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Γενική Συνέλευση
S.D. STANDARD DRILLING PLC
SDSD

SDSD AGM Minutes

Please see attached the minutes from the today's AGM

Attachment:

1. **MInutes AGM**

Non Regulated
Publication Date: 03/06/2020

MINUTES OF THE ANNUAL GENERAL MEETING OF S.D. STANDARD DRILLING PLC (HEREINAFTER CALLED "THE COMPANY") HELD AT 276 ARCH. MAKARIOU III, LARA COURT, 3105, LIMASSOL, CYPRUS, ON 3 JUNE 2020 AT 11.00 A.M. (EET)

Present:

Mr. Konstantinos Pantelidis, Member of the Board of Directors and dully appointed as the Chairman of the Meeting and authorised representative for shareholders holding 198.956.325 votes, corresponding to 34,54% of the issued share capital of the Company.

Mr. Martin Nes, Director Chairman of the Board (participating through video conference call from Oslo, Norway)

Mr. George Crystallis, Director

Mr. Alexandros Tsirides, on behalf of Tsirides Law, legal advisors of the Company and for and on behalf Alfo Secretarial Limited, Secretary of the Company

In attendance:

Mrs. Evangelia Panagide, General Manager

Mr. Christos Neocleous, CFO

Mrs. Anna Loizou, on behalf of PricewaterhouseCoopers Limited, auditors of the Company (participating through video conference call from Limassol, Cyprus)

Mr. George Papanicolaou, Nomination Committee Chairman (participating through video conference call from Limassol, Cyprus)

Mr. Demetris Kyriacou, Nomination Committee Member (participating through video conference call from Limassol, Cyprus)

Due to the lockdown measures imposed by the Cyprus Government in order to address the Covid-19 pandemic and in order to safeguard the health and security of all participants as well as to comply with the Cyprus Government restrictions and guidelines, some of the participants are using their home locations and have joined the meeting by using video conferencing facilities.

Chairman of the Meeting

In accordance with the relevant provisions of article 55 of the Company's Articles of Association the Chairman of the Board of Directors of the Company, Mr. Martin Nes has to preside as the Chairman of the Meeting. However, since it was practically not possible for him to attend the meeting physically the directors present have elected Mr. Konstantinos Pantelidis as the Chairman of the Meeting.

Mr. Pantelides having been informed by the secretary that the necessary quorum has been duly formed in accordance with the relevant provisions of the Articles of Association of the Company, declared the meeting open and requested that all resolutions are passed by a poll vote. Furthermore, the Chairman of the Meeting requested Mr. Alexandros Tsirides to record the minutes of the meeting and to act for and on behalf of Alfo Secretarial Limited, the secretary of the Company.

The Chairman took the opportunity to inform the participants that, in accordance with the relevant provisions of the Articles of Association of the Company, the business that shall be transacted at today's meeting will be separated into ordinary business and special business.

ORDINARY BUSINESS

1. The Chairman read the following proposed resolution as this appeared on the relevant notice of the Annual General Meeting and marked as ordinary resolution 1 :

   "That the Management's Report for the year ended 31 December 2019 be and is hereby approved and adopted."

   The resolution is approved as an ordinary resolution with immediate effect by the following votes:

   For: 198.951.325
   Against: 0
   Abstain: 5.000
   Non – attending: 377.070.099

2. The Chairman read the following proposed resolution as this appeared on the relevant notice of the Annual General Meeting and marked as ordinary resolution 2:

   "That the Auditors' Report on the audited financial statements of the Company for the year ended 31 December 2019 be and is hereby approved and adopted."

   The resolution is approved as an ordinary resolution with immediate effect by the following votes:

   For: 198.951.325
   Against: 0
   Abstain: 5.000
   Non – attending: 377.070.099

3. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 3:

   "That the audited financial statements of the Company for the year ended 31 December 2019 be and are hereby approved and adopted."

   The resolution is approved as an ordinary resolution with immediate effect by the following votes:

   For: 198.951.325
   Against: 0
   Abstain: 5.000
   Non – attending: 377.070.099

4. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 4 :

   "That the director of the Company Mr. Georgios Crystallis who is retiring by rotation in accordance with the relevant provisions of the Company's Articles of Association but being eligible offers himself for re-election, be and is hereby re–elected in his office."

   The resolution is approved as an ordinary resolution with immediate effect by the following votes:

   For: 198.951.325
   Against: 5.000
   Abstain: 0
   Non – attending: 377.070.099

5. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 5:

"That the remuneration to be granted to the directors of the Company and the Chairs and Members of the Board Committees, as set out in the Nomination Committee proposal, be and is hereby approved and adopted."

The resolution is approved as an ordinary resolution with immediate effect by the following votes:

For: 198.951.325
Against: 5.000
Abstain: 0
Non – attending: 377.070.099

6. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 6:

"That the re-election of the Chairman and of the member of the Nomination Committee which will serve for a term of two years in accordance with the recommendation proposed by the Nomination Committee, be and are hereby approved."

The resolution is approved as an ordinary resolution with immediate effect by the following votes:

For: 198.951.325
Against: 5.000
Abstain: 0
Non – attending: 377.070.099

7. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 7:

"That the auditors' remuneration for the year ended 31 December 2019, amounting to €35.000 be and is hereby approved."

The resolution is approved as ordinary resolution with immediate effect by the following votes:

For: 198.956.325
Against: 0
Abstain: 0
Non – attending: 377.070.099

8. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 8:

"That Messrs PricewaterhouseCoopers Limited, be and are hereby appointed as the auditors of the company for the year 2020 and until the conclusion of the next Annual General Meeting and that the Board of directors be and are hereby authorized to fix their remuneration at a later stage."

The resolution is approved as ordinary resolution with immediate effect by the following votes:

For: 198.956.325
Against: 0
Abstain: 0
Non – attending: 377.070.099

SPECIAL BUSINESS

1. The Chairman of the Meeting presented and read the Report of the Board of Directors (a copy of which is attached hereto and marked as Appendix A, and forms an integral part of these minutes), explaining the reasons for the proposed resolution to waive the pre-emption rights to be granted pursuant to section 60B of Companies Law Cap.113.

The Chairman then proceeded and read the following proposed resolution as this appeared on the relevant notice of the Annual General Meeting and marked as special resolution 1:

"That the pre-emption rights granted to the existing shareholders of the Company in relation to any new shares to be issued for any future public offering(s) and/or private placement(s) and/or allotment to the existing shareholders and new investors and/or conversion(s) of any convertible bonds issued by and/or convertible loans granted to the Company, pursuant to section 60B of the Companies Law Cap. 113, for an indicative price range in United States Dollars equivalent to NOK0,20 – NOK5,00 per share, provided that no issue shall be for a price below the nominal value of the shares, be and are hereby waived and be valid until the Annual General Meeting of the Company of the year 2021."

The Chairman of the meeting further added that, taking into consideration the relevant provisions of section 59A of the Companies Law Cap. 113 and the fact that less than half of the issued share capital of the Company is represented at this meeting, this resolution shall be taken by a majority of two thirds of the votes corresponding to the represented issued share capital being [ ]. The resolution is thus approved with immediate effect by the following votes:

For: 173.872.525
Against: 25.083.800
Abstain: 0
Non – attending: 377.070.099

2. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as ordinary resolution 2:

"That the Board of Directors be and is hereby generally authorized and empowered to issue and allot new shares to the existing shareholders and/or new investors and/or convertible bondholders and/or convertible lenders up to the limit of the authorized share capital as it stands on the day of such new issue, for an indicative price range in United States Dollars equivalent to NOK0,20 – NOK5,00 per share and provided that no issue shall be for a price below the nominal value of the shares, no later than the Annual General Meeting of the Company of the year 2021."

The resolution is approved as ordinary resolution with immediate effect by the following votes:

For: 177.665.576
Against: 21.290.749
Abstain: 0
Non – attending: 377.070.099

3. The Chairman read the following proposed resolution as this appeared on the relevant notice of the meeting as special resolution 3:

"That the Board of Directors be and is hereby authorized and empowered to proceed with the purchase of the Company's own shares, as prescribed by the relevant provisions of article 57A of the Companies Law, within a time period of twelve months from the date of approval of this resolution and subject to the following terms:

a. That the maximum number of shares to be acquired shall not exceed at any time ten per cent (10%) of the subscribed capital;
b. That the acquisition price shall be between NOK 0,20 to NOK 5,00 per ordinary share;
c. That such shares shall be held for a period not exceeding two years."

The resolution is approved as special resolution with immediate effect by the following votes:

For: 198.951.325
Against: 5.000
Abstain: 0
Non – attending: 377.070.099

There being no further business to be transacted and the shareholders having authorised him to sign these minutes, the Chairman declared the meeting closed at 11:25 a.m.

Konstantinos Pantelidis
Chairman of the Meeting

Alfo Secretarial Limited
Secretary

Appendix A

Report of the Board of Directors of S.D. Standard Drilling Plc explaining the reasons for proposing a resolution for the waiving of the pre-emption rights afforded pursuant to section 60B(5) of Companies Law Cap.113

Waiver:

The Board of Directors is putting forward the following two resolutions for consideration and approval:

1. **"That the pre-emption rights granted to the existing shareholders of the Company in relation to any new shares to be issued for any future public offering(s) and/or private placement(s) and/or allotment to the existing shareholders and new investors and/or conversion(s) of any convertible bonds issued by and/or convertible loans granted to the Company, pursuant to section 60B of the Companies Law Cap. 113, for an indicative price range in United States Dollars equivalent to NOK0,20 – NOK5,00 per share, provided that no issue shall be for a price below the nominal value of the shares, be and are hereby waived and be valid until the Annual General Meeting of the Company of the year 2021."**

and

2. **"That the Board of Directors be and is hereby generally authorized and empowered to issue and allot new shares to the existing shareholders and/or new investors and/or convertible bondholders and/or convertible lenders up to the limit of the authorized share capital as it stands on the day of such new issue, for an indicative price range in United States Dollars equivalent to NOK0,20 – NOK5,00 per share and provided that no issue shall be for a price below the nominal value of the shares, no later than the Annual General Meeting of the Company of the year 2021."**

The authorized share capital of the Company is 865.000.000 ordinary shares, as resolved by the Annual General Meeting of the Company that took place on 5 June 2018. Currently the Company has issued 576.026.424 ordinary shares and as a result the number of authorized, but not issued shares, is 288.973.576 shares of US$ 0,03 each.

The aim of the above proposed resolutions is to give to the Company's Board of Directors sufficient flexibility to raise capital quickly in the future and to provide to the Company the ability to proceed and allot additional shares up to the limit of the authorized share capital through future issues and allotments of further new ordinary shares to existing shareholders and / or new investors and/or convertible bondholders and/or convertible lenders within the price range set forth in the resolutions and for a period up to the Annual General Meeting of the year 2021.

The Board of Directors is of the opinion that the above resolutions will maintain the ability of the Company to carry out future private placements in a swift manner and allow a proactive approach and flexible and swift responses to favorable market conditions for raising equity capital, thus making it more attractive to potential investors to approach the Company for investment.

The Board of Directors will continue to pursue to the Company's investment strategy, aiming for investments in the oil and gas and shipping sectors, directly or indirectly into companies, securities and/or assets, with the aim to control a larger fleet of vessels all acquired at low values for capital appreciation and investment income. The objective of the Company is to generate significant medium to long term capital growth. The main focus of the Company is currently the Platform Supply Vessel

("PSV") market and also the VLCC tanker market. However, the Company will pursue any attractive investment opportunities that may arise within the framework of industries it operates. The raising of equity through private placements enables the Company to raise capital in a timely and cost-efficient manner. The Board of Directors considers that this investment and financing strategy is in the best interest of the Company and its shareholders.

In addition to the above, the Board of Directors shall have no right to proceed with the allotment of any of the issued shares to any third party or parties if such allotment is related to take-over situations as described in the Norwegian Securities Trading Act Section 6-17 and therefore we are of the opinion that this restriction provides a sufficient level of protection to the existing shareholders of the Company.

Having taken full consideration of the above, we the members of the Board of Directors of the Company recommend the approval of the said resolutions.

On behalf of the Board of Directors

Konstantinos Pantelidis
Director

Limassol, 15 April 2020