

ARCHER LIMITED
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
APRIL 30, 2024

NOTICE IS HEREBY given that the Annual General Meeting of the Shareholders of Archer Limited (the “Company”) will be held on April 30, 2024 at 12:30 hrs, at Hamilton Princess and Beach Club, 76 Pitts Bay Road, Hamilton HMCX, 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 December 31, 2023.

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\$600,000 for the year ended December 31, 2024.
10. Capital reorganisation.

By Order of the Board of Directors



James Ayers
Secretary

April 8, 2024

Notes:

- 1. The Board of Directors has fixed the close of business on April 2, 2024 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 notarized 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 APRIL 30, 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 period ended December 31, 2023 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 ahead of the Meeting.

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 five 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 election or until his successor is elected. Mr. Nylund will not stand for re-election at the Meeting.

Nominees For Election To The Company's Board Of Directors

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

<u>Name</u>	<u>Director Since</u>	<u>Position with the Company</u>
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 was appointed as Director in February 2011. Mr. Dell’ Orto was president and chief executive officer of DLS Drilling, Logistics and Services from 1994 to August 2006, since then he remains a member of the board of DLS. He is a member of the board of Energy Developments and Investments Corporation (EDIC), a company with

substantial investments in the oil and gas activities in South America. In 1983, Mr. Dell'Orto was appointed by the Italian Government as a member of the board and of the Executive Committee of ENI. In total, Mr. Dell'Orto was involved with ENI for 23 years, including different positions within the Institutional Relations area. He also served between 1985 to 1993 as chairman and chief executive officer of Saipem, and as board member of Agip and Snam, at that time ENI's operational subsidiaries.

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., CG Insurance Group and Catalina General. Mr. O'Shaughnessy also serves as a director for Brit Re.

Jan Erik Klepsland has served as Director in Archer since October 2021. Mr. Klepsland works as an Investment Director in Seatankers Management Norway AS and CEO of ST Energy Transition I Ltd. He is also a director in Northern Ocean Ltd and Noram Drilling. 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 prior to that held positions in Nordea. Mr. Klepsland 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.

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 2023 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\$600,000 for the year ended December 31, 2024.

PROPOSAL 10 – CAPITAL REORGANISATION

At the Meeting, the Board will ask the shareholders to approve the reorganisation of the Company's share capital (the "**Capital Reorganisation**"). This Capital Reorganisation is proposed to ensure compliance with Oslo Børs' requirements

of a minimum share value of NOK 1 per share. The current authorised share capital of the Company is US\$20,000,000 divided into 2,000,000,000 shares of a par value of US\$0.01 each, of which 1,624,264,969 shares of US\$0.01 each have been issued and fully paid.

The proposed Capital Reorganisation would involve:

- (a) the consolidation of the authorised share capital and issued share capital of the Company so that 25 shares of par value US\$0.01 each become 1 share of par value US\$0.25 each, with the resulting authorised share capital of the Company being US\$20,000,000 divided into 80,000,000 shares of par value US\$0.25 each, of which 64,970,598 shares of US\$0.25 each would be in issue and fully paid or credited as fully paid (which, for the avoidance of doubt, does not include any fractional entitlements to shares);
- (b) in accordance with Bye-law 11 of the Company's Bye-laws, the acquisition by the Company for holding as treasury shares to comply with the Parent's employee option and restricted stock units (RSU) scheme of all of the shares of the Company of par value US\$0.01 each not consolidated into shares of par value US\$0.25 each pursuant to paragraph (a) above, due to the creation of resulting fractional entitlements to shares, for a cash payment equal to the closing price per share for the Company's shares on the Oslo Stock Exchange at the end of the trading day on the record date set by the directors of the Company in accordance with Bye-law 125 of the Company's Bye-laws;
- (c) the consolidation of all of the shares of the Company of par value US\$0.01 acquired by the Company to be held as treasury shares into shares of par value US\$0.25 each and the cancellation of any resulting fractional entitlements to shares of par value US\$0.25 each for no consideration;
- (d) the reduction of the issued and paid-up share capital of the Company by reducing the paid-up capital of the Company by US\$0.24 on each of the issued shares of the Company such that the par value of each such issued share be reduced from US\$0.25 to US\$0.01 ("**Capital Reduction**");
- (e) upon the Capital Reduction taking effect, each of the authorised, but unissued, shares of par value US\$0.25 each in the capital of the Company (including the shares left unpaid following the crediting of funds to the contributed surplus account referred to in paragraph (f) below) being sub-divided into 25 shares of par value US\$0.01 each;
- (f) that subject to, and forthwith upon, the Capital Reduction taking effect, the amount of credit arising from the Capital Reduction be credited to the contributed surplus account of the Company;
- (g) that the Directors of the Company shall be authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the Bye-laws of the Company, the Companies Act and all other applicable laws.

Subject to shareholder approval, the Board of Directors has set the date for the effectiveness of the Capital Reorganisation as at April 30, 2024 or shortly thereafter.

It is not proposed that, on the effective date, the authorised share capital of the Company would be reduced by the amount of the Capital Reduction. The movement of the amount of such Capital Reduction to the Company's contributed surplus account would not result in a corresponding reduction in the amount of the Company's authorised share capital. Rather, the movement of the amount of such Capital Reduction to the Company's contributed surplus account would instead enable a corresponding increase in the amount of the authorised but unissued share capital of the Company.

Upon the proposed Capital Reduction becoming effective, there will be no change in the percentage level of shareholding of each shareholder of the Company ("**Shareholder**"). The shares of par value US\$0.01 each will rank pari passu in all respects with each other. Other than the expenses incurred in relation to the proposed Capital Reduction, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company.

The Company's shares are fully paid and consequently the proposed Capital Reduction will not involve the diminution of any liability in respect of unpaid share capital. It will also not result in a return of any share capital or other assets to Shareholders. The amount of credit arising from the proposed Capital Reduction will be transferred to the contributed surplus account of the Company.

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

James Ayers
Secretary

Hamilton, Bermuda

Archer Limited (the “Company”)
Form of Proxy for use at Annual General Meeting to be held on April 30, 2024.

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 April 2, 2024, 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 April 30, 2024, 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.			
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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\$600,000 for the year ended December 31, 2024.			
10. Capital reorganisation.			

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