



Valaris Announces Consent Solicitation with Respect to its Senior Secured First Lien Notes due 2028

Hamilton, Bermuda, August 15, 2022 ... Valaris Limited (NYSE: VAL) (“**Valaris**” or the “**Company**”) announced today that it has commenced a consent solicitation (“**Consent Solicitation**”) with respect to proposed amendments to the indenture (the “**Indenture**”) governing the outstanding senior secured first lien notes due 2028 (the “**Notes**”) of the Company listed in the table below.

<u>Title of Security</u>	<u>CUSIP Nos.</u>	<u>ISIN Nos.</u>	<u>Outstanding Principal Amount</u>
Senior Secured First Lien Notes due 2028	G9460GAA9	BMG9460GAA96	\$549,845,000
	91889FAA9	US91889FAA93	
	G9460GAB7	USG9460GAB70	
	91889FAB7	US91889FAB76	

The purpose of the Consent Solicitation is to amend the Indenture to (i) implement a customary net income builder basket for Restricted Payments (as defined in the Indenture), increase the general basket for Restricted Payments from \$100 million to \$175 million and make other incremental changes to the Company’s Restricted Payments capacity and (ii) increase the general basket for Investments (as defined in the Indenture) from the greater of \$100 million and 4.0% of total assets to the greater of \$175 million and 6.5% of total assets, in each case as more fully described in the consent solicitation statement (collectively, the “**Proposed Amendments**”). The Proposed Amendments are intended to provide greater and more customary flexibility over time, while continuing to provide noteholders with ample collateral coverage. The Proposed Amendments would provide the Company customary financial flexibility during an industry upcycle, positioning it to maximize value for all stakeholders once the Company is generating meaningful free cash flow or should strategic opportunities arise.

Subject to receiving the consent of the holders of at least a majority of the aggregate principal amount of the Notes (the “**Required Consents**”) and satisfaction or waiver of all of the other conditions to the Consent Solicitation, each holder who validly delivers (and does not validly revoke) its consent prior to 5:00 p.m., New York City time, on August 19, 2022, unless extended by the Company in its sole discretion (such time and date, as it may be extended, the “**Expiration Date**”), will receive a cash payment for each \$1,000 in aggregate principal amount of Notes for which such holder has consented (the “**Consent Fee**”). Any consenting holder will not be permitted to trade its Notes, unless such holder validly revokes its consent, between the time that it provides such consent and the Expiration Date. The aggregate Consent Fee will be \$2,749,225, to be shared by all consenting holders who validly deliver consents to the Proposed Amendment before the Expiration Date (and do not validly revoke such consents). Specifically, the Consent Fee will be an amount, per \$1,000 principal amount of Notes for which a holder validly delivers its consent prior to the Expiration Date (and does not validly revoke such consent), equal to the product of \$5.00 multiplied by a fraction, the numerator of which is the aggregate principal amount of Notes outstanding as



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of the Expiration Date and the denominator of which is the aggregate principal amount of Notes for which the holders have validly delivered (and not validly revoked) consents prior to the Expiration Date. As a result, the Consent Fee for the Notes will range from \$5.00 per \$1,000 (if all holders consent) to approximately \$10.00 per \$1,000 (if holders of only a majority of the aggregate principal amount of the Notes consent). The Consent Fee will be paid by the Company promptly following the Expiration Date and the satisfaction or waiver of the other conditions.

The Proposed Amendments will be effected through a supplemental indenture with respect to the Notes, to be executed promptly after receipt of the Required Consents. Holders will not be able to revoke their consents after the supplemental indenture is executed, which may occur prior to the Expiration Date. The Proposed Amendments will not become operative and the Company will not benefit from the Proposed Amendments until the Consent Fee is paid with respect to each Note for which a Consent Fee is payable.

Beneficial owners who wish to participate in the consent solicitation must promptly instruct their brokers, dealers, custodians or other intermediaries to deliver a consent on their behalf to the tabulation agent in accordance with The Depository Trust Company's Automated Tender Offer Program's procedures, in advance of the Expiration Date as such brokers, dealers, custodians or other intermediaries will require an earlier deadline to receive their instructions.

Valaris in its sole discretion may terminate the Consent Solicitation without obligation at any time, whether or not the Required Consents have been received, and may waive any of the consent conditions in its sole discretion. Full details of the terms and conditions of the Consent Solicitation are included in the consent solicitation statement, dated August 15, 2022.

Valaris has engaged Deutsche Bank Securities Inc. to act as the sole solicitation agent and Global Bondholder Services Corporation to act as the information and tabulation agent in connection with the Consent Solicitation. Additional information concerning the terms and conditions of the Consent Solicitation may be obtained from Deutsche Bank Securities Inc. by calling (855) 287-1922 (toll-free) or (212) 250-7527 (collect). Requests for assistance in submitting consents or requests for additional copies of the consent solicitation statement and related documents should be directed to Global Bondholder Services Corporation by calling (212) 430-3774 (banks and brokers collect) or (855) 654-2015 (all others toll-free) or by email at contact@gbsc-usa.com.

None of Valaris, its board of directors, its officers, the solicitation agent, the information agent or Wilmington Savings Fund Society, FSB, as trustee, or any of Valaris' or their respective affiliates, makes any recommendation that holders consent or refrain from consenting to the Proposed Amendments, and no one has been authorized by any of them to make such a recommendation. Holders must make their own decision as to whether to consent to the Proposed Amendments.



No Offer or Solicitation

This press release is for informational purposes only and is neither an offer to sell nor a solicitation of an offer to buy any Notes or any other securities. This press release is also not a solicitation of consents with respect to the Proposed Amendments or any securities. The solicitation of consents is not being made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or “blue sky” laws.

Cautionary Statement Regarding Forward-Looking Statements

Statements contained in this press release that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include, but are not limited to: statements regarding (i) the Proposed Amendments and the execution of the supplemental indenture giving effect thereto and (ii) the expected payment of the Consent Fee. Words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “likely,” “plan,” “project,” “could,” “may,” “might,” “should,” “will,” and similar expressions are intended to help identify forward-looking statements. Forward-looking statements reflect management’s current expectations, are based on judgments, are inherently uncertain and are subject to risks, uncertainties and other factors, which could cause the Company’s actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in those forward-looking statements. Undue reliance should not be placed on the forward-looking statements in this release, which are based on information available to the Company on the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

About Valaris Limited

Valaris Limited (NYSE: VAL) is the industry leader in offshore drilling services across all water depths and geographies. Operating a high-quality rig fleet of ultra-deepwater drillships, versatile semisubmersibles and modern shallow-water jackups, Valaris has experience operating in nearly every major offshore basin. Valaris maintains an unwavering commitment to safety, operational excellence, and customer satisfaction, with a focus on technology and innovation. Valaris Limited is a Bermuda exempted company (Bermuda No. 56245). To learn more, visit our website at www.valaris.com.

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