

Od fjell Drilling Ltd

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS – 24 June 2024

NOTICE IS HEREBY given that the Annual General Meeting of Shareholders of Od fjell Drilling Ltd (the “Company”) will be held on 24 June 2024 at 9:00 a.m. (local time), at Prime View, Prime Four Business Park, Kingswells, Aberdeen, AB15 8PU, Scotland, United Kingdom, for the following purposes, all of which are more completely set forth in the accompanying information statement:

A G E N D A

1. Opening the meeting.
2. Confirmation of notice and quorum.
3. Election of a meeting chair.
4. Presentation of Auditors’ Report and consolidated financial statements for the year ended 31 December 2023. The audited financial statements, approved by the board of directors, are posted on the Company’s website at www.odfjelldrilling.com under “Investor”.

Proposals:

- Proposal 1: To re-elect Simen Lieungh, Helene Od fjell, Harald Thorstein and Knut Hatleskog as Directors of the Company to hold office until the next Annual General Meeting of the Company or until their respective successors have been elected or appointed or their office is otherwise vacated.
- Proposal 2: To appoint KPMG as the auditors of the Company and to authorise the Company’s Board of Directors to determine their remuneration.
- Proposal 3: To approve the remuneration of the Company’s Board of Directors up to a total amount of fees not to exceed US\$250,000 for the year to 30 June 2024.
- Proposal 4: To approve the Executive Remuneration Report 2023 which was included in the Annual Report for the year ended 31 December 2023.

Please refer to Appendix A for a full explanation of the Proposal set out herein.

BY ORDER of the Board of Directors
James McGlone,
for Conyers Corporate Services (Bermuda) Limited
Company Secretary

Dated: 03 June 2024

Notes:

1. *No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy is received by DNB Bank ASA, Registrars Department, Oslo no later than **20 June 2024 at 10:00 hours Central European Time**. The address of DNB is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway. If delivery by hand, the address is: DNB Bank ASA, Registrars Dept., Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, send the proxy by e-mail to the following e-mail address: vote@dnb.no within the aforementioned date and time.*
2. *A Form of Proxy is enclosed for use by holders of shares held through the Norwegian Central Securities Depository (VPS) in connection with the business set out above.*
3. *Od fjell Drilling Ltd is an exempted company limited by shares, incorporated under the laws of Bermuda. As per the date of this notice, the Company has an authorised voting share capital of 280,000,000 common shares, of which 239,807,088 common shares are in issuance and outstanding. Each share represents one voting right. The common shares do also carry equal rights in other respects. As per the date of this notice, the Company does not own any treasury shares for which voting rights cannot be exercised.*

APPENDIX A
INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS (THE “MEETING”) OF ODFJELL DRILLING LTD TO BE HELD ON
24 JUNE 2024

PRESENTATION OF FINANCIAL STATEMENTS

In accordance with Section 84 of the Companies Act 1981 of Bermuda, the audited consolidated financial statements of the Company for the year ended 31 December 2023 will be presented at, and laid before, the Meeting. These statements have been approved by the Directors of the Company. There is no requirement under Bermuda law that such statements be approved by shareholders, and no such approval will be sought at the Meeting.

The Company's audited consolidated financial statements contained in its Annual Report 2023 are available on the Company's website at www.odfjelldrilling.com under "Investor". If you would like to receive a hard copy of the Annual Report 2023, please request a copy by email to: IR@odfjelldrilling.com

COMPANY PROPOSALS

PROPOSAL 1 – TO RE-ELECT THE BOARD OF DIRECTORS

Based on the recommendation of the Board of Directors, it is proposed that the following persons be re-elected to the Company's Board of Directors:

Simen Lieungh	Director
Helene Odfjell	Director
Harald Thorstein	Director
Knut Hatleskog	Director

PROPOSAL 2 – APPOINTMENT OF INDEPENDENT AUDITORS

Based on the recommendation of the Board of Directors, it is proposed that KPMG be reappointed as the auditors of the Company and that the Company's Board of Directors be authorised to determine their remuneration.

PROPOSAL 3 – TO APPROVE DIRECTORS' FEES

Based on the recommendation of the Board of Directors, it is proposed that the remuneration of the Company's Board of Directors be authorised up to a total amount of fees not to exceed US\$250,000 for the year to 30 June 2024.

PROPOSAL 4 – TO APPROVE THE EXECUTIVE REMUNERATION REPORT

Based on the recommendation of the Board of Directors, it is proposed that the Executive Remuneration Report 2023 be approved. The independent auditor's assurance report on the report on salary and other remuneration to directors is enclosed as Appendix B.

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the Annual General Meeting other than that stated in the Notice of Annual General Meeting.

The Board of Directors of the Company has determined that Members of record at 9:00 GMT +1 on **20 June 2024** will be entitled to vote at the aforesaid meeting and at any adjournment thereof.

By Order of the Board of Directors
James McGlone
for Conyers Corporate Services (Bermuda) Limited
Company Secretary

03 June 2024
Hamilton, Bermuda

APPENDIX B
INDEPENDENT AUDITOR'S ASSURANCE REPORT 2023

FORM OF PROXY

Odffjell Drilling Ltd (the "Company")

Proxy Solicited for Annual General Meeting on 24 June 2024

The undersigned hereby authorise, constitute and appoint _____ or the Chair of the Meeting, or failing him or her, any individual duly appointed by the Chair of the Meeting, to represent the undersigned at the Annual General Meeting of shareholders of the Company to be held at Prime View, Prime Four Business Park, Kingswells, Aberdeen, AB15 8PU, Scotland, United Kingdom on 24 June 2024 at 9:00 a.m. (local time), or at any adjournment thereof, for the purposes set forth below.



Please mark your votes as in this example.

Item	Resolutions	FOR	AGAINST	ABSTAIN
1 (a)	To re-elect Simen Lieungh as a Director of the Company			
1 (b)	To re-elect Helene Odffjell as a Director of the Company			
1 (c)	To re-elect Harald Thorstein as a Director of the Company			
1 (d)	To re-elect Knut Hatleskog as a Director of the Company			
2	To appoint KPMG AS as the auditors of the Company and to authorise the Company's Board of Directors to determine their remuneration			
3	To approve the remuneration of the Company's Board of Directors up to a total amount of fees not to exceed 2.5M NOK for the year to 30 June 2024.			
4	To approve the Executive Remuneration Report 2023.			

Alternatively:

☐

I will attend the Annual General Meeting in person and vote my/our shares.

Name of shareholder in block letters: _____

Signature(s) _____ Date: _____

Note: Please sign exactly as name appears above, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

No Shareholder shall be entitled to attend (in person or by proxy) unless this Proxy is received by DNB Bank ASA, Registrars Department, Oslo, not later than **20 June 2024, 10:00 hours Central European Time**. The address of DNB is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway. If delivery by hand, the address is: DNB Bank ASA, Registrars Dept., Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, send the Proxy by e-mail to the following e-mail address: vote@dnb.no within the aforementioned date and time.