

Abbot Group plc
24 April 2006

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This announcement is an advertisement and not a prospectus and Songa Drilling Shareholders should not subscribe for or purchase any shares referred to in this announcement except on the basis of information in the Prospectus to be published by Abbot Group plc and the documentation to be sent to them in due course in connection with the Offer and the admission of the New Ordinary Shares to the Official List of the UK Listing Authority and to trading on London Stock Exchange's main market for listed securities. Copies of the Prospectus will, following publication, be sent to Songa Drilling Shareholders together with the Offer Document setting out the terms of the Offer. Copies of both documents will be available from the Company's registered office at 3 Colmore Circus, Birmingham, B4 6BH.

Recommended cash offer for Songa Drilling by Abbot

Summary

- The boards of directors of Abbot and Songa Drilling are pleased to announce that they have reached agreement on the terms of a recommended cash offer by Abbot for the entire issued and to be issued share capital of Songa Drilling.
- Songa Drilling, which is a Norwegian company whose shares are traded on the Norwegian OTC Market, is a drilling rig owner and operator. Songa Drilling owns three jack-up rigs, Songa Tellus, Songa Jupiter and Songa Neptune.
- Under the terms of the Offer, Songa Drilling Shareholders will receive NOK 41.75 in cash for each Songa Drilling Share. The Offer values Songa Drilling's existing issued share capital at approximately NOK 2.8 billion (£247 million). It is expected that Songa will have net debt at the end of May of NOK 0.9 billion (£76 million) on completion of the acquisition, which Abbot will assume.
- The Offer Price of NOK 41.75 represents:
 - a premium of approximately 19 per cent. to the closing price of NOK 35 per Songa Drilling Share on 28 February 2006 (being the last Business Day prior to the announcement by Songa Drilling that it had received an approach for the acquisition of its entire issued and to be issued share capital);
 - a premium of approximately 2 per cent. to the closing price of NOK 41 per Songa Drilling Share on 21 April 2006 (being the last Business Day prior to this announcement); and

- a premium of 42% to the average share price of NOK 29.35 between 5 January and 28 February 2006, the period which the Songa Drilling Shares have been registered on the OTC Market in Norway until Songa Drilling announced it had received an approach.
- A Partial Share Alternative will also be made available to all Songa Drilling Shareholders (other than to certain Overseas Shareholders), whereby they can elect to receive between 25 per cent. and 100 per cent. of the consideration payable to them in cash, with the balance of the consideration payable to them in New Ordinary Shares.
- Irrevocable Undertakings to accept the Offer have been received by Abbot in respect of, in aggregate, 41,411,536 Songa Drilling Shares, representing approximately 62.1 per cent. of the existing issued share capital of Songa Drilling. Those shareholders who have irrevocably undertaken to accept the Offer have also undertaken to receive their consideration as to 25 per cent. in cash and 75 per cent. in New Ordinary Shares under the Partial Share Alternative.
- Abbot has entered into a new committed finance facility of \$950 million (£535 million) which will be used to finance the Offer, refinance certain existing indebtedness and pay transaction expenses, as well as to provide ongoing working capital for the enlarged Abbot Group.
- The making of the Offer is subject to the satisfaction or waiver of certain conditions. These include:
 - Admission of the New Ordinary Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities;
 - the Offer being accepted by Songa Drilling Shareholders holding at least 75 per cent. of the total issued and outstanding common shares and convertible instruments of Songa Drilling; and
 - Abbot Shareholders approving the Offer at an Extraordinary General Meeting of Abbot.

The conditions to the Offer are set out in full in Appendix 1

- The Acquisition will:
 - give Abbot three newly refurbished, highly marketable jack-up rigs;
 - build on the recent experience that the Group has gained in managing similar rigs in the Middle East;
 - develop an additional product offering of the Group in the jack-up and offshore development drilling markets from which further progress can be made; and
 - bring significant earnings enhancement in the first full financial year following completion of the Acquisition with strong cashflows derived from current and projected market day rates for jack-up rigs.

- Commenting on the Offer, Alasdair Locke, Executive Chairman of Abbot, said:

“This acquisition is an exceptional opportunity for the Group to expand its drilling rig fleet. With our experience of successfully operating jack-up rigs and the existing demand from our clients for such rigs, we are confident that we shall achieve not only substantial additional cash-flows in the short term but a significant enhancement of our earnings in the medium to long-term”

- Commenting on the Offer, Arne Blystad, Chairman of Songa Drilling, said:

“The offer from Abbot represents an attractive price for the shares in Songa Drilling and, accordingly, the board of Songa Drilling unanimously recommends the offer to its shareholders. The board is of the opinion that the combination represents a strategically attractive opportunity for both companies.”

This summary should be read in conjunction with the full text of the following announcement. Details of the Irrevocable Undertakings are set out in paragraph 4 and Appendix 2 of this announcement and certain terms used in this announcement are defined in Appendix 4.

There will be an analysts meeting at 11.00 a.m. (London time) today at the offices of Tavistock Communications at 131 Finsbury Pavement, London EC2A 1NT. A listen only conference call facility will also be available. For details, please call Gayle Mackay or Rachel Drysdale on 020 7920 3150.

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This announcement does not constitute, or form part of, an offer to sell, or the solicitation of an offer to subscribe for or buy, any of the New Ordinary Shares to be issued in connection with the Offer. Any decision to accept the Offer should only be made on the basis of information in the documentation to be sent to Songa Drilling

Shareholders in connection with the Offer which will contain further details relating to the Offer and Abbot in general as well as a summary of the risk factors to which an investment in the New Ordinary Shares is subject.

The New Ordinary Shares have not been and will not be registered under the United States Securities Act 1933, as amended, or under the applicable securities laws of any state of the United States of America, any province or territory of Canada, Japan or Australia. Accordingly, unless a relevant exemption from such requirements is available. The New Ordinary Shares may not, subject to certain exceptions, be offered, sold, taken up, renounced or delivered, directly or indirectly, within the United States of America, Canada, Japan or Australia or in any country, territory or possession where to do so may contravene local securities laws or regulations.

JPMorgan Cazenove Limited, which is regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Abbot and for no one else in relation to the Offer and will not be responsible to anyone other than Abbot for providing the protections afforded to customers of JPMorgan Cazenove Limited or for providing advice in relation to the Offer or on any matter referred to herein.

Past performance is not a guide to future performance. Potential investors should consult a professional adviser as to the suitability of the Offer for the individual concerned.

Certain statements in this announcement are forward looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties or assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties or assumptions could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. You should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement. Except as required by law, the Company is under no obligation to update or keep current the forward-looking statements contained in this announcement or to correct any inaccuracies which may become apparent in such forward-looking statements.

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Recommended cash offer for Songa Drilling by Abbot

1. Introduction

The boards of directors of Abbot and Songa Drilling are pleased to announce that they have reached agreement on the terms of a recommended cash offer by Abbot for the entire issued and to be issued share capital of Songa Drilling.

Abbot has received Irrevocable Undertakings to accept the Offer in respect of 41,411,536 Songa Drilling Shares, representing approximately 62.1 per cent. of the existing issued share capital of Songa Drilling.

2. The Offer

It is intended that the Offer, which will be subject to the conditions and further terms set out below and in Appendix 1 to this announcement and to be set out in the Offer Document and the Form of Acceptance, will entitle Songa Drilling Shareholders to receive:

for each Songa Drilling Share NOK 41.75 in cash

The Offer values Songa Drilling's existing issued share capital at approximately NOK 2.8 billion (£247 million).

The Offer Price represents:

- a premium of approximately 19 per cent. to the closing price of NOK 35 per Songa Drilling Share on 28 February 2006 (being the last Business Day prior to the announcement by Songa Drilling that it had received an approach for the acquisition of its entire issued and to be issued share capital); and
- a premium of approximately 2 per cent. to the closing price of NOK 41 per Songa Drilling Share on 21 April 2006 (being the last Business Day prior to this announcement).
- a premium of 42% to the average share price of NOK 29.35 between 5 January and 28 February 2006, the period which the Songa Drilling Shares have been registered on the OTC Market in Norway until Songa Drilling announced it had received an approach.

3. Partial Share Alternative

Songa Drilling Shareholders (other than certain Overseas Shareholders) are also being offered a Partial Share Alternative allowing them to elect to tender a proportion of their Songa Drilling Shares in exchange for Abbot Shares, in lieu of part of the cash consideration to which they would otherwise be entitled under the Offer.

Under the terms of the Partial Share Alternative:

- Songa Drilling Shareholders (other than certain Overseas Shareholders) who own more than 10,000 shares in Songa Drilling, are entitled upon their acceptance of the Offer to elect to receive between 25 per cent. and 100 per cent. of the consideration payable to them in cash with the balance of the consideration payable to them in New Ordinary Shares;
- the New Ordinary Shares to be issued to Songa Drilling Shareholders pursuant to the Partial Share Alternative will be satisfied on the following basis:

for each Songa Drilling Share

1.2 New Ordinary Shares

The Partial Share Alternative is conditional upon the Offer becoming or being declared unconditional in all respects.

Fractions of New Ordinary Shares will not be allotted or issued to Accepting Songa Drilling Shareholders. Fractional entitlements to New Ordinary Shares will be rounded down and paid in cash.

Full acceptance of the Offer, assuming the maximum take-up of the Partial Share Alternative, would result in the issue of approximately 60.0 million New Ordinary Shares (representing approximately 25 per cent. of the enlarged issued share capital of Abbot). The cash component would be approximately £62 million in these circumstances.

Full acceptance of the Offer, assuming the minimum take-up of the Partial Share Alternative, would result in the issue of approximately 37.3 million New Ordinary Shares (representing approximately 17 per cent. of the enlarged issued share capital of Abbot). The cash component would be approximately £132 million in these circumstances.

4. Irrevocable Undertakings and Shareholder Intentions

Irrevocable Undertakings to accept the Offer have been received by Abbot in respect of, in aggregate, 41,411,536 Songa Drilling Shares, representing approximately 62.1 per cent. of the existing issued share capital of Songa Drilling. These Irrevocable Undertakings include those from:

- Spencer Energy AS in respect of, in aggregate, 31,625,500 Songa Drilling Shares, representing approximately 47.4 per cent. of the existing issued share capital of Songa Drilling. Spencer Energy AS is a company controlled by Arne Blystad, the Chairman of Songa Drilling;
- Gram International Inc, Arabella Maritime Co, Centaur Enterprises SA, Tica AS and Sobona AS in respect of, in aggregate, 8,278,288 Songa Drilling Shares, representing approximately 12.4 per cent. of the existing issued share capital of Songa Drilling; and

- Lauvheim Holding AS and Adrian Shipping AS in respect of, in aggregate, 1,507,748 Songa Drilling Shares, representing approximately 2.2 per cent. of the existing issued share capital of Songa Drilling.

Pursuant to the Irrevocable Undertakings, Spencer Energy AS, Gram International Inc, Arabella Maritime Co, Centaur Enterprises SA, Tica AS, Sobona AS, Lauvheim Holding AS and Adrian Shipping AS have irrevocably undertaken, in respect of their respective shareholdings in Songa Drilling, to accept the Offer and for their respective aggregate consideration to be paid under the Partial Share Alternative as to 25 per cent. in cash and the remaining 75 per cent. by the issue to each of them of New Ordinary Shares.

The New Ordinary Shares to be issued in consideration to Spencer Energy AS, as detailed above, are subject to a lock-in period of 183 calendar days following Admission. All of the New Ordinary Shares to be issued in consideration to those shareholders who have given Irrevocable Undertakings are subject to an orderly marketing agreement under which these shareholders agree that they will dispose of their New Ordinary Shares for a period of 12 months following Admission, through Abbot's corporate broker.

Further details of the Irrevocable Undertaking and Warranty Agreement and Lock-in Agreement are set out in Appendix 2.

5. Commercial arrangements entered into by Songa Drilling and members of the Songa Drilling Group in connection with the Offer

In order to facilitate the Offer and pursuant to negotiations between Abbot and Songa Drilling, Songa Drilling has formalised its commercial arrangements with other members of the Songa Drilling Group and related parties with respect to the future management of the ongoing refurbishment of the Rigs.

Further details of the Management Support Services Agreement and related arrangements are set out in Appendix 3.

6. Information relating to Abbot

Abbot Group's activities centre around its main operating subsidiary, KCA DEUTAG, an international drilling contractor with well engineering and drilling facilities and design capabilities. Abbot's other activities include Bentec, a drilling rig component manufacturer and land rig builder

KCA DEUTAG

KCA DEUTAG has undertaken international projects in some of the most diverse environments of Mainland Europe, the Former Soviet Union, the Middle East and North and West Africa. KCA DEUTAG's activities can be divided into three separate core operations:

(A) Onshore operations

As at 31 March 2006, Abbot had a land rig fleet comprising 51 owned rigs, with a further 8 rigs under refurbishment or construction and 3 rigs being managed by the Group on behalf of third parties. Rigs are contracted out to customers including many of the major international oil companies. The average rig utilisation during 2005 was in excess of 85 per cent., which in practice represents full utilisation given that, within the fleet, some rigs are invariably between contracts, demobilising or mobilising to new locations, or being refurbished.

Onshore operations provide services which include development drilling, production drilling and workovers for both oil and gas wells. Within its fleet, the Group has heavy land drilling rigs; desert drilling rigs fitted with special transport systems; and winterised rigs for use in Western Siberia.

(B) Offshore operations

KCA DEUTAG is the largest platform drilling contractor on the UK continental shelf of the North Sea with 19 platforms under contract, with a further 9 under contract on the Norwegian continental shelf, each employing personnel offshore. Clients include BP, Britannia Operators, Canadian Natural Resources, ExxonMobil, Nexen, Total, Norsk Hydro and Statoil.

Whilst the North Sea has in the past represented the major component of the offshore division's activities, between 2003 and 2005 there was a significant reduction in drilling activity in this area. In anticipation of this decline, Abbot Group has been growing its presence in other international offshore areas including Azerbaijan, Sakhalin (offshore Far East Russia) and West Africa.

(C) Engineering

Facilities engineering: KCA DEUTAG has its own facilities, design and project engineering capability in house and has more than 150 engineering and project personnel. Current contracts include the design of three new-build drilling rigs for major field developments offshore Azerbaijan and the support for construction activities for two offshore rigs in Russia.

Well services: KCA DEUTAG has a dedicated well services division which provides well intervention services on the UK continental shelf and in the Republic of Ireland.

Well engineering: The well engineering division provides a number of services including advanced rig training and drilling performance coaching.

Bentec

Bentec GmbH Drilling & Oilfield Systems designs, manufactures and sells major mechanical and electrical components for both land and offshore drilling rigs as well as fabricating and assembling land drilling and workover rigs. Bentec is an international drilling and oilfield systems company with particular expertise in onshore drilling rig assembly and construction. It provides a wide range of services, including onshore drilling rig design, fabrication, assembly and project management. Bentec also offers engineering and repair services, drilling equipment and systems manufacture and associated services.

7. Information relating to Songa Drilling

Songa Drilling, which is a Norwegian company whose shares are traded on the Norwegian OTC Market A-List, is a drilling rig owner and operator. Songa Drilling owns three jack-up rigs, Songa Tellus, Songa Jupiter and Songa Neptune, rated at 250 feet, 300 feet and 350 feet respectively. All of the rigs are currently being refurbished in Texas; it is expected that the refurbishment of two of the rigs will be completed in the second half 2006, and the third by the end of 2006. Songa Drilling was established in 2005, and acquired the Rigs during that year.

The jack-up rig market worldwide is particularly active at this time and marketing activities are underway for the Rigs.

The Songa Tellus (originally built 1980) has a contract which is subject to certain conditions and is for a primary term of one year, with two one year options at rates which are consistent with current market conditions. Marketing activities for the Songa Jupiter (originally built 1981) are at an advanced stage of negotiation for contracts which are also consistent with current market conditions in terms of day rates and durations. The third Rig, the Songa Neptune (originally built 1973) is expected to be contracted before year end at attractive rates following the completion of its upgrade programme which is due at the end of the third quarter of 2006.

8. Background to and reasons for the Offer

The rise in the price of oil to its current level has led the major international oil companies to upgrade their exploration and drilling programmes, which has resulted in a growing shortage of drilling rigs. As a consequence those rigs which are available are securing longer contract periods together with significantly increased day rates. In addition, the lead times for new build completions have extended.

With the geopolitical situation currently overshadowing the Middle East and West Africa, it is probable, in the opinion of the Abbot Board, that the price of oil will remain high and that day rates will continue to increase commensurate with the demand for rigs.

Abbot has consistently stated that it will continue to invest in assets where the returns are highly attractive to support the Group's overall objectives of growing the business. Since 2002 Abbot has increased its land rig fleet from 32 rigs to 51 by a combination of refurbishment of its own fleet, the purchase of second hand units and new builds. Further growth was also achieved by the acquisition of Prosafe Drilling in August 2005.

The Acquisition will:

- give Abbot three newly refurbished and, in the opinion of the Abbot Board, highly marketable jack-up rigs;
- build on the recent experience that the Group has gained in managing similar rigs in the Middle East;

- develop an additional product offering of the Group in the jack-up and offshore development drilling markets from which further progress can be made; and
- in the opinion of the Abbot Board, bring significant earnings enhancement in the first full financial year following completion of the Acquisition with strong cashflows derived from current and projected market day rates for the Rigs.

9. Financial effects of the Acquisition

In the opinion of the Abbot Board, the impact of the Acquisition is expected to be significantly earnings enhancing for 2007 and beyond based on current and projected market day rates for similar jack-up rigs and contract durations typical in the current market.

Marketing efforts for the Songa Jupiter rig are at an advanced stage of negotiation and at day rates consistent with current market conditions. Songa Neptune is anticipated to be contracted later in 2006 once upgrades are completed at the end of the third quarter of 2006.

10. Offer financing

Abbot has obtained committed funds to finance the Offer by means of a Facility Agreement entered into on 23 April 2006 with The Royal Bank of Scotland plc, The Governor and Company of the Bank of Scotland, HSBC Bank plc, Lloyds TSB Bank plc and National Australia Bank Limited.

The Facility Agreement provides for committed funds of \$950 million (£535 million) which will be used to finance the Offer, refinance certain existing indebtedness and pay transaction expenses, as well as to provide ongoing working capital for the enlarged Abbot Group.

11. Songa Drilling option schemes

The Songa Drilling Board has also granted options over a total of 9,000,000 Songa Drilling Shares at NOK 9.60 per share to Marine Shipping and Trading AS, a company controlled by Arne Blystad, the Chairman and 47 per cent. shareholder of Songa Drilling. Marine Shipping and Trading AS has agreed to cancel these options against a cash cancellation payment of NOK 32.15 per share.

In addition, there are options granted under an employee option plan over 2,350,000 Songa Drilling Shares at a price of NOK 9.60 per share. These employee options will fully vest following the issue of the Offer Document. Any shares issued in connection with the exercise of these options and which are assented to under the Offer will be acquired by Abbot for cash at NOK 41.75 per share.

12. Inducement fee agreement

As an inducement to Abbot to make and complete the Offer, Songa Drilling has agreed, *inter alia*, to pay Abbot an inducement fee of \$5 million if:

- the Songa Drilling Board withdraws or modifies its recommendation in a manner which is adverse to the Offer and/or Abbot or its recommendation of the Offer;
- any approach or announcement is made by any person other than Abbot pursuant to which that third party makes an offer to acquire Songa Drilling Shares; or
- any approach or announcement is made by any person other than Abbot for a purchase, merger, scheme of arrangement, exchange offer, joint venture or other business combination involving all or substantially all of the assets (including one or more of the jack-up rigs).

13. Listing of New Ordinary Shares

Application will be made to the UK Listing Authority for the New Ordinary Shares to be admitted to the Official List and to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that admission of the New Ordinary Shares to the Official List will become effective, and that dealings for normal settlement in the New Ordinary Shares will commence on the London Stock Exchange's main market for listed securities, as soon as reasonably practicable after the date on which the Offer becomes or is declared unconditional in all respects.

14. Delisting and compulsory acquisition

If the Offer becomes or is declared unconditional in all respects, Abbot intends to terminate Songa Drilling's agreement with the Norwegian Securities Dealers Association in respect of the listing of its shares on the Norwegian OTC A-List. The cancellation of trading on the Norwegian OTC A-List would significantly reduce the liquidity and marketability of any Songa Drilling Shares not assented to the Offer.

If Abbot receives acceptances under the Offer in respect of, and/or otherwise acquires, 90 per cent. or more of the Songa Drilling Shares to which the Offer relates, Abbot intends to exercise its rights pursuant to the provisions of section 4-25 of the Norwegian Private Limited Companies Act to acquire compulsorily the remaining Songa Drilling Shares.

15. Securities in issue

As at 7.00 a.m. on 24 April 2005 Abbot had 184,627,746 ordinary shares of 15p in issue (ISIN number GB0009102731) and Songa Drilling had 66,726,891 ordinary shares of NOK 6.40 in issue (ISIN number n00010285695) and options outstanding over 11,350,000 Songa Drilling Shares as detailed above.

16. Acceptance Period and Extended Acceptance Period

The Offer Document together with the Prospectus will be distributed to the shareholders of Songa Drilling in connection with the Offer. The terms and conditions of the Offer will be based on normal terms and processes customary to a voluntary offer under Norwegian law and market practice. It will be open for acceptance for a

minimum period of 3 weeks from the date of posting of the Offer Document. It is expected that the Offer Document will be posted in early May.

On the first Business Day following the end of the Acceptance Period under the Offer, Abbot will make an announcement of whether or not the conditions of the Offer have been fulfilled. If the conditions have not been fulfilled or waived, Abbot may at its own discretion either lapse the Offer or extend the Acceptance Period for one or more additional periods.

Provided that the conditions of the Offer have been fulfilled or waived at the end of the Acceptance Period, payment for the Songa Drilling Shares tendered during the Acceptance Period will take place no later than 5 Business Days following the date that Abbot declares the Offer unconditional in all respects. Furthermore, Abbot may at its own discretion decide to extend the Offer for an extended acceptance period (the "Extended Acceptance Period"). Songa Drilling Shareholders that did not accept the Offer during the Acceptance Period may accept to sell his or her Songa Drilling Shares for a cash consideration of NOK 41.75 per Songa Drilling Share in this Extended Offer Period (the "Extended Offer"). The Partial Share Alternative will not be available under the Extended Offer. To the extent relevant, the terms and conditions of the Offer as summarised in this announcement and as set out in full in the Offer Document will otherwise apply to the Extended Offer.

17. General

The Offer will be on the terms and subject to the conditions set out herein and in Appendix 1 and to be set out in the Offer Document and Form of Acceptance. It is intended that the Offer Document and Form of Acceptance together with a copy of the Prospectus will be despatched to Songa Drilling Shareholders in early May 2006.

This announcement does not constitute, or form part of, an offer to sell, or the solicitation of an offer to subscribe for or buy, any of the New Ordinary Shares to be issued in connection with the Offer. Any decision to accept the Offer should only be made on the basis of information in the documentation to be sent to Songa Drilling Shareholders in connection with the Offer which will contain further details relating to the Offer and Abbot in general as well as a summary of the risk factors to which an investment in the New Ordinary Shares is subject.

The New Ordinary Shares have not been and will not be registered under the United States Securities Act 1933, as amended, or under the applicable securities laws of any state of the United States of America, any province or territory of Canada, Japan or Australia. Accordingly, unless a relevant exemption from such requirements is available. The New Ordinary Shares may not, subject to certain exceptions, be offered, sold, taken up, renounced or delivered, directly or indirectly, within the United States of America, Canada, Japan or Australia or in any country, territory or possession where to do so may contravene local securities laws or regulations.

JPMorgan Cazenove Limited, which is regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Abbot and for no one else in relation to the Offer and will not be responsible to anyone other than Abbot for

providing the protections afforded to customers of JPMorgan Cazenove Limited or for providing advice in relation to the Offer or on any matter referred to herein.

Past performance is not a guide to future performance. Potential investors should consult a professional adviser as to the suitability of the Offer for the individual concerned.

Certain statements in this announcement are forward looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties or assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties or assumptions could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. You should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement.

Except as required by law, the Company is under no obligation to update or keep current the forward-looking statements contained in this announcement or to correct any inaccuracies which may become apparent in such forward-looking statements.

Appendix 1

Pre-conditions, conditions and certain further terms of the Offer

The Offer and the effectiveness of the contracts, which come into existence as a result of the acceptance of this Offer, are subject to the following conditions:

- I. The Offer being accepted by Songa Drilling Shareholders holding at least 75 per cent. of the total issued and outstanding common shares and convertible instruments and votes of Songa Drilling by no later than 2 June 2006;
- II. Songa Drilling complying with the principles set out in Section 4-17 of the Norwegian Securities Trading Act. For the avoidance of doubt, there shall have been for example:
 - a. No resolution to issue shares or other financial instruments by Songa Drilling or its subsidiary save for the New Ordinary Shares to be issued to the Songa Drilling employee option plan members who choose to exercise their options;
 - b. No agreements or commitments involving significant acquisitions or divestitures of assets of Songa Drilling or its subsidiary;
 - c. No decisions, transactions or other arrangements of material significance affecting the nature or scope of the operations of Songa Drilling or its subsidiary;
 - d. Other than with the written consent of Abbot, no significant increase of the outstanding debt of Songa Drilling or its subsidiary other than as has been agreed by the Abbot Board and the Songa Drilling Board for the refurbishment of the Rigs;
 - e. No creation or enforcement of any significant loan, charge or other security interest over the whole or any part of the business, property or assets of Songa Drilling or its subsidiary;
 - f. No commitment to enter into or vary any material contract, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or could reasonably be expected to be materially restrictive on the business of Songa Drilling or its subsidiary or which involves or could reasonably be expected to involve an obligation of such a nature or magnitude or which is other than in the ordinary course of business; or
 - g. No purchase or sale of Songa Drilling Shares.
- III. The Songa Drilling Board (or any member thereof) not withdrawing or modifying its recommendation of the Offer;
- IV. That prior to closure of the Offer, Songa Drilling (at no cost to the group) transfers its 50 per cent. interest in Songa Management AS to Songa Offshore ASA and that with effect from the date of such transfer a satisfactory management services agreement is entered into between (1) Songa

Management AS and (2) Songa Drilling, pursuant to which Songa Management AS agrees to manage the refurbishment of the Rigs;

- V. The shareholders of Abbot (a) approving the Offer at an Extraordinary General Meeting of Abbot (by a special resolution approved by 75 per cent. of the Abbot Shareholders present) and authorising the Abbot Board to waive, amend, vary or extend the terms and conditions of the Offer and to do all such things as it considers necessary or expedient in connection with the Offer, (b) increasing the authorised share capital of Abbot to enable the issuance of the New Ordinary Shares, and (c) authorising the Abbot Board to allot the New Ordinary Shares;
- VI. Neither the Offer nor the acquisition of the shares in Songa Drilling being rendered partially or wholly impossible or significantly impeded as a result of legislation, regulation, any decision of court or public authority, or other comparable measures, including third party actions, beyond Abbot's control in Norway, the UK, the USA, Singapore or elsewhere;
- VII. Abbot and Songa Drilling obtaining from governmental and other regulatory authorities and any other third parties, including contract parties, any consents, rulings, licenses, confirmations and waivers considered by Abbot and Songa Drilling to be necessary or desirable including, in particular, any approvals or clearances required from the competition authorities in Norway and there being no notice of any intention to revoke, suspend, restrict, impose any conditions in relation to, vary, amend or not renew any authorisations, certificates, licences, permissions or approvals of the Songa Drilling Group;
- VIII. Abbot publishing a prospectus in respect of the admission to trading on the Official List of the UK Listing Authority of the New Ordinary Shares in accordance with the Prospectus Rules published by the Financial Services Authority acting in its capacity as the UK Listing Authority;
- IX. The UK Listing Authority admitting the New Ordinary Shares to listing on the Official List and the London Stock Exchange admitting the New Ordinary Shares to trading on its main market and each admission becoming effective; and
- X. No breach of the terms of the Irrevocable Undertakings to accept the Offer, including the schedules thereof, signed by Spencer Energy AS, Gram International Inc., Arabella Maritime Co, Centaur Enterprises SA, Tica AS, Sobona AS, Lauvheim Holding AS, Adrian Shipping AS and Marine Shipping and Trading AS.

Appendix 2

Irrevocable Undertaking and Warranty Agreement

On 24 April 2006, the Principal Shareholders entered into the Irrevocable Undertaking and Warranty Agreement, pursuant to which they each irrevocably undertook, in respect of their shareholdings in Songa Drilling, to accept the Offer within five business days of the Offer Document having been despatched to Songa Drilling Shareholders.

In addition, each of the Principal Shareholders also agreed to elect to receive the following form of consideration in respect of its shareholding in Songa Drilling:-

- in respect of 25 per cent of the number of Songa Drilling Shares held by that Shareholder: NOK 41.75 per Songa Drilling Share; and
- in respect of 75 per cent of the number of Songa Drilling Shares held by that Shareholder: 1.2 New Ordinary Shares per Songa Drilling Share.

The Principal Shareholders also gave certain limited representations and warranties in the Irrevocable Undertaking and Warranty Agreement in relation to the state of affairs of the Songa Drilling Group and the Rigs.

The Offer is conditional upon there having been no breach of the terms of the Irrevocable Undertaking and Warranty Agreement (including the Warranties contained therein).

The Warranties (other than the Warranties relating to legal title to shares) are subject to certain customary limitations.

Lock-in Agreement

All of the Shareholders have also entered into a Lock-in Agreement in respect of the New Ordinary Shares that they have elected to receive under the terms of the Partial Share Alternative. The Lock-in Agreement is conditional upon the Offer becoming or being declared conditional in all respects.

Under the terms of the Lock-in Agreement, Spencer Energy AS has agreed that for a period of 183 calendar days following Admission that it will not dispose of, or agree to dispose of, its New Ordinary Shares.

In addition, the Principal Shareholders have each agreed that for a period of 12 months following Admission that they will use their reasonable endeavours not to dispose of any interest in their New Ordinary Shares except through Abbot's corporate brokers, provided, however, that the provision of services by such brokers occurs on terms and conditions competitive with those offered by other brokers within the UK market.

Appendix 3

Commercial arrangements entered into by Songa Drilling and members of the Songa Drilling Group in connection with the Offer

Songa Drilling Transfer Agreement

On 24 April 2006, Songa Drilling entered into a Transfer Agreement with Songa Drilling Offshore ASA, pursuant to which Songa Drilling Offshore ASA agreed to acquire Songa Drilling's legal and beneficial interest in 50 per cent of the entire issued share capital of Songa Drilling Management AS.

The consideration payable by Songa Drilling Offshore ASA under the terms of the Transfer Agreement is NOK 75,000 payable in cash at completion.

Management Support Services Agreement

Songa Drilling has entered into the Management Support Services Agreement with Songa Management and Songa Management Inc. for the provision of management support services relating to the refurbishment and commissioning of the Rigs.

The agreement comprises, inter alia, general assistance for preparation and commissioning of each unit, including administration and supervision of the refurbishment contracts, arrangement for design verification, verification and approval of plans and drawings, follow-up of budgets, communications with the relevant class society to obtain reclassification certificates, provision of hand-over services, and arrangement for transportation from yard. To secure continuity, the management services will mainly be performed by the persons already engaged in the refurbishment projects.

The agreement replaces the existing management agreement and will continue until all of the Rigs have been commissioned. Songa Management will receive compensation on a reimbursable basis for man-hours, in accordance with agreed fixed rates. Pursuant to the agreement, Songa Drilling has agreed to indemnify Songa Management for any claims made by third parties relating to any act or omission by Songa Management. Songa Management's liability is limited to \$3,000,000. The agreement is governed by Norwegian law.

In addition, Abbot has entered into a separate letter agreement with the Principal Shareholders (other than Sobona AS and Lauvheim Holdings AS) in relation to the Management Support Services Agreement pursuant to which those Principal Shareholders referred to agree to exercise their best efforts to ensure that Songa Management discharges all of its obligations arising under the Management Support Services Agreement.

Appendix 4

Definitions

“Abbot” or “Company”	Abbot Group plc
“Abbot Board”	the board of directors from time to time of the Company (or the directors present at a duly convened meeting of such board) or a duly authorised committee of the board
“Abbot Group” or “Group”	the Company and its subsidiary undertakings from time to time
“Abbot Shareholder”	a holder of Abbot Shares prior to the Offer
“Abbot Shares”	ordinary shares of 5 pence each in the capital of the Company or, where the context requires, New Ordinary Shares following the Acquisition
“Acceptance Period”	the period when Songa Drilling Shareholders may accept the Offer, running from and including the date of despatch of the Offer Document
“Accepting Songa Drilling Shareholders”	Songa Drilling Shareholders accepting the Offer
“Acquisition”	the proposed acquisition of the entire issued and to be issued share capital of Songa Drilling
“Act” or the “Companies Act”	the Companies Act 1985, as amended
“Admission”	the admission of the New Ordinary Shares to be issued pursuant to the Offer (i) to the Official List and (ii) to trading on London Stock Exchange’s main market for listed securities becoming effective in accordance with the Listing Rules and the Admission and Disclosure Standards
“Bentec”	Bentec GmbH Drilling & Oilfield Systems
“Business Day”	a day (excluding Saturdays, Sundays and public holidays in England and Wales) on which the banks generally are open for business in London
“Directors”	the directors of Abbot
“Disclosure Standards”	the rules and regulations made by the Financial Services Authority under Part VI of the Financial Services and Markets Act 2000 (as amended

	from time to time)
“Facility Agreement”	the committed funds obtained by Abbot as entered into on 23 April 2006 with The Royal Bank of Scotland plc, The Governor and Company of the Bank of Scotland, HSBC Bank plc, Lloyds TSB Bank plc and National Australia Bank Limited
“Financial Services and Markets Act” or “FSMA”	the Financial Services and Markets Act 2000
“Form of Acceptance”	the form of acceptance, election and authority for use in connection with the Offer
“Irrevocable Undertaking and Warranty Agreements”	an agreement between the Principal Shareholders and Abbot pursuant to which the irrevocable undertakings to accept the Offer are given by each such Principal Shareholder
“Irrevocable Undertakings”	the irrevocable undertakings to accept the Offer given by certain Songa Drilling Shareholders pursuant to the terms of the Irrevocable Undertaking and Warranty Agreement
“JPMorgan Cazenove”	JPMorgan Cazenove Limited whose office is at 20 Moorgate, London EC2R 6DA
“KCA DEUTAG”	KCA DEUTAG Drilling Group Ltd
“Listing Rules”	the rules and regulations made by the Financial Services Authority under Part VI of the Financial Services and Markets Act 2000 (as amended from time to time)
“Lock-in Agreement”	the lock-in agreement between each of the Principal Shareholders and Abbot
“London Stock Exchange”	London Stock Exchange plc
“Management Support Services Agreement”	the management support services agreement between Songa Drilling, Songa Drilling Pte Ltd, Songa Management AS and Songa Management Inc
“New Ordinary Shares”	the new ordinary shares of 15 pence each in the capital of the Company to be issued to Songa Drilling Shareholders pursuant to the Offer
“NOK”	Norwegian kroner

“Offer”	the proposed offer by the Company or any of its subsidiaries to purchase the entire issued and to be issued share capital of Songa Drilling
“Offer Document”	the document being sent to Songa Drilling Shareholders in connection with the Offer
“Official List”	the Official List of the UK Listing Authority
“OTC Market”	an unregulated market place with a trading support system for unlisted shares (i.e. shares that are not listed on an authorised market place) operated by the Norwegian Securities Dealers Association. Companies “listed” on the OTC A-list have certain contractual reporting requirements, and brokers buying shares in such companies are required to register the price and volume traded in the OTC trading support system.
“Overseas Shareholders”	Songa Drilling Shareholders who are resident in, or who are citizens of, or who have registered addresses in, territories other than the United Kingdom and Songa Drilling Shareholders who are US persons
“Partial Share Alternative”	the partial share alternative to be made available to all Songa Drilling Shareholders (conditional upon the Offer becoming or being declared unconditional in all respects) (other than to certain Overseas Shareholders), whereby they can elect to receive between 25 per cent and 100 per cent of the consideration payable to them in cash, with the balance of the consideration payable to them in New Ordinary Shares
“Principal Shareholders”	means Spencer Energy AS, Arabella Maritime Co, Gram International, Inc., Centaur Enterprises S.A., Tica AS, Sobona AS, Lauvheim Holdings AS and Adrian Shipping AS
“Prospectus”	the document being sent to Abbot Shareholders and Songa Drilling Shareholders in connection with the issue of the New Ordinary Shares
“Prospectus Rules”	the prospectus rules of the Financial Services Authority
“Rigs”	the jack-up rigs named Songa Jupiter, Songa

	Neptune and Songa Tellus owned by Songa Drilling
“Songa Drilling”	Songa Drilling AS
“Songa Drilling Board”	the board of directors of Songa Drilling at the date of this document
“Songa Drilling Group”	Songa Drilling and its subsidiary undertakings from time to time
“Songa Drilling Shareholders”	holders of Songa Drilling Shares
“Songa Drilling Shares”	ordinary shares of NOK 6.40 each in the capital of Songa Drilling
“Subsidiary”	means a company which is both under the control of the Company and is a subsidiary of the Company (within the meaning of section 736 of the Companies Act 1985)
“Transfer Agreement”	the agreement between Songa Drilling and Songa Offshore ASA for the transfer of Songa Drilling’s 50 per cent shareholding in Songa Management AS
“UK Listing Authority”	the Financial Services Authority in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended from time to time)
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories and possessions and any state of the United States of America and the District of Columbia
“US person”	has the meaning provided in section 902(k) of Regulation S under the US Securities Act
“US Securities Act”	the United States Securities Act of 1933, as amended