



## **Valaris Emergence Investor Relations FAQs**

On April 30, 2021 (the “Effective Date”), Valaris plc (“Legacy Valaris”) and certain of its wholly-owned direct and indirect subsidiaries (collectively, the “Debtors”) emerged from chapter 11 bankruptcy and the Debtors’ Fourth Amended Joint Chapter 11 Plan of Reorganization (as amended, modified or supplemented from time to time, the “Plan”) pursuant to chapter 11 of the Bankruptcy Code (the “Bankruptcy Code”) became effective in accordance with its terms. In connection with the Plan, on or prior to the Effective Date, Legacy Valaris effectuated certain restructuring transactions, pursuant to which Valaris Limited (the “Company”) was formed and succeeded Legacy Valaris. The following are Frequently Asked Questions (FAQs) related to Legacy Valaris’s emergence from bankruptcy and the related issuances of Valaris Limited securities to Legacy Valaris claimholders.

### **1. What happened to the Legacy Valaris Common Shares, which were listed as VALPQ?**

In accordance with the Plan, all of Legacy Valaris’s equity interests outstanding prior to the Effective Date, including its ordinary A shares par value \$0.40 per share (“Legacy Valaris Common Shares”), were frozen by the Depository Trust Company and were removed from trading by FINRA on April 28, 2021. As a matter of English law, such interests will cease to exist at the conclusion of the currently ongoing administration procedures in the United Kingdom, which are expected to last no more than one year. Until that point, the business and affairs of Legacy Valaris will be managed by the joint administrators, rather than the holders of Legacy Valaris’s equity interests, who will not exercise any voting or other rights in respect of such interests.

Pursuant to the Plan, the holders of Legacy Valaris Common Shares outstanding prior to the Effective Date received their pro rata share of warrants (the “Warrants”) to acquire Common Shares of the Company in accordance with entitlements under the Plan. For further discussion, please refer to the Company’s Current Report on [Form 8-K](#) filed with the SEC on April 30, 2021.

### **2. What is the conversion ratio between the Warrants and Legacy Valaris Common Shares?**

Pursuant to calculations made in accordance with the Plan, on the Effective Date, holders of Legacy Valaris Common Shares received one Warrant for every 36.3669259 Legacy Valaris Common Shares held, subject to rounding. For further discussion, please refer to the Company’s Current Report on [Form 8-K](#) filed with the SEC on April 30, 2021.

### **3. What is the strike price for the Warrants?**

The Warrants are exercisable from the date of issuance until 5:01 p.m., Eastern Time, on April 29, 2028, at which time all unexercised Warrants will expire and the rights of the holders of



such Warrants to purchase Common Shares will terminate. The Warrants are initially exercisable for one New Common Share per Warrant at an initial exercise price of \$131.88 per Warrant (the “Exercise Price”).

#### **4. What do I need to do to obtain my Warrants?**

Distributions of Warrants based on the Plan began settling on Monday, May 3. For inquiries regarding the status of your allocation of the Company’s Warrants, please contact Stretto, the Company’s solicitation and distribution agent using the options below:

Website: <https://cases.stretto.com/Valaris/>

Telephone inquiries: 1 (855) 348-2032, (U.S.)  
1 (949) 266-6309, (non-U.S.)

E-mail inquiries: [Valarisinquiries@stretto.com](mailto:Valarisinquiries@stretto.com)

#### **5. When will my Legacy Valaris Common Shares, listed as VALPQ on my trading platform, be transferable to the new ticker symbol?**

*Please see Question 1.* Legacy Valaris Common shareholders will receive one Valaris Limited Warrant for every 36.3669259 prepetition shares they held.

#### **6. For a prior bondholder, what will happen to their investment? Will it be swapped for a smaller equity stake in the restructured entity? If so, will it be automatically processed via my bank?**

In accordance with the Plan, on the Effective Date, all outstanding obligations under the Senior Notes (as that term is defined in the Plan) were cancelled and noteholders received Common Shares of Valaris Limited in cancellation of these claims. For further discussion regarding the treatment of a particular series of Legacy Valaris Senior Notes, please refer to the Company’s Current Report on [Form 8-K](#) filed with the SEC on April 30, 2021. The cancellation and exchange of the Senior Notes claims was automatically processed.

#### **7. For bondholders, when will my bonds be converted into Common Shares?**

Distributions of Common Shares based on the Plan began settling on Monday, May 3. For inquiries regarding the status of your allocation of the Company’s Common Shares, please contact Stretto, the Company’s solicitation and distribution agent using the options below:



Website: <https://cases.stretto.com/Valaris/>

Telephone inquiries: 1 (855) 348-2032, (U.S.)  
1 (949) 266-6309, (non-U.S.)

E-mail inquiries: [Valarisinquiries@stretto.com](mailto:Valarisinquiries@stretto.com)

**8. Where can I get a copy of the Joint Administrators proposals?**

As part of the administration proceedings in the UK in respect of Legacy Valaris, a short document setting out the strategy of the administration (known as the “statement of proposals”) is published under English law. Shareholders of Legacy Valaris are entitled to request a copy of this statement of proposals free of charge, by applying in writing to Stretto at [ValarisInquiries@stretto.com](mailto:ValarisInquiries@stretto.com). For further information regarding Legacy Valaris’s U.S. Bankruptcy and U.K. administration filings, please refer to <https://cases.stretto.com/Valaris>.

**9. How many shares were issued by the Company upon the Effective Date? Of these, how many are outstanding?**

As of the Effective Date, there were 75,000,000 common shares, par value \$0.01, of the Company (the “Common Shares”) issued and outstanding. Additionally, 8,960,573 shares were reserved for issuances under the management incentive plan and 5,645,161 shares were reserved pursuant to the exercise of warrants issued in connection with emergence. Thus, on a fully diluted basis, the Company has 89,605,734 shares issued and outstanding. For further discussion, please refer to the Company’s Current Report on [Form 8-K](#) filed with the SEC on April 30, 2021.

**10. How many shares are registered and what is the schedule for the rest of them to be registered?**

Currently, there is no effective registration statement filed for the Common Shares. In accordance with the Plan, the Common Shares were issued in reliance on the exemption set forth on section 1145 of the Bankruptcy Code to the maximum extent possible and, to the extent such exemption was unavailable or not applicable, were issued in reliance on the exemption provided by section 4(a)(2) under the Securities Act. Ultimately, 10,255,095 common shares were issued in reliance on section 4(a)(2).

The Registration Rights Agreement entered into by the Company and certain Holders (as defined therein) of the Company’s Common Shares provides that, as promptly as reasonably



practicable after the Effective Date, the Company will file a registration statement for a shelf registration on Form S-3 or Form S-1, as applicable, covering the resale of all applicable Registrable Securities (as defined in the Registration Rights Agreement) beneficially owned by the Holders on a delayed or continuous basis. For further discussion, please refer to the Company's Current Report on [Form 8-K](#) filed with the SEC on April 30, 2021.