. Company overview

iii. **Tender rig market**

iv. Financials

v. Summary

v. Appendix
Tender rigs – a stable, highly profitable and growing business

Global tender rig demand

- Tender rigs are used for drilling in relation to producing oil fields, which is more stable than demand for exploration drilling

Historical EBITDA-margins

- Tender rigs have historically delivered higher and more stable margins than other drilling rig segments

Source: Riglogix, Credeva, Swedbank, DNB, Companies, Factset
Key operating regions for tender rigs

**Brazil:**
- Fastest growing offshore region with potentially more projects like Papa Terra
- More challenging weather conditions compared to SE Asia and W Africa → Tender semis only alternative
- Atlantica Beta is Petrobras’ first tender rig
- Deepwater floaters → Jackups not an alternative to tender rigs

**South East Asia:**
- The dominating region in terms of demand for tender rigs
- Shallow water with mature fields and challenging seabed infrastructure
- Thailand and Malaysia are the largest market for tenders
- Several marginal fields have become profitable with the tender assist option available

**North Sea and UK:**
- Potential new market for tender rigs
- Potential in all stages of the life of field cycle

**West Africa:**
- Significant potential as current explorations turns into development
  - Total exercised all available options for BassDrill Alpha and extended contract with 2 years
  - More deepwater development opportunities for semi tenders announced
  - SapuraKencana’s semi SKD Berani (2006) entered into 12 months contract with Total in Congo at rate of USD 240 k/d

**East Africa:**
- Significant potential in East Africa as exploration and development activity increases

---

**# of operating tender rigs by region**:  

- **Barges:**
  - SouthEast Asia: 11
  - West Africa: 4

- **Semis:**
  - West Africa: 5
  - SouthEast Asia: 3
  - South America: 2

Source: Riglogix, Company  
* Includes newbuilds with firm contracts
Deepwater development is growing:
- Deepwater development demand is increasing rapidly in areas like Brazil, West Africa and GOM
- Several deepwater projects will come on line as further large discoveries move into development

TLPs and Spars becoming more prevalent:
- Dry tree/surface wells are less expensive to construct and maintain
- Oil companies prefer dry tree production units for up-front capex and life time maintenance costs (where possible)
- Flow assurance is a key oil company concern, and re-entering wells on a dry tree platform (using a tender drilling rig or platform rig) is more cost-effective and efficient than re-entering sub-sea wells requiring a floater
- Tender drilling day rates approx. 1/3 of deepwater floater rates
- Tender drilling rigs have significantly less weight requirements than platform rigs which allows oil companies to build lighter and less costly TLPs or Spars

Source: Riglogix, Company
Current oilfields in West Africa:
- There are approximately 400 oilfields in West Africa, many requiring continuous drilling to fight natural depletion.
- On average, 3 wells are planned per field (up to 75 wells for large fields).

Fixed platforms' age distribution in Southeast Asia:
- The aging oilfields in Southeast Asia are subject to significant 2nd phase drilling campaigns to sustain production rates.
# Solid contract coverage for modern tender rigs

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<th>Company</th>
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<th>WD (ft.)</th>
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| **Tender Semi:** |           |          |            |            |            |           |                  |                   |                |
| SapuraKencana     | SKD Menang| 800      | 1999       | 100 Murphy | Malaysia   |           | 172,000          | 160,000           | Warm stacked    |
| SapuraKencana     | SKD T Kinabalu | 820 | 2015     | 100 Murphy | Malaysia   |           |                  |                   |                |
| SeaDrill          | West Vencedor | 800 | 2010   | 180 Chevron| Cabinda    |           | 213,931          | Contract          |                |
| SapuraKencana     | SKD Esperanza| 800     | 2013      | 200 Hess   | Equinor    |           | 235,000          | Contract          |                |
| SapuraKencana     | SKD Jaya   | 800      | 2011      | 210 BP     | Trinidad & Tobago | 173,000 | 165,000          | Contract          |                |
| Energy Drilling   | E-Drill 3  | 1,152    | 2015      | 112.5      | Chevron    |           |                  |                   |                |
| SapuraKencana     | SKD Berani | 800      | 2006      | 100 Total  | Congo      |           | 240,000          | 192,500           | Contract        |
| SapuraKencana     | SKD Setia  | 800      | 2005      | 94 Chevron | Angola     |           | 224,657          | 223,000           |                |
| PV Drilling V     | PV Drilling V | 800 | 2011   | 200 Bien Dong| Vietnam | N.n. |                     |                   |                |
| SapuraKencana     | SKD Alliance| 800     | 2001      | 83 Shell   | Malaysia   |           | 169,000          | 171,000           |                |
| SapuraKencana     | SKD Pelaut | 800      | 1994      | 60 Shell   | Brunei     |           | 126,000          | 123,000           |                |
| Atlantisa         | Beta      | 820      | 2013      | 225 Petrobras| Brazil | 223,000 |                     |                   |                |
| Atlantisa         | Delta     | 820      | 2015      | 212        | China      |           | 212,000          | Construction      |                |

* Construction cost/yard contract price from Riglogix

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Source: Riglogix, Company, Credeva

© Atlantica
Modern tender rigs enjoy a high and stable activity level

Tender rigs – average backlog (# months)

Tender rigs - Utilization

Source: ODS-Petrodata, Swedbank, DNB
Day rate development – positive trend for modern tender rigs

Most recent barge fixtures:

- 3 year contract for Energy Drilling’s newbuild EDrill-1 with PTTEP offshore Thailand (undisclosed rate)
- 18 month contract for SapuraKencana’s new-build SKD T-20 CNR in Cote d’Ivoire (undisclosed rate)
- 5 year contract for SapuraKencana’s T-9 (built 2004) with Petronas in Malaysia at USD 125k/d
- 3 year contract (+2 yrs option) for SapuraKencana’s T-10 (built 2007) with Petronas in Malaysia at USD 135k/d
- SapuraKencana’s SKD T-9: 300 day contract for PTTEP in Myanmar at USD 132k/d

Most recent semi fixtures:

- SapuraKencana’s SKD Berani: 1 year contract with Total (Congo) at USD 240k/d
- SapuraKencana’s SKD Setia: Two year contract with Chevron (Angola) at USD 225k/d

Source: Riglogix, Company, Credeva

*Cancelled 15 August 2015 due to delay
** Day rate after adjustment for variation order
| i.       | Transaction highlights               |
| ii.      | Company overview                     |
| iii.     | Tender rig market                    |
| iv.      | Financials                           |
| v.       | Summary                               |
| v.       | Appendix                              |
Uses & sources until delivery of the Gamma and the Delta

<table>
<thead>
<tr>
<th>Month</th>
<th>CF operations</th>
<th>CF investments</th>
<th>CF financing</th>
<th>Cash</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sep-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oct-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nov-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dec-14</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jan-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Feb-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mar-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Apr-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>May-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jun-15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jul-15</td>
<td>120.3</td>
<td>194.8</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Debt draw-down and final rig delivery payments

Equity issue in Q2 2015

Debt draw-down and final rig delivery payments

Cash
### Income Statement and Balance sheet, ATDL Group

#### Profit & Loss (USDk)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract drilling revenue</td>
<td>38,857</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Management fees</td>
<td>5,280</td>
<td>13,464</td>
<td>1,681</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reimbursable</td>
<td>29</td>
<td>13</td>
<td>2,509</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amortization of deferred revenue</td>
<td>6,513</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other income</td>
<td>11</td>
<td>91</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total revenues</strong></td>
<td><strong>5,321</strong></td>
<td><strong>13,568</strong></td>
<td><strong>49,561</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating expenses</td>
<td>9,740</td>
<td>19,360</td>
<td>41,631</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>119</td>
<td>144</td>
<td>8,194</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total operating cost</strong></td>
<td><strong>9,859</strong></td>
<td><strong>19,504</strong></td>
<td><strong>49,825</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Income (loss) from operations</strong></td>
<td><strong>-4,538</strong></td>
<td><strong>-5,936</strong></td>
<td><strong>-263</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest income/expense</td>
<td>572</td>
<td>342</td>
<td>-5,152</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Write off of debt issuance costs</td>
<td>-</td>
<td>-1,904</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Liquidated Damages</td>
<td>-</td>
<td>-</td>
<td>-157</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Foreign currency exchange</td>
<td>7</td>
<td>-171</td>
<td>-23</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity earnings in affiliate</td>
<td>127</td>
<td>-261</td>
<td>631</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total other income (expense)</strong></td>
<td><strong>705</strong></td>
<td><strong>-1,993</strong></td>
<td><strong>-4,701</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Foreign tax expense</td>
<td>-197</td>
<td>-288</td>
<td>1,712</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net profit</strong></td>
<td><strong>-4,030</strong></td>
<td><strong>-8,216</strong></td>
<td><strong>-6,676</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Balance sheet (USDk)

<table>
<thead>
<tr>
<th></th>
<th>2012 Dec. 31</th>
<th>2013 Dec. 31</th>
<th>2014 Sep. 30</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
<td>13,294</td>
<td>57,927</td>
<td>15,047</td>
</tr>
<tr>
<td>Restricted cash</td>
<td></td>
<td></td>
<td>9,760</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>986</td>
<td>2,176</td>
<td>16,039</td>
</tr>
<tr>
<td>Prepaid expenses</td>
<td>492</td>
<td>917</td>
<td>891</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td><strong>14,772</strong></td>
<td><strong>61,020</strong></td>
<td><strong>41,736</strong></td>
</tr>
<tr>
<td>Drilling unit</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Construction in progress</td>
<td>70,327</td>
<td>327,258</td>
<td>361,365</td>
</tr>
<tr>
<td>Other</td>
<td>765</td>
<td>771</td>
<td>840</td>
</tr>
<tr>
<td>Accumulated depreciation and amortization</td>
<td>-291</td>
<td>-435</td>
<td>-8,153</td>
</tr>
<tr>
<td><strong>Net property, plant and equipment</strong></td>
<td><strong>70,801</strong></td>
<td><strong>327,595</strong></td>
<td><strong>354,052</strong></td>
</tr>
<tr>
<td>Investment in affiliate</td>
<td>10,131</td>
<td>4,655</td>
<td>5,285</td>
</tr>
<tr>
<td>Other assets</td>
<td>4,920</td>
<td>14,434</td>
<td>5,828</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td><strong>100,624</strong></td>
<td><strong>407,704</strong></td>
<td><strong>406,902</strong></td>
</tr>
<tr>
<td>Accounts payable</td>
<td>923</td>
<td>8,779</td>
<td>1,775</td>
</tr>
<tr>
<td>Other accrued liabilities</td>
<td>963</td>
<td>4,170</td>
<td>6,737</td>
</tr>
<tr>
<td>Deferred Revenue - Current</td>
<td>-</td>
<td>3,819</td>
<td>3,819</td>
</tr>
<tr>
<td>Current portion of long-term debt</td>
<td>-</td>
<td>12,408</td>
<td>12,408</td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td><strong>1,886</strong></td>
<td><strong>29,176</strong></td>
<td><strong>24,738</strong></td>
</tr>
<tr>
<td>Deferred Revenue - Non-Current</td>
<td>-</td>
<td>21,641</td>
<td>38,085</td>
</tr>
<tr>
<td>Long-term debt</td>
<td>-</td>
<td>187,592</td>
<td>179,320</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td><strong>1,886</strong></td>
<td><strong>238,409</strong></td>
<td><strong>242,144</strong></td>
</tr>
<tr>
<td>Common stock</td>
<td>73,067</td>
<td>123,067</td>
<td>123,067</td>
</tr>
<tr>
<td>Additional paid-in capital</td>
<td>38,300</td>
<td>67,073</td>
<td>67,266</td>
</tr>
<tr>
<td>Subscription receivable</td>
<td>-2</td>
<td>-2</td>
<td>0</td>
</tr>
<tr>
<td>Accumulated deficit</td>
<td>-12,627</td>
<td>-20,844</td>
<td>-25,575</td>
</tr>
<tr>
<td><strong>Total Equity</strong></td>
<td><strong>98,738</strong></td>
<td><strong>169,295</strong></td>
<td><strong>164,758</strong></td>
</tr>
<tr>
<td><strong>Total liabilities and equity</strong></td>
<td><strong>100,624</strong></td>
<td><strong>407,704</strong></td>
<td><strong>406,902</strong></td>
</tr>
</tbody>
</table>

(Figures per Q3 2014 are preliminary)
### Cash flow (USDk)

(Figures per Q3 2014 are preliminary)

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Full year</td>
<td>Full year</td>
<td>Q1-Q3</td>
</tr>
<tr>
<td>Net loss</td>
<td>-4,030</td>
<td>-8,216</td>
<td>-6,672</td>
</tr>
<tr>
<td>Equity in earnings of affiliate</td>
<td>-127</td>
<td>261</td>
<td>-631</td>
</tr>
<tr>
<td>Depreciation and amortization expense</td>
<td>119</td>
<td>144</td>
<td>7,718</td>
</tr>
<tr>
<td>Non-cash interest</td>
<td>-572</td>
<td>3,099</td>
<td>0</td>
</tr>
<tr>
<td>Stock compensation expense</td>
<td>380</td>
<td>447</td>
<td>229</td>
</tr>
<tr>
<td>Write off of other assets</td>
<td>400</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amortization of debt issue costs</td>
<td></td>
<td></td>
<td>-355</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>-585</td>
<td>-1,190</td>
<td>-13,859</td>
</tr>
<tr>
<td>Prepaid expenses</td>
<td>-458</td>
<td>-425</td>
<td>23</td>
</tr>
<tr>
<td>Accounts payable</td>
<td>446</td>
<td>7,855</td>
<td>-7,111</td>
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<tr>
<td>Other accrued liabilities</td>
<td>635</td>
<td>-3,987</td>
<td>-2,219</td>
</tr>
<tr>
<td>Deferred revenues</td>
<td></td>
<td>25,460</td>
<td>16,444</td>
</tr>
<tr>
<td><strong>Net cash flow from operating activities</strong></td>
<td><strong>-3,791</strong></td>
<td><strong>23,447</strong></td>
<td><strong>-6,432</strong></td>
</tr>
<tr>
<td>Capital expenditures - rig and equipment</td>
<td></td>
<td></td>
<td>-297,239</td>
</tr>
<tr>
<td>Cash paid for furniture, equipment and leasehold improvements</td>
<td>-128</td>
<td>-6</td>
<td>-273</td>
</tr>
<tr>
<td>Cash paid for construction in progress</td>
<td>-24,533</td>
<td>-249,736</td>
<td>270,133</td>
</tr>
<tr>
<td>Cash paid for return of equity in affiliate</td>
<td>5,216</td>
<td>5,216</td>
<td>-</td>
</tr>
<tr>
<td>Cash paid for restricted cash</td>
<td>-8,963</td>
<td>-8,963</td>
<td>-797</td>
</tr>
<tr>
<td><strong>Net cash used in investing activities</strong></td>
<td><strong>-24,661</strong></td>
<td><strong>-253,489</strong></td>
<td><strong>-28,176</strong></td>
</tr>
<tr>
<td>Cash received from issuance of common stock</td>
<td>39,037</td>
<td>78,326</td>
<td>-</td>
</tr>
<tr>
<td>Cash received for treasury stock, net</td>
<td>93</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Cash received from bond proceeds</td>
<td>-</td>
<td>200,000</td>
<td>-</td>
</tr>
<tr>
<td>Cash paid for long term note</td>
<td>-</td>
<td>-</td>
<td>-8,272</td>
</tr>
<tr>
<td>Cash paid for commitment and other related fees</td>
<td>-2,600</td>
<td>-3,660</td>
<td>-</td>
</tr>
<tr>
<td>Cash received (paid) for other assets</td>
<td>-417</td>
<td>10</td>
<td>-</td>
</tr>
<tr>
<td><strong>Net cash provided by financing activities</strong></td>
<td><strong>36,112</strong></td>
<td><strong>274,676</strong></td>
<td><strong>-8,272</strong></td>
</tr>
<tr>
<td>Net increase in cash</td>
<td>7,660</td>
<td>44,634</td>
<td>-42,880</td>
</tr>
<tr>
<td>Cash, beginning of year</td>
<td>5,634</td>
<td>13,294</td>
<td>57,927</td>
</tr>
<tr>
<td><strong>Cash, end of year</strong></td>
<td><strong>13,294</strong></td>
<td><strong>57,927</strong></td>
<td><strong>15,047</strong></td>
</tr>
</tbody>
</table>
## Bank facility - main terms

<table>
<thead>
<tr>
<th><strong>Issuer:</strong></th>
<th>Atlantica Tender Drilling Ltd</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Guarantors:</strong></td>
<td>Rig Owners, Interco, Beta Charterer and Beta Operator</td>
</tr>
<tr>
<td><strong>Agent:</strong></td>
<td>ABN Amro</td>
</tr>
<tr>
<td><strong>Loan amount</strong></td>
<td>Total USD350m, consisting of 3 tranches (The Beta tranche of USD53m, the Gamma tranche of USD120m and the Delta Tranche of USD177m)</td>
</tr>
<tr>
<td><strong>Interest</strong></td>
<td>LIBOR + 325 bps p.a., quarterly payments. LIBOR +375bps on the Gamma tranche until a contract satisfactory to the senior banks is in place</td>
</tr>
<tr>
<td><strong>Amortization</strong></td>
<td>9 years profile commencing 3 months after draw down and 8 years profile from August 2017</td>
</tr>
<tr>
<td><strong>Tenor:</strong></td>
<td>5 years (however 1 month ahead of the 2nd lien bond)</td>
</tr>
<tr>
<td><strong>Status:</strong></td>
<td>Senior secured on a first priority basis</td>
</tr>
<tr>
<td><strong>Security</strong></td>
<td>1st lien mortgage over Beta, Gamma and Delta 1st lien share pledges of the guarantors, various accounts, assignment of contracts, internal loans, charters, etc.</td>
</tr>
</tbody>
</table>

### Financial covenants:

- Asset Cover Ratio > 140% until the 2nd anniversary of the first drawdown and 150% thereafter
- Minimum Liquidity > USD 15m until Gamma delivery, (ii) >USD 20m until Delta delivery and thereafter (iii) the higher of USD 30m and 6% of outstanding interest bearing debt
- Debt Service Coverage >1.1x
- Equity Ratio>30%
- Interest Coverage Ratio>2.5x
- Book Equity >USD 90m, to be increased by USD 40m at the Second Drawdown under the senior bank and by USD 65m at the Third Drawdown

### Governing Law:

Norwegian law (Applicable law for security documents)

## Inter creditor - main terms

<table>
<thead>
<tr>
<th><strong>Stand still period:</strong></th>
<th>270 days</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Buy-out-rights:</strong></td>
<td>90 days</td>
</tr>
<tr>
<td><strong>Restrictions on variations to the finance documents relating to the Senior Bank Facility and the Bond</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Deferral of amortization following an Event of Default of up to maximum of USD 40m in aggregate</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Obligation that selling party in case of a rig sale will take reasonable care to obtain a fair market price on the rig(s)</strong></td>
<td></td>
</tr>
</tbody>
</table>

### Governing Law:

Norwegian law (Applicable law for security documents)
**Issuer:** Atlantica Tender Drilling Ltd

**Guarantors:** Rig Owners, Interco, Beta Charterer, Beta Operator and any other guarantor under the Senior Bank Facility

**Loan amount:** USD 150 million

**Purpose:** Refinance existing bank debt

**Security:** 2\(^{nd}\) lien mortgage over the Beta, Delta and Gamma and related securities and additional standard security arrangements

**Coupon:** 8% p.a., quarterly interest payments / 100% issue price

**Tenor:** 5 years from Amendment date

- Year 1-3: Call at a price equal to PV at call date equal to 103.2% of par value @ year 3 date + PV at call date of remaining coupons up and until year 3.

**Call option:**
- Year 3-5: Call at a price equal to 103.2% of par value (year 3 < 4), 101.6% of par value (year 4 < 4.5) and 100.8% of par value (after year 4.5), respectively. Accrued interest on redeemed amount payable in addition.

**Amortisation:** Bullet

**Financial covenants:**
- Senior Bank Asset Cover Ratio > 140% until the 2nd anniversary of the first Drawdown and >150% thereafter
- Minimum Liquidity > USD 15m until Gamma delivery, (ii) >USD 20m until Delta delivery and thereafter (iii) the higher of USD 30m and 6% of outstanding interest bearing debt
- Debt Service Coverage >1.1x
- Equity Ratio >30%
- Interest Coverage Ratio >2.5x
- Book Equity >USD 90m, to be increased by USD 40m at the second drawdown under the senior bank and by an additional USD 65m at the third drawdown

**Undertaking:**
- Negative pledge, financial indebtedness and support restrictions on the Guarantors and other related subsidiaries
- Dividend restrictions
- All future speculative newbuilds on a non-recourse basis
- No change to the amortization profile of the Senior Bank Facility

**Governing Law:** Norwegian law (Applicable law for security documents)

**Trustee:** Nordic Trustee ASA

---

* AM means Atlantica Management (USA) Inc and ATDL means Atlantica Tender Drilling Ltd.

** Simplified, not including among others Beta Charterer and Beta Operator. Some entities in process of changing name.
Agenda

i. Transaction highlights

ii. Company overview

iii. Tender rig market

iv. Financials

v. Summary

v. Appendix
Summary

Growing market with attractive dynamics – production exposure stabilize demand

Strong industrial platform – fully integrated operations

Young fleet of very capable units – proven track record

Good visibility of cash flow and solid long-term order backlog secured

Complete fleet debt financing package secured at attractive terms

Attractive valuation with solid upside for shareholders
The most modern tender rigs enjoy the highest rates

Semi tenders – historical day rates

Tender barges – historical day rates

Source: Riglogix, Company, Credeva
Atlantica Tender Drilling Ltd. – Overview and its subsidiaries

- **HitecVision Asset Solutions, L.P. (Guernsey)**
  - 100%
  - **HVAS Invest Zeta AS (Norway)**
    - 59%
  - **Bass Invest AS (Norway)**
    - 10%
  - **Other Shareholders**
    - 31%

- **Atlantica Tender Drilling Ltd. (Bermuda)**
  - 100%
  - **Atlantica Management (USA) Inc. (USA)**
    - 100%
  - **Atlantica International Ltd. (Bermuda)**
    - 100%
  - **Atlantica Beta Ltd. (Bermuda)**
    - 99%; 1% AM
  - **Atlanica (Malta) Holding Ltd.**
    - 99%; 1% ATDL
  - **BassDrill Alpha Ltd. (Bermuda)**
    - 25.26%

- **Atlantica International Ltd. (Norway Branch)**
  - 100%
  - **Atlantica International Ltd. (Norway)**
    - 100%
  - **Atlantica Beta Ltd. (Malta)**
    - 99%; 1% ATDL
  - **Atlantica Gamma Ltd. (Malta)**
    - 99%; 1% ATDL
  - **Atlantica Delta Ltd. (Malta)**
    - 99%; 1% ATDL

- **BassDrill Beta B.V. (Holland)**
  - 100%
  - **BassDrill Brazil Servicos Petroleo Ltd. (Brazil)**
    - 99.99+%; 1 Quota Share ATM
  - **Atlantica International B.V. (Holland)**
    - 100%
## Main terms on contracts

<table>
<thead>
<tr>
<th>Rig</th>
<th>Beta</th>
<th>Delta</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Charterer:</strong></td>
<td>Petróleo Brasileiro S.A.</td>
<td>Total Congo E&amp;P</td>
</tr>
<tr>
<td><strong>Location:</strong></td>
<td>Papa Terra P61, Campos Basin</td>
<td>Moho Nord Field Development off Congo</td>
</tr>
<tr>
<td><strong>Commencement:</strong></td>
<td>19 Mar 2014 (currently on standby rate)</td>
<td>Between 22 Jun – 21 Oct 2015</td>
</tr>
<tr>
<td><strong>Term:</strong></td>
<td>1,500 days</td>
<td>17 wells (est. to ~44 mnd)</td>
</tr>
</tbody>
</table>
| **Payments & Dayrates:** | • Mob fee USD 16.8m paid upon delivery  
• Charter fee USD 26.6m paid upon delivery  
• Dayrate USD 221.6k  
• Performance bonus up to 5.4% or USD 12k >95% | • Mob/Mod fee USD 24.7m paid upon delivery  
• Dayrate USD 212k  
• Demob fee USD 1.0m |
| **Options and dayrate:** | n.a. | 5 x 5 mnd options / dayrate same as above |
| **Price adjustments:** | Inflation index retroactive to March 2010 | Inflation indexed |
| **Rate adjustments:** | • Moving Rate and Waiting rate: 95%  
• Force Majeure Rate: 30 days at 80%, then 30 days at 50% then 0  
• Reduced Performance Rate: 80%  
• Breakdown Rate: 95% for 24 hrs per month, 0% thereafter  
• Remedial Operation Rate: 0% for first 5 days then 50%  
• Stop for Preventive Maintenance Rate: 95% | • Standby Rate: 90%  
• Force Majeure Rate: 70%  
• Reduced Performance Rate: 80%  
• Breakdown Rate: 100% for the first 12 hours per month, 0 thereafter  
• Remedial Operation Rate: 100% for the first 12 hours per month, 90% between 12 and 24 hours, 80% thereafter  
• Stop for preventative maintenance rate: 100% for the first 14 hours, 0 thereafter |
| **Delay and liquidated damages:** | Liquidated damages for; 1) late mobilization after the latest date of the commencement date (August 21, 2015), or 2) delays in passing the acceptance test under the Total Contract as follows:  
• 20% of the Base Rate for the first 30 days,  
• 25% of the Base Rate for each of days 31 to 60 days,  
• 30% of the Base Rate for days 61 to 90 days and  
• 35% of the Base Rate after 91 days. |
## Construction contracts

<table>
<thead>
<tr>
<th>Rig</th>
<th>Gamma</th>
<th>Delta</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Yard:</strong></td>
<td>DSIC Dalian</td>
<td>DSIC Dalian</td>
</tr>
<tr>
<td><strong>Contract signed:</strong></td>
<td>May 2012</td>
<td>April 2013</td>
</tr>
<tr>
<td><strong>Delivery schedule:</strong></td>
<td>July 2015, but the Company has the option to delay delivery for a period of up to eight months, i.e. until 31 March 2016.</td>
<td>June 2015</td>
</tr>
<tr>
<td><strong>Contract price:</strong></td>
<td>USD124million</td>
<td>USD212m</td>
</tr>
<tr>
<td><strong>Payment schedule:</strong></td>
<td>15 / 85</td>
<td>15 / 85</td>
</tr>
<tr>
<td><strong>Refund guarantee:</strong></td>
<td>Refund guarantee from Bank of China for 15% of contract price</td>
<td>Refund guarantee from Industrial and Commercial Bank of China for 15% of contract price</td>
</tr>
<tr>
<td><strong>Late delivery penalties:</strong></td>
<td>1st – 30th day: USD 5,000/day&lt;br&gt;31st – 60th day: USD 25,000/day&lt;br&gt;61st – 180th day: USD 42,500/day&lt;br&gt;Maximum liability capped at : USD 6 million&lt;br&gt;Liquidated damages related to variations to variable payload and maximum MEP weight (capped at USD 6.75 million and USD 0.6 million respectively).</td>
<td>1st – 60th day: USD 30,000/day&lt;br&gt;61st – 180th day: USD 60,000/day&lt;br&gt;Maximum liability capped at : USD 9 million&lt;br&gt;Liquidated damages related to variations relative to guaranteed total payload and MEP weight (capped at USD 6.3 million and USD 1.5 million respectively).</td>
</tr>
<tr>
<td><strong>Termination rights:</strong></td>
<td>After 180 days of delay beyond the delivery date (may be extend by permissible delays)&lt;br&gt;15 % divagation of shortfall from guaranteed variable payload&lt;br&gt;If the actual MEP weight is more than the guaranteed maximum MEP weight by more than 15%</td>
<td>After 180 days of delay beyond the delivery date (may be extend by permissible delays)&lt;br&gt;15 % divagation of shortfall from guaranteed variable payload&lt;br&gt;If the actual MEP weight is more than the guaranteed maximum MEP weight by more than 15%</td>
</tr>
<tr>
<td><strong>Law:</strong></td>
<td>English</td>
<td>English</td>
</tr>
</tbody>
</table>
**20 largest shareholders**

<table>
<thead>
<tr>
<th>No.</th>
<th>Name of shareholder</th>
<th>Holding (in %)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Hvas Invest Zeta As</td>
<td>59.10%</td>
</tr>
<tr>
<td>2</td>
<td>BassInvest As</td>
<td>10.99%</td>
</tr>
<tr>
<td>3</td>
<td>Odin Offshore</td>
<td>4.34%</td>
</tr>
<tr>
<td>4</td>
<td>Varma</td>
<td>2.88%</td>
</tr>
<tr>
<td>5</td>
<td>Pictet &amp; Cie Banquiers</td>
<td>2.78%</td>
</tr>
<tr>
<td>6</td>
<td>Skips As Tudor</td>
<td>2.39%</td>
</tr>
<tr>
<td>7</td>
<td>Wieco As</td>
<td>2.16%</td>
</tr>
<tr>
<td>8</td>
<td>Seahorse investments Limited</td>
<td>2.10%</td>
</tr>
<tr>
<td>9</td>
<td>MP Pensjon Pk</td>
<td>1.39%</td>
</tr>
<tr>
<td>10</td>
<td>Freyer Holding As</td>
<td>1.07%</td>
</tr>
<tr>
<td>11</td>
<td>Rosario As</td>
<td>0.98%</td>
</tr>
<tr>
<td>12</td>
<td>Jefferies &amp; Co. Inc.</td>
<td>0.92%</td>
</tr>
<tr>
<td>13</td>
<td>Klp Aksje Norge Vpf</td>
<td>0.76%</td>
</tr>
<tr>
<td>14</td>
<td>Marine Services &amp; Trading Sal</td>
<td>0.74%</td>
</tr>
<tr>
<td>15</td>
<td>Pareto Maritime Secondary</td>
<td>0.66%</td>
</tr>
<tr>
<td>16</td>
<td>Patronia As</td>
<td>0.61%</td>
</tr>
<tr>
<td>17</td>
<td>Kommunal Landspensjonskasse</td>
<td>0.55%</td>
</tr>
<tr>
<td>18</td>
<td>Smith Family Living Trust</td>
<td>0.53%</td>
</tr>
<tr>
<td>19</td>
<td>Caicos Investment Ltd</td>
<td>0.44%</td>
</tr>
<tr>
<td>20</td>
<td>Sebastian Brooke</td>
<td>0.42%</td>
</tr>
<tr>
<td></td>
<td><strong>Total 20 largest shareholders</strong></td>
<td><strong>95.79%</strong></td>
</tr>
<tr>
<td></td>
<td><strong>Others</strong></td>
<td><strong>4.21%</strong></td>
</tr>
</tbody>
</table>

* As of 6 November 2014
## Rig specifications

<table>
<thead>
<tr>
<th>Specifications</th>
<th>Beta</th>
<th>Delta</th>
<th>Gamma</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Design</strong></td>
<td>BT-3500</td>
<td>BT-3500</td>
<td>BassTech HTB</td>
</tr>
<tr>
<td><strong>Yard</strong></td>
<td>Dalian DSIC</td>
<td>Dalian DSIC</td>
<td>Dalian DSIC</td>
</tr>
<tr>
<td><strong>Delivery yr</strong></td>
<td>2013</td>
<td>2015</td>
<td>2015</td>
</tr>
<tr>
<td><strong># columns</strong></td>
<td>4</td>
<td>4</td>
<td>-</td>
</tr>
<tr>
<td><strong>Length m</strong></td>
<td>83</td>
<td>83</td>
<td>113</td>
</tr>
<tr>
<td><strong>Breadth m</strong></td>
<td>81</td>
<td>77</td>
<td>36</td>
</tr>
<tr>
<td><strong>Displacement operation MT</strong></td>
<td>21,530</td>
<td>22,440</td>
<td>15,940</td>
</tr>
<tr>
<td><strong>Max. ind. Wave height MT</strong></td>
<td>29.4</td>
<td>29.4</td>
<td>1,100</td>
</tr>
<tr>
<td><strong>Main deck area m³</strong></td>
<td>3,000</td>
<td>3,000</td>
<td>600m prelaid</td>
</tr>
<tr>
<td><strong>Water depth m</strong></td>
<td>250 (self contained), Unlimited prelaid</td>
<td>250 (self contained), Unlimited prelaid</td>
<td>600m prelaid</td>
</tr>
<tr>
<td><strong>Variable deck load MT</strong></td>
<td>5,500</td>
<td>5,500</td>
<td>8,400</td>
</tr>
<tr>
<td><strong>Generator sets</strong></td>
<td>5x CAT 2,200kW</td>
<td>5x CAT 2,200kW</td>
<td>6x CAT 1,833kW</td>
</tr>
<tr>
<td><strong>Cranes</strong></td>
<td>170t @ 40m 21t @ 27m</td>
<td>170t @ 40m 21t @ 27m</td>
<td>177t @ 40m 19t @ 27m</td>
</tr>
<tr>
<td><strong>Derrick height ft</strong></td>
<td>182</td>
<td>152</td>
<td>152</td>
</tr>
<tr>
<td><strong>Hook load mlbs</strong></td>
<td>1.3</td>
<td>1.0</td>
<td>1.0</td>
</tr>
<tr>
<td><strong>Drawworks HP</strong></td>
<td>3,000 AC</td>
<td>3,000 AC</td>
<td>3,000 AC</td>
</tr>
<tr>
<td><strong>Top drive ton</strong></td>
<td>750</td>
<td>750</td>
<td>750</td>
</tr>
<tr>
<td><strong>BOP kpsi</strong></td>
<td>18-3/4</td>
<td>16-3/4</td>
<td>13-5/8</td>
</tr>
<tr>
<td><strong>Mud pumps HP</strong></td>
<td>3 x 2,000</td>
<td>3 x 2,000</td>
<td>3 x 1,600</td>
</tr>
<tr>
<td><strong>Liquid mud capacity barrels</strong></td>
<td>10,220</td>
<td>10,220</td>
<td>7,300</td>
</tr>
<tr>
<td><strong>Base oil storage barrels</strong></td>
<td>2,000</td>
<td>2,000</td>
<td>2,500</td>
</tr>
<tr>
<td><strong>Accommodation persons</strong></td>
<td>140</td>
<td>170</td>
<td>140</td>
</tr>
</tbody>
</table>
Dalian Shipbuilding Industry Company

- DSIC Offshore formally incorporated in 2006, through a combination of the offshore division of Dalian New Shipbuilding (DNS) and CSIC Dalian Shipbuilding Industry
- Long and proven track record in rig construction
- Reference list includes Noble, COSL, Atlantica, Prospector and Seadrill
- Seadrill ordered four new 400ft, F&G JU2000E jack-ups (1. February and 5 March 2013), in addition to the two jack-ups already under construction
- Atlantica has extensive experience with DSIC through the Beta, Delta and Gamma construction, with highly satisfactory process and construction progress

<table>
<thead>
<tr>
<th>Client</th>
<th>Rig type</th>
<th>Order date</th>
<th>Delivery date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shengli Offshore</td>
<td>Jackup</td>
<td>Apr-07</td>
<td>May-10</td>
</tr>
<tr>
<td>Sino Tharwa Drilling</td>
<td>Jackup</td>
<td>Mar-09</td>
<td>Feb-11</td>
</tr>
<tr>
<td>Seadrill</td>
<td>Jackup</td>
<td>Sep-08</td>
<td>Q4/12</td>
</tr>
<tr>
<td>Prospector</td>
<td>Jackup</td>
<td>Nov-10</td>
<td>Q4/12</td>
</tr>
<tr>
<td>Seadrill</td>
<td>Jackup</td>
<td>Dec-10</td>
<td>Q1/13</td>
</tr>
<tr>
<td>Prospector</td>
<td>Jackup</td>
<td>Aug-10</td>
<td>Q1/13</td>
</tr>
<tr>
<td>Atlantica</td>
<td>Semi</td>
<td>Apr-11</td>
<td>Q3/13</td>
</tr>
<tr>
<td>Prospector</td>
<td>Jackup</td>
<td>Apr-11</td>
<td>Q3/13</td>
</tr>
<tr>
<td>Atlantica</td>
<td>Barge</td>
<td>Sep-12</td>
<td>Q1/15</td>
</tr>
<tr>
<td>Seadrill</td>
<td>Jackup</td>
<td>Feb-13</td>
<td>Q1/15</td>
</tr>
<tr>
<td>Seadrill</td>
<td>Jackup</td>
<td>Feb-13</td>
<td>Q2/15</td>
</tr>
<tr>
<td>Atlantica</td>
<td>Semi</td>
<td>Apr-13</td>
<td>Q2/15</td>
</tr>
<tr>
<td>Seadrill</td>
<td>Jackup</td>
<td>Mar-13</td>
<td>Q3/15</td>
</tr>
<tr>
<td>Seadrill</td>
<td>Jackup</td>
<td>Mar-13</td>
<td>Q4/15</td>
</tr>
</tbody>
</table>

Source: ODS-Petrodata, yard, Company
Shares:
- All common shares have one vote
- Issued share capital – 123,067,286 shares with par value USD 1.00
- Unissued authorized capital – 62,711,082 shares with par value USD 1.00 prior to the Rights Issue

Options:
- Incentive program comprising up to 4,734,000 options
- Exercise price USD 1.706/share plus 12% annual escalation from time of award
- A total of 4,477,134 of the options have been issued
- The Company’s Remuneration Committee has resolved to propose to the Board of Directors that a new share based incentive program with a total of 1.75m options be established for the executive management and key employees.
  - Exercise price USD 2.0/share plus 12% annual escalation from time of award
  - 5 year maturity, exercisable from 3 years post award
  - The proposal to the Board will comprise a proposed allocation of 1.625m of the new options
  - The proposal will recommend that any unallocated options under the current program be stricken
  - The Company’s Board of Directors are likely to consider and resolve to approve the proposed options program by the end of 2014

Bye-laws according to standard Bermuda bye-laws with certain exceptions to provide minority shareholder protection:
- Amendment of Bye-Laws requires 2/3 majority
- All equity share issues completed with pre-emptive rights unless set aside by 2/3 majority vote
- Mergers with companies associated with HitecVision require 2/3 majority
- A mandatory offer obligation shall occur when a shareholder pass 1/3 of the issued shares of the Company on similar terms as provided in the Norwegian Securities Trading Act Chapter 6

Reporting and information on the OTC list
- Quarterly financial reports
- Reporting of price relevant information under the OTC regulation
Related parties agreements

- **Commission Agreements:**
  - Petrobras: Commission of 1.25% of the gross charter hire (including the mobilization and demobilization fee) payable by Atlantica to Bassø Offshore;
  - Gamma: Commission equal to 1.0% of the contract price minus cost of MEP payable by Atlantica to Bassø Offshore, mainly payable upon delivery of the Gamma;
  - Beta & Delta: DSIC will pay 1.0% commission directly to Bassø Offshore, under separate agreement.

- **Yard Subcontractors:**
  - Bassøe Technology AB (10% controlled by Mr. Bassøe, reduced from 70% through sale in November 2013) has entered into engineering contracts for basic design work and License agreements granting exclusive licenses for the basic design package for a light, medium or heavy tender barge and tender semi until 2015 – 2017, depending on the design, for a License Fee of 1.0% of the total contract price for each contracted unit;
  - Axon Energy Products (majority owned by HitecVision through its fund HitecVision V) is the vendor of the mast equipment package for the BassDrill Beta and Atlantica Gamma, as a direct supplier to DSIC.

- **Bassøe Technology AB:**
  - Service agreement with Atlantica for preparation of the HTB (Gamma) Technical Specification, against payment of USD 255,000, payable upon effectiveness of the Gamma construction contract;
  - License agreements granting exclusive licenses for the basic design package for a light, medium or heavy tender barge and a tender semi until October 2017 (5 years from effective date of the Gamma contract), for a License Fee of 1.0% of the total contract price for each contracted unit;
  - Service agreements entered into with Atlantica Management from time to time, including ongoing USD100,000 contract with Atlantica Management for tender work.

- **Atlantica Management (wholly owned subsidiary of Atlantica):**
  - Management agreement in respect of management services for BassDrill Alpha with fixed daily rates of USD 4,500, reimbursable operating and personnel costs plus potential performance bonus of 2% of EBITDA under Drilling Contract.
  - Consultancy agreement with Atlantica’s chairman Helge Haakonsen, services provided at a rate of NOK 2,000 per hour.

- **Tripartite Agreement (the Company, DSIC and Axon):**
  - Confer slide 18, settlement of outstanding issues regarding the Beta and the Gamma.

- **Miscellaneous:**
  - Bassøe Offshore AS has a services agreement with Atlantica International under which it provides administrative services and at a monthly cost of NOK 10,000, excl VAT.
Although the Company is incorporated in Bermuda, it is managed and controlled in Norway. Therefore, the Company is tax resident in Norway. A company which is tax resident in Norway is subject to Norwegian tax legislation in the same manner as any other Norwegian company, irrespective of where the company is incorporated. Thus, the Company is subject to the Norwegian corporate tax rate on its taxable income, currently 28%.

The Company's taxable income will include a proportionate part of income in controlled foreign companies under the so-called NOKUS rules. A part of the taxable income in BassDrill Alpha equal to the Company's ownership share will therefore be subject to Norwegian taxation. Taxation will take place even if the income has not been distributed to the Company. Such income will not be subject to further taxation in Norway when distributed to the Company. Under the NOKUS rules, losses in the NOKUS companies may only be carried forward against future taxable income in these companies.

If BassDrill Alpha ceases to be subject to the NOKUS rules due to the company no longer being controlled by shareholders tax resident in Norway, this will constitute a taxable event for the Company. Any taxable gain will be subject to tax at the 28% rate.

Dividends distributed by the Company to Norwegian shareholders will be taxed in the same way as dividends on shares in any other Norwegian company. The same applies to gain or loss on the shares.

Dividends distributed by the Company to non-Norwegian shareholders will be subject to the Norwegian withholding tax rules. The withholding tax rate on dividends is 25%, unless the rate is reduced through applicable tax treaty. Corporate shareholders in the EEA will however not be subject to withholding tax on dividends. Non-Norwegian shareholders may need to document the Company's tax residency in Norway to a larger extent than usual for shares in Norwegian companies, in relation to the tax treatment of dividends and gains on the shares in their country of residence.
Risk factors

An investment in Atlantica Tender Drilling should be considered as a high-risk investment. A high-level summary of certain risk factors relating to the Company and the Rights Issue, which the Company deems as the most significant risk factors facing the Company, and prospective investors in the shares of the Company, as at the date of this Investor Presentation, is set out below. Prospective investors should consider these risks before making an investment decision. Prospective investors are however required to make their own assessment and analysis of the risks associated with investing in the Company. An investment in the Company is suitable only for investors with sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision in the Company, and that are able to bear the economic risk, and to withstand a complete loss of their investment. Prospective investors should consult his or her own expert advisors as to the suitability of an investment in the Company. Should any of the risks described below materialize, individually or together with other circumstances, they may have a material and adverse effect on the Company’s business, financial condition, results of operation, cash flow, the value and price of the shares of the Company and its ability to distribute dividends. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company or that the Company currently deems immaterial may also materially and adversely affect the Company’s business, financial condition, results of operation, cash flow, the value and price of the shares of the Company and its ability to distribute dividends.

In this section, all references to Atlantica Tender Drilling or the Company are to Atlantica Tender Drilling Ltd. together with its subsidiaries and the entity through which the BassDrill Alpha is owned, unless the context otherwise requires.

RISKS RELATED TO THE COMPANY’S BUSINESS AND THE OIL AND GAS INDUSTRY

- Atlantica Tender Drilling’s future prospects are to a large extent dependent on an operational contract being secured, at favorable terms, for the Atlantica Gamma and further operational contracts being secured, at favorable terms, for the BassDrill Alpha, the BassDrill Beta and the Atlantica Delta, and hence that sufficient utilization is secured for these units, upon the expiry of their existing contracts. The Atlantica Delta is still under construction and start-up of the long-term operational contract is subject to successful construction and delivery of the rig, which may potentially be subject to delay and risk of the operating contract being terminated. The Company has not secured any contract for the utilization of the BassDrill Gamma upon delivery of this unit from the yard next year. The Company's ability to renew expiring contracts, or to obtain new contracts for units with no contract or units subject to expiring or terminated contracts, at favorable terms or at all, will depend on the prevailing market conditions at the time and market receptiveness of, and demand for, the Company's units. No assurance can be given as to whether the Company will be able to renew or obtain new contracts, at favorable terms or at all, for any of its units. If the operational contract for the Atlantica Gamma is not secured, there is a risk of the unit being laid up or hot stacked upon delivery from the yard, which is a scenario that could materially impact the Company's business.

- The Company's current backlog of contract revenue may not be ultimately realized. The Company may not be able to perform under its contracts due to events beyond its control, and its customers may seek to cancel or renegotiate their contracts with the Company for various reasons. The customers may also on some circumstances be entitled to suspend, reduce or cancel payment of day rates. In addition, the Company may, under its contracts, be required to pay penalties to its customers, for example for matters such as delays or breach of confidentiality attributable to the Company.

- All of the Company’s revenue is or will be derived from a few customers, exposing the Company to a counterparty risk. Lack of payments from Petrobras, Total, or other contracting parties may significantly and adversely impair the Issuer Group’s liquidity and no assurance can be given that the Issuer Group will be able to avoid this risk. In addition, all of the Company’s customers are concentrated within the oil and gas industry, which is a highly cyclical industry.

- The Company has, and will have, a small sized rig fleet, which make the Company more vulnerable to operational downtime and delays under their newbuilding contract with a more significant effect on a periods results than for a company with a larger fleet.

- A material or extended decline in expenditures by oil and gas exploration and production companies due to a decline or increased volatility in oil and gas prices, a decrease in demand for oil and gas, or for any other reason, and hence a reduction in demand for the Company's assets, would materially and adversely affect the Company's business.

- The value of the Company's tender rigs and other assets may fluctuate significantly in value. Due to the fluctuating markets in which the Company operates the value of the tender rigs, both operational and under construction, may fluctuate significantly in value.
The industry within which the Company operate is highly competitive, cyclical and subject to price competition. The Company’s limited operating history, and the significantly greater resources of some of its competitors, may place the Company at a competitive disadvantage to some of its competitors. In addition, new technology and/or products may reduce demand for the Company’s units and make the Company less competitive. Competition and problems with finding qualified personnel is a particular problem in Brazil where the Beta will be operating.

If any of the Company’s units fail to maintain their class certification and/or to comply with any other applicable regulatory or other requirements and/or fail any annual survey or special survey, these units may be unable to operate and generate revenues for the Company.

From time to time, the Company will be required to upgrade, repair and/or refurbish its units, and such upgrades, repairs and/or refurbishments carry significant costs for the Company, in addition to loss of revenue from the units during such times as they are not operating.

The Beta is the first semi tender assist rig to operate in Brazilian waters and this increases the risk of operational challengers and downtime under the Petrobras charter contract, and if the problems are material, repetitive or last for longer time periods, the Petrobras charter may be terminated.

The Company must observe third parties’ patent rights and intellectual rights. Third parties may claim that technology utilized in the Company’s units infringes their patents or intellectual property rights, and any claim to that effect by a third party, if successful, may result in the Company losing access to repair services, replacement parts, or require it to cease use of some equipment or pay royalties for the use of equipment.

The Company’s success depends on its ability to employ a sufficient number of skilled workers and its ability to retain key members of its management team. Intense competition for skilled labour within the Company’s industry create an upward pressure on wages and may increase the Company’s cost base beyond its budgeted costs. In addition to the general competition in the market in which the Company operates, there is a specially fierce competition in Brazil where the Beta will be operating.

The Company’s business involves numerous operating hazards, and the Company’s insurance may not be adequate to cover the Company’s losses.

The Company’s business is subject to numerous governmental laws and regulations, including those that may impose significant costs and liability on it for damage to the environment and other natural resource.

Changes in tax laws, treaties, regulations or effective tax rates or adverse outcomes resulting from examination of the Company’s tax returns could result in significantly higher tax expense or a higher effective tax rate on the Company’s earnings than the Company currently anticipates.

The Company may be subject to legal, governmental, regulatory or arbitration proceedings that could materially and adversely affect its business, and involve significant costs and liabilities.

The Company will operate worldwide. The Company will thus be subject to a number of risks inherent in operating a business in various jurisdictions, particularly those in emerging markets, including, but not limited to: political, social and economic instability, war and acts of terrorism; potential seizure, expropriation or nationalization of assets; damage to the Company’s equipment or violence directed at the Company’s employees, including, but not limited to kidnappings and piracy; increased operating costs; complications and delays associated with repairing and replacing equipment in the remote locations in which the Company operates (including as a result of having to transport replacement equipment from distant locations); repudiation, modification or renegotiation of, or default by counterparties under, contracts; limitations on insurance coverage, such as war risk coverage in certain areas; import-export quotas and costs; confiscatory taxation; work stoppages; unexpected changes in regulatory requirements; wage and price controls; imposition of trade barriers; imposition or changes in enforcement of local content laws; changes in economic or tax policies; changes in legislation which give rise to increased compliance costs; a violation of FCPA rules which incurs a significant fine or penalty; restrictions on currency or capital repatriations; currency fluctuations and devaluations and high levels of inflation; high interest rates; and significant governmental influence.
Risk factors, continued

- All of the Company's current gross earnings from management and consulting fees are receivable in USD, and the majority of its other transactions, assets and liabilities are denominated in USD, which is the functional currency of the Company. However, the Company has operations and assets in a number of countries worldwide and incurs expenditures in other currencies, causing its results from operations to be affected by fluctuations in currency exchange rates, primarily relative to the USD. Further, under some of the Company's contracts for charter of its units, such as the service contract with Petrobras for the BassDrill Beta, revenues are to be earned in currencies other than USD, such as BRL. There is, thus, a risk that currency rate fluctuations will have a negative effect on the value of the Company's cash flows. The Company does not presently use foreign currency forward contracts and other derivatives to manage its exposure to foreign currency risk.

RISKS RELATED TO CONSTRUCTION OF THE COMPANY'S UNITS

- The Company's units under construction, the Atlantica Gamma, as well as the Atlantica Delta, may not be delivered in accordance with their current delivery schedules or anticipated delivery dates as identified in this Investor Presentation, for reasons attributable to the company (e.g. delay in delivery of owner furnished equipment) or outside of its control and the Company cannot assure prospective investors that no significant delay will occur. Delivery delays would delay commencement of operation of the units under their contracts and may lead to termination of such operational contracts, and hence the Company's ability to generate revenue from the units. A significant delay could lead to a termination of the Atlantica Delta contract with Total. In respect of Atlantica Gamma, delivery from the yard is delayed according to the original schedule and the previous operating contract that was secured for the unit was terminated as a consequence. Accordingly, the Atlantica Gamma does not presently have a contract and further delay may impact on the possibility of obtaining contracts.

- The Company will need to raise a substantial amount of additional funds in order to finance the cost of finalizing the construction of its units, and no assurance can be made as to the Company's ability to do so. The construction contracts of the Company may be terminated by the yard if the Company defaults in paying any amount due to the yard. The yard will then be entitled to retain any payments made by the Company under the construction contract, subject to certain repayment obligations which arise in case of a re-sale of the unit at a profit. In addition, the costs to completion of the units may be significantly increased, and significantly higher than budgeted by the Company as at the date hereof, due to variation orders or other circumstances (attributable to the Company or outside of its control), severely impacting the Company's prospects of achieving profitability, and requiring the Company to obtain funding in amounts significantly exceeding the currently anticipated funding needs, and which may not be available to the Company. No assurance can be given that the Company will not be required to order variations for which costs cannot be recouped from its customers. Such variation orders could result from, inter alia, requirement to comply with laws, rules or regulations, contractual commitments or for other reasons.

- The Atlantica Delta Construction Contract and the Atlantica Gamma Construction Contract could in the future be amended in order to comply with laws, rules or regulations, or for other reasons, including requirements from Total. If such changes are to be implemented these could result in additional construction costs and additional capital needs for the Issuer.

- The Company's units may have defects which are only discovered after delivery. In such event, the yard's obligation to rectify the defects is subject to total liability caps; for example the liability caps applicable to the Company's contracts with DSIC amount to 10% of the contract price. This cap includes any liquidated damages due to deviations from functional requirements and due to delay and may not be sufficient to rectify a material defect. In addition, the warranty guarantees relating to the Company's construction contracts are limited; for example DSIC’s warranty obligations under the Company's construction contracts are secured only by warranty guarantees equal to 3% of the contract price in each case.

- The Company is exposed to significant counterparty risks towards the yards constructing its units. Should a yard used by the Company become insolvent, the yard would become unable to perform its obligations under the construction contracts, and the Atlantica Gamma and Atlantica Delta may be delayed and not completed without significant additional costs or at all. Should the Company exercise its rights to terminate any of its construction contracts, the yard would be required to refund all amounts paid by the Company under the respective construction contract and may be liable for liquidated damages; however, refund guarantees may be difficult to enforce and may be delayed and not sufficient to cover actual losses.
Risk factors, continued

RISKS RELATED TO THE COMPANY’S SHARES

- The shares of the Company are not traded on any exchange or regulated market, and the Company is therefore not subject to such ongoing disclosure requirements as are associated with having securities listed on such market places. Further, a trading market that provides adequate liquidity may not develop.

- The trading price of the Company’s shares could fluctuate significantly in response to a number of factors beyond the Company’s control, including quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, significant contracts, acquisitions or strategic relationships, publicity about the Company, its products and services or its competitors, lawsuits against the Company, unforeseen liabilities, changes to the regulatory environment in which it operates or general market conditions.

- Any additional equity offerings by the Company, which it in the future will be required to undertake to finance its capital intensive projects, could reduce the proportionate ownership and voting interests of holders of shares, as well as the earnings per share and the net asset value per share of the Company, and any offering by the Company could have a material adverse effect on the market price of the shares.

- The Company considers itself tax resident in Norway. There can be no assurance that foreign shareholders in the Company will be able to successfully claim that the Company is tax resident in Norway in relation to tax legislation in such foreign shareholders’ country of tax residence. This may have relevance for the taxation of dividends and gains on shares in the Company in the foreign shareholders’ country of tax residence.

- The Company has a concentrated ownership structure, with a major shareholder with significant voting power and the ability to influence matters to the detriment of the interest of the other shareholders, and the commercial goals of the Company’s principal shareholder may not always be aligned with those of the other shareholders of the Company.

- In order to facilitate registration of the shares of the Company with the Norwegian Central Securities Depository, the VPS or Verdepapirsentralen, for delivery in dematerialized, book-entry form, the Company has entered into a depositary arrangement with a VPS registrar bank, pursuant to which depositary interests in the underlying common shares relating to the Rights Issue will be registered with the VPS in book-entry form; for further information see the Subscription Agreement under the caption “Allotment/Payment/Registration”. Therefore, it is not common shares issued in accordance with the Bermuda Companies Act that will be delivered to investors being allocated offer shares in the Rights Issue, but dematerialized, book-entry form depositary interest in such underlying common shares. As a result of the above, holders of the VPS registered instrument will have no direct rights against the Company and will be required to obtain the cooperation of the VPS registrar bank in order to assert claims against the Company and its officers and directors, and otherwise to look solely to the VPS registrar bank. Any failure by the VPS Registrar to cooperate in the exercise of rights arising in respect of the shares of the Company could materially and adversely affect investors’ investment in the Common Shares. The VPS registrar bank has inter alia undertaken vis-à-vis the Company to distribute any dividends it receives from the Company to the relevant holders of VPS shares, in Norwegian Kroner (NOK) only, and to attend or vote at general meetings of the Company only in accordance with the instructions from the relevant holders of VPS shares.

- The Company cannot guarantee that beneficial owners of the shares registered with the VPS through nominee accounts will receive the notice of a general meeting in time to instruct their nominees to vote for their shares in the manner desired by such beneficial owners.

- The shares of the Company have not been registered under the US Securities Act or any US state securities laws or of any other jurisdiction. As such, the shares may not be offered or sold except pursuant to an exemption from the registration requirements of the US Securities Act and applicable securities laws in other jurisdictions, as the case may be. Accordingly, there can be no assurance that shareholders residing or domiciled in the United States, or in other jurisdictions, will be able to participate in future capital increases or rights offerings as a result of securities law requirements in their jurisdiction that the Company may not be able or willing to comply with.