

**ARCHER LIMITED**  
**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**9 MAY 2025**

NOTICE IS HEREBY given that the Annual General Meeting of the Shareholders of Archer Limited (the “**Company**”) will be held on 9 May 2025 at 10:30 hrs, at Hamilton Princess and Beach Club, 76 Pitts Bay Road, Hamilton, Bermuda, for the following purposes, all of which are more completely set forth in the accompanying information statement:

To receive and adopt the audited consolidated financial statements of the Company for the period ended 31 December 2024.

To consider the following Company proposals:

1. To set the maximum number of Directors to be not more than eight.
2. To resolve that vacancies in the number of Directors be designated as casual vacancies and that the Board of Directors be authorised to fill such vacancies as and when it deems fit.
3. To re-elect Giovanni Dell’Orto as a Director of the Company.
4. To re-elect Peter Sharpe as a Director of the Company.
5. To re-elect James O’Shaughnessy as a Director of the Company.
6. To re-elect Jan Erik Klepsland as a Director of the Company.
7. To re-elect Richard Stables as a Director of the Company.
8. To re-appoint PricewaterhouseCoopers AS, as auditor and to authorize the Directors to determine their remuneration.
9. To approve the remuneration of the Company’s Board of Directors of a total amount of fees not to exceed US\$500,000 for the year ended 31 December 2025.
10. To reduce the Company’s Share Premium account from US\$974,415,938 to US\$nil by the transfer of US\$974,415,938 of the Share Premium account to the Company’s Contributed Surplus account with effect on or around 9 May 2025.

By Order of the Board of Directors



James Ayers  
Secretary

15 April 2025

*Notes:*

- 1. The Board of Directors has fixed the close of business on 14 April 2025 as the record date for the determination of the shareholders entitled to attend and vote at the Annual General Meeting or any adjournment thereof.*
- 2. No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Company Secretary, to reach the Registered Office by not later than 48 hours before the time for holding the meeting.*
- 3. A Form of Proxy is enclosed for use in connection with the business set out above.*
- 4. Each of the resolutions set out above is an Ordinary Resolution, approval of which will require the affirmative vote of a majority of the votes cast.*

**INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (THE “MEETING”) OF ARCHER LIMITED TO BE HELD ON 9 MAY 2025.**

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**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 period ended 31 December 2024 will be presented at the Meeting. There is no requirement under Bermuda law that such statements be approved by the shareholders, and no such approval will be sought at the Meeting.

The Company’s audited consolidated financial statements will be available on its website at [www.archerwell.com](http://www.archerwell.com) prior to the Meeting.

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**COMPANY PROPOSALS**

**PROPOSALS 1 & 2 – MAXIMUM NUMBER OF DIRECTORS AND VACANCIES IN THE NUMBER OF DIRECTORS**

It is proposed, in accordance with Bye-law 87, that the maximum number of Directors is eight. It is further proposed, in accordance with Bye-law 87, vacancies in the number of Directors be designated casual vacancies and that the Board of Directors be authorised to fill such casual vacancies as and when it deems fit. Any director appointed to fill such a casual vacancy shall hold office until the next Annual General Meeting following his or her election or until his or her successor is elected.

**PROPOSALS 3, 4, 5, 6, and 7 - ELECTION OF DIRECTORS**

The Board has nominated the six persons listed below for selection as Directors of the Company. Mr. Dell’Orto, Mr. Sharpe, Mr. O’Shaughnessy, Mr. Klepsland and Mr. Stables are all presently members of the Board of Directors. As provided in the Company’s Bye-laws, each Director is elected at each Annual General Meeting of Shareholders and shall hold office until the next Annual General Meeting following his or her election or until his or her successor is elected.

**Nominees For Election To The Company's Board Of Directors**

Information concerning the nominees for Directors of the Company is set forth below:

<b><u>Name</u></b>	<b><u>Director Since</u></b>	<b><u>Position with the Company</u></b>
Giovanni Dell’Orto	2011	Director
Peter Sharpe	2019	Director
James O’Shaughnessy	2018	Director
Jan Erik Klepsland	2021	Director
Richard Stables	2023	Director

**Giovanni Dell’Orto** has served as a Director of the Company since February 2011. Mr. Dell’Orto was President and Chief Executive Officer of DLS Drilling, Logistics and Services from 1994 to August 2006. He is a member of the board of directors of Energy Developments and Investments Corporation (EDIC). He is also a non-executive member of the board of directors of Gas Plus, an Italian company listed on the Milan Stock Exchange. Mr. Dell’Orto has also previously

served as the Chairman and CEO of Saipem and was a former member of the board of directors and of the Executive Committee of ENI. Mr. Dell'Orto is a graduate of the Catholic University of Milan, Italy and specialized in Business Administration at the London Business School.

**Peter Sharpe** was appointed Director in Archer in November 2019. Mr. Sharpe retired from Shell in 2017 after holding a diverse range of Executive Management positions in international locations over a period of 37 years. He served as Executive Vice President of Shell for over 10 years, with responsibility for managing Shell upstream investments in well construction and maintenance globally. He served as Chairman of Sirius Well Manufacturing Services Pte Ltd an independent Joint Venture between Shell and CNPC from 2012 to 2017 and as a non-executive director of Xtreme Drilling and Coil Services Corporation from 2008 to 2014.

**James O'Shaughnessy** has been a Director of the Company since September 2018. Mr. O'Shaughnessy served as an Executive Vice President, Chief Accounting Officer and Corporate Controller of Axis Capital Holdings Limited up to March 26, 2019. Prior to that Mr. O'Shaughnessy has amongst others served as Chief Financial Officer of Flagstone Reinsurance Holdings and as Chief Accounting Officer and Senior Vice President of Scottish Re Group Ltd., and Chief Financial Officer of XL Re Ltd. at XL Group plc. Mr. O'Shaughnessy received a Bachelor of Commerce degree from University College, Cork, Ireland and is both a Fellow of the Institute of Chartered Accountants of Ireland, an Associate Member of the Chartered Insurance Institute of the UK and a Chartered Director. Mr. O'Shaughnessy also serves as a director of Frontline Ltd., SFL Corporation Ltd., Golden Ocean Group Limited, Avance Gas Holding Ltd and various insurance companies.

**Jan Erik Klepsland** has served as Director in Archer since October 2021. Mr. Klepsland is a Director of Seatankers Management Norway AS. He holds a MSc in Finance from Norwegian School of Economics (NHH). Prior to joining Seatankers, he held the position as Partner at ABG Sundal Collier and Director in Nordea. He has experience within equity/debt financing, M&A and restructuring. Mr. Klepsland was previously and CEO of ST Energy Transition I Ltd. He is a Norwegian citizen and resides in Oslo, Norway.

**Richard Stables** is a chartered accountant with many years' experience in banking and financial services. He was a corporate finance partner at Lazard, where he worked for 32 years until his retirement at the end of 2021. He brings a wealth of knowledge and experience of the financial markets, corporate finance and strategy. He now runs his own consultancy, Fulcrum Advisory Partners LLP, is a non-executive director of The Gym Group plc and amongst other roles is a senior advisor to Blantyre Capital Limited. Fulcrum Advisory Partners LLP was a consultant to Archer Limited in its recent comprehensive refinancing.

**Arne Sigve Nylund** has served as an Executive and has operational leadership experience over a period of almost 40 years in Statoil/Equinor, having since retired in August 2022. He has been a Member of the Statoil/Equinor Executive Committee for 8 years where he served as EVP Development and Production Norway and EVP Projects, Drilling and Procurement. He has broad experience from the various parts of the value chain through different leadership roles both offshore and onshore. Having established an extensive network within the industry through leadership roles and board positions, he is now working as an independent consultant/advisor engaged in board work, leadership and strategy development.

## **PROPOSAL 8 – RE- APPOINTMENT OF INDEPENDENT AUDITORS**

At the Meeting, the Board will ask the shareholders to approve the re-appointment of PricewaterhouseCoopers AS, as the Company's independent auditors and to authorise the Board of Directors to determine the auditors' remuneration.

Audit services provided by PricewaterhouseCoopers LLP in fiscal year 2024 included the examination of the consolidated financial statements of the Company and its subsidiaries.

All services rendered by the independent auditors are subject to pre-approval and review by the Audit Committee.

## **PROPOSAL 9 – TO APPROVE DIRECTORS' FEES**

At the Meeting, the Board will ask that shareholders to approve the remuneration of the Company's Board of Directors of a total amount of fees not to exceed US\$500,000 for the year ended 31 December 2025.

### **REDUCTION OF SHARE PREMIUM ACCOUNT**

At the Meeting, the Board, pursuant to the provisions of section 46 of the Bermuda Companies Act 1981 (the “**Companies Act**”), will ask the Shareholders to approve a reduction of US\$974,415,938 in the Company's Share Premium account (forming a portion of Additional Paid in Capital in the financial statements of the Company) and to credit the same amount resulting from this reduction to the Company's Contributed Surplus account. The Share Premium account is the amount of subscription proceeds upon issuance of shares by the Company which exceeds the aggregate par value of the shares issued by the Company.

The purpose of this proposal is primarily to increase the ability of the Company to make distributions to its Shareholders.

The Company's policy is to pay dividends and distributions with the timing and amount being at the discretion of the Board of Directors and depending on, among other things, earnings, capital expenditure commitments, market prospects, current capital expenditure programs, investment opportunities, the terms and restrictions of our financing arrangements and other relevant factors.

Under Bermuda law a company cannot pay dividends or make distributions from share premium. In addition, section 54 of the Companies Act provides that a company may not declare or pay a dividend, or make a distribution out of contributed surplus if there are reasonable grounds for believing that (a) the Company is, or would after the payment, be unable to pay its liabilities as they become due; or (b) the realisable value of the Company's assets would thereby be less than its liabilities.

The Board have therefore put forward this proposal to reduce the Share Premium account from US\$974,415,938 to US\$nil by the transfer of US\$974,415,938 of the Share Premium account to the Company's Contributed Surplus account with effect on or around 9 May 2025 (the “**Effective Date**”). This will enable the Board to declare dividends and make distributions as long as the Company is solvent, and the realisable value of its assets exceeds its liabilities.

Under Bermuda law, the Company if authorised in a general meeting may, subject to any order made by the Minister of Finance of Bermuda and to its Memorandum of Association and Bye-laws, either with or without extinguishing or reducing the liability of any of its shares and either with or without reducing the number of shares, reduce any paid up capital that is in excess of the requirements of the Company. The Company's Bye-laws provide that subject to the Companies Act, the Company may by shareholder resolution authorise the reduction of its issued share capital or any share premium or contributed surplus account in any manner whatsoever.

In order to effectuate such reduction, the Board of Directors must be satisfied that on the Effective Date the Company is solvent and after the reduction will be able to pay its liabilities as they become due.

Within 30 days after the date such reduction of the share premium is effective, the Company, as required under section 46(5) of the Companies Act, will file a memorandum, with a copy of the notice referred to above, with the office of the Bermuda Registrar of Companies (the “**Registrar**”), notifying the Registrar of compliance with the Companies Act.

### **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.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'James Ayers', written in a cursive style.

James Ayers  
Secretary

Hamilton, Bermuda

**Archer Limited (the “Company”)**  
**Form of Proxy for use at Annual General Meeting to be held on 9 May 2025.**

I/We .....  
(NAME IN BLOCK CAPITALS)

Of .....

being (a) holder(s) of ..... Ordinary Shares of \$0.01 each of the above-named Company on the record date of 14 April 2025, hereby appoint the duly appointed Chairman of the meeting or ..... to act as my/our proxy at the Annual General Meeting of the Company to be held on 9 May 2025, or at any adjournment thereof, and to vote on my/our behalf as directed below.

Please indicate with an X in the spaces provided how you wish your vote(s) to be cast on a poll. Should this card be returned duly signed, but without a specific direction, the proxy will vote for all Proposals.

<i>Proposals</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To set the maximum number of Directors to be not more than eight.			
2. To resolve that vacancies in the number of directors be designated casual vacancies and that the Board of Directors be authorised to fill such casual vacancies as and when it deems fit.			
3. To re-elect Giovanni Dell’Orto as a Director of the Company.			
4. To re-elect Peter Sharpe as a Director of the Company.			
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8. To re-appoint PricewaterhouseCoopers AS as auditor and to authorize the Directors to determine their remuneration.			
9. To approve the remuneration of the Company’s Board of Directors of a total amount of fees not to exceed US\$500,000 for the year ended 31 December 2025.			
10. To reduce the Company’s Share Premium account from US\$974,415,938 to US\$nil by the transfer of US\$974,415,938 of the Share Premium account to the Company’s Contributed Surplus account			

Date ..... Signature .....

**Notes:**

1. A Shareholder entitled to attend and vote at a meeting may appoint one or more proxies to attend and, on a poll, vote instead of him.
2. Proxies appointed by a single Shareholder need not all exercise their vote in the same manner.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members.
4. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by a duly authorized officer or attorney.
5. If it is desired to appoint by proxy any person other than the Chairman of the Meeting, his/her name should be inserted in the relevant place, reference to the Chairman deleted and the alteration initialed.
6. This proxy should be completed and sent to the following address by not later than 48 hours before the time for holding the meeting:

**Nordea Bank AB (publ) filial I Norge**  
**Issuer Services**  
PO Box 1166 Sentrum  
0107 Oslo, Norway  
Fax: +47 2401 3462  
**Or** via e-mail to: [nis@nordea.com](mailto:nis@nordea.com)