

Company number: 07114196

**RECOMMENDATION FROM  
THE NOMINATION COMMITTEE OF  
AWILCO DRILLING PLC**

**May 2013**

Awilco Drilling PLC's Nomination Committee consists of the following members:

- Tom Furulund, Chairman
- Henrik A. Christensen, Member

Awilco Drilling's Nomination Committee is composed in order to ensure that the shareholders' interests are protected. None of the members of the Nomination Committee is part of the Company's Board of Directors. The Company's CEO or other key employees are not members of the Nomination Committee.

The Nomination Committee has been in function since the Company's Annual General Meeting in 2012. The Nomination Committee has received an evaluation of the Board of Directors' work in 2012 from the Chairman of the Board. In line with good corporate governance practice, the Nomination Committee has evaluated the need for changing the composition of the Board of Directors' and the Nomination Committee, and has through its work been in contact with different shareholders, Directors of the Board, and the Company's Management. The Nomination Committee has done active research towards the shareholder base in order to ensure the shareholders' support of its recommendation. During its work, the Nomination Committee has had the possibility of making use of the Company's resources and to seek advice and recommendations from sources outside of the Company.

In relation to Awilco Drilling PLC's Annual General Meeting on 26 June 2013, the Nomination Committee unanimously presents the following recommendations:

**1. The Board of Directors**

According to the Company's Articles of Association the Board of Directors shall consist of not less than five members and not more than eleven members in total. The current Board of Directors consists of: Mr Sigurd E. Thorvildsen, chairman, Mr Henrik Fougner, Mr Daniel Gold, Mr Jon Oliver Bryce, Mr John Simpson, and Ms Synne Syrrist.

The Directors of the Board were all appointed or re-appointed at the Annual General Meeting in 2011 for a period of two years, and all of the directors are therefore up for election this year. All of the Directors have expressed their willingness of re-appointment, and the Nomination Committee recommends that all of the current Directors are re-appointed. Below is a short summary of the Directors of the Board's individual competence and experience:

*Sigurd E. Thorvildsen (Born 1965)*

Mr. Thorvildsen is the CEO of the Awilhelmsen Group. He has more than 20 years of experience from the Shipping and Offshore industry. Mr. Thorvildsen has previously held several senior positions, among them the position as CEO of Awilco AS, the Chairman of the Board of Awilco Offshore ASA and Awilco Heavy Transport ASA (later Ocean HeavyLift ASA). He holds an MBA from the Norwegian School of Management. Mr. Thorvildsen is a Norwegian citizen.

*Henrik Fougner (Born 1963)*

Mr. Fougner is the COO of the Awilhelmsen Group. He has more than 20 years of experience from the Shipping, Offshore and Banking industry both in Norway and internationally. Mr. Fougner has previously held several senior positions, among them the position as CEO of Awilco Offshore ASA and CFO of Awilco AS. He holds an MBA from the Norwegian School of Economics and Business Administration. Mr. Fougner is a Norwegian citizen.

*Daniel Gold (Born 1968)*

Mr. Gold is the CEO of QVT Financial LP, an asset management company with offices including New York, London, Singapore, and New Delhi. QVT Financial, through its managed funds, is an experienced global investor in the shipping and offshore industries. Mr. Gold holds an AB in Physics from Harvard College. Mr. Gold is an American citizen.

*John Simpson (Born 1947)*

Mr Simpson has over 30 years of experience in banking and in shipping finance. Currently he is an Executive Director of Marine Capital Limited, a shipping investment management company. He also has a number of non-executive roles in the UK, including as Chairman of Sovereign Housing Group. Previously Mr Simpson was CEO of Den norske Bank (now DNB Bank) in London and Regional Director of DNB's Asia-Pacific operations. Mr Simpson is authorised by the UK FSA. He holds an MSc from the London Business School and a BSc from the University of Southampton. Mr. Simpson is a British citizen.

*Synne Syrrist (Born 1972)*

Mrs. Syrrist has work experience as an independent consultant to Norwegian companies, and as financial analyst in Elcon Securities ASA and First Securities ASA. She also has extensive non-executive experience from both listed and private companies. She holds a Master of Science from the Norwegian Institute of Technology and is a certified financial analyst (CFA/AFA) from Norwegian School of Economics. Mrs. Syrrist is a Norwegian citizen.

*Jon Oliver Bryce (Born 1968)*

Mr. Bryce has more than 20 years of experience in the drilling industry and has held several senior positions, most recently as General Manager for Odfjell Drilling (UK) Ltd. His extensive experience includes international onshore and offshore operations. Mr. Bryce holds a Bachelor of Science degree in Engineering. Mr. Bryce is a British citizen.

## 2. The Nomination Committee

The Nomination Committee consists of Tom Furulund, chairman and Henrik A. Christensen, member. According to the Committee's Terms of Reference, the period of office for members is two years. None of the Committee's members are therefore up for election this year.

## 3. Remuneration of the Board of Directors

2012 has been a year with close to normal work load for the Directors of the Board. The Nomination Committee has evaluated the Directors' remuneration and suggests the following remuneration to the Directors of the Board for 2012:

	<i>Basic Salary and Fees</i>	<i>Benefits (1)</i>	<i>Performance Related Bonus</i>	<i>Total 2012</i>
	<i>US\$</i>	<i>US\$</i>	<i>US\$</i>	<i>US\$</i>
<i>Executive Director:</i>				
J O S Bryce	320,000	16,772	100,000	436,772
<i>Non-Executive Directors:</i>				
S E Thorvildsen	74,800	-	-	74,800
T Furulund (2)	-	-	-	-
H Fougner	54,800	-	-	54,800
D A Gold	54,800	-	-	54,800
J N Simpson	58,000	-	-	58,000
S Syrrist	50,000	-	-	50,000
	<u>612,400</u>	<u>16,772</u>	<u>100,000</u>	<u>729,172</u>

(1) Include non-cash benefits comprising car allowance and private health and dental care

The recommendation for the Board of Directors' remuneration reflects the Board's responsibility, competence, time used and the business activities' complexity. The reason for the recommendation of a higher remuneration for the Chairman of the Board compared to the other Directors is based on the additional workload this position represents.

## 4. Remuneration of the members of the Nomination Committee

For the Chairman of the Nomination Committee: £ 3,000.

For the Member of the Nomination Committee: £ 2,500.