



**DIAMOND OFFSHORE DRILLING, INC.**

March 30, 2023

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Diamond Offshore Drilling, Inc. to be held at the company's headquarters located at 15415 Katy Freeway, Houston, Texas 77094, on Wednesday, May 10, 2023, at 8:30 a.m. local time. Details regarding the meeting are provided in the accompanying Notice of Annual Meeting of Stockholders and proxy statement. We urge you to read this information carefully.

We would like to highlight several of the ways our Board of Directors and management team have been working on your behalf this past year:

**Operational Excellence:** During 2022, we were awarded significant new work from our customers at improving dayrates, adding \$1.3 billion of new backlog, including a new contract that allowed us to reactivate our ultra-deepwater harsh environment semisubmersible *Ocean GreatWhite*. In addition, in 2022 we continued operating at high levels of fleet utilization and operating efficiency, while achieving our best safety performance in the last four years.

**Robust Stockholder Engagement:** In March 2022, we relisted our shares of common stock on the NYSE and expanded our stockholder engagement efforts, meeting with a broad range of stockholders and investors throughout the year. After relisting, our stock price appreciated by more than 38% during the remainder of 2022 and by approximately 49% through our March 14, 2023 annual meeting record date.

**Board Composition:** Our Board is focused on maintaining a balance of leadership, diverse perspectives, relevant strategic skill sets and professional experience. Seven of our eight current directors (and both of our director nominees for election at the annual meeting) are independent. Diversity at our company is evolving, and our Board is leading by example. Two years ago, our Board did not include any gender, racial or ethnic diversity. Now, over 37% of the directors serving on our Board are either female or racially or ethnically diverse. In addition, in furtherance of our commitment to stockholder rights and strong governance, at the annual meeting we are proposing to amend our Certificate of Incorporation to declassify our Board.

**Focus on Operating Responsibly and Sustainably:** Both the Board and the Nominating, Governance and Sustainability Committee of the Board are focused on providing strong oversight of the company's corporate responsibility efforts. During 2022, the company published our first Sustainability Report on our company website and made progress in reducing fuel usage and the carbon footprint of our rigs.

On behalf of the Board and management, we appreciate your trust, support and participation.

Sincerely,

Neal P. Goldman  
Chairman of the Board

Bernie Wolford, Jr.  
President and Chief Executive Officer





**DIAMOND OFFSHORE DRILLING, INC.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on May 10, 2023**

The annual meeting of stockholders of Diamond Offshore Drilling, Inc. will be held at the office of the company located at 15415 Katy Freeway, Houston, Texas 77094, on Wednesday, May 10, 2023, at 8:30 a.m. local time, for the following purposes, as more fully described in the accompanying proxy statement:

- To elect two Class II directors, each to serve until our annual meeting of stockholders in 2026 and until his/her respective successor is duly elected and qualified or until his/her earlier death, resignation, disqualification or removal;
- To hold an advisory vote on executive compensation;
- To hold an advisory vote on the frequency of future advisory votes on executive compensation;
- To ratify the appointment of Deloitte & Touche LLP as the independent auditor for our company and its subsidiaries for fiscal year 2023;
- To approve amendments to our Certificate of Incorporation to declassify the Board of Directors; and
- To transact such other business as may properly come before the meeting or any adjournments or postponements.

Our stockholders of record at the close of business on March 14, 2023 are entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements. Additional information regarding the annual meeting is included in the attached proxy statement. Your vote is important. Whether or not you plan to attend the meeting in person, please vote as promptly as possible using the Internet or telephone as instructed on your enclosed proxy card, or, if you received a paper copy of the proxy materials, by signing, dating and returning the proxy card. The Board of Directors recommends a vote **FOR** each of the Class II director nominees recommended by your Board on the proxy card, **FOR** the resolution approving executive compensation, **FOR** the ratification of the appointment of Deloitte & Touche LLP as our independent auditor for fiscal year 2023 and **FOR** the amendments to our Certificate of Incorporation to declassify our Board. In addition, our Board recommends to hold an advisory vote on executive compensation **EVERY YEAR**.

March 30, 2023

By Order of the Board of Directors,

David L. Roland  
Senior Vice President, General Counsel and Secretary

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Meeting of Stockholders to be Held on May 10, 2023:**

Our proxy statement, proxy card and 2022 annual report are available at [www.proxydocs.com/DO](http://www.proxydocs.com/DO).

## Table of Contents

<b>Proxy Statement Summary</b> .....	1
<b>Questions and Answers About the Annual Meeting and Voting</b> .....	4
<b>Stock Ownership of Principal Stockholders</b> .....	9
<b>Stock Ownership of Management and Directors</b> .....	10
<b>Election of Directors (Proposal No. 1)</b> .....	11
Overview of Changes to our Board of Directors and Corporate Governance Structure since 2021 .....	11
Director Nominees .....	11
Director Independence .....	15
Board Committees .....	16
Board Diversity and Director Nominating Process .....	18
Executive Sessions of Independent Directors .....	19
Board Leadership Structure .....	19
Board Oversight of Risk Management .....	20
Director Attendance at Meetings .....	21
Director Compensation .....	21
Code of Ethics and Corporate Governance Guidelines .....	23
Environmental, Social and Governance (ESG) Focus .....	24
Loans to Directors and Executive Officers .....	25
Prohibitions Against Hedging and Pledging .....	25
Reporting of Ethics and Compliance Concerns .....	25
Public Policy Engagement and Political Activities .....	25
Transactions with Related Persons .....	25
<b>Audit Committee Report</b> .....	27
<b>Compensation Discussion and Analysis</b> .....	28
Executive Summary .....	28
Compensation Philosophy and Program Objectives .....	29
Elements of Compensation .....	30
Indemnification of Directors and Executive Officers .....	39
Risk Management Considerations .....	39
Employment Agreements .....	40
<b>Compensation Committee Report</b> .....	41
<b>Executive Compensation</b> .....	42
2022 Summary Compensation Table .....	42
2022 Nonqualified Deferred Compensation .....	45
2022 Grants of Plan-Based Awards .....	46
Stock Plan .....	47
Equity Compensation Plan Information .....	47
Outstanding Equity Awards at Fiscal Year-End 2022 .....	48
2022 Option Exercises and Stock Vested .....	48
2022 Pay Versus Performance .....	49
Potential Payments Upon Termination or Change in Control .....	53
CEO Pay Ratio .....	56
<b>Advisory Vote on Executive Compensation (Proposal No. 2)</b> .....	58
<b>Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation (Proposal No. 3)</b> .....	59
<b>Ratification of Appointment of Independent Auditor (Proposal No. 4)</b> .....	60
Audit Fees .....	60
Auditor Engagement and Pre-Approval Policy .....	60
<b>Approval of Amendments to our Certificate of Incorporation to Declassify our Board (Proposal No. 5)</b> ..	61
<b>Solicitation Expenses</b> .....	63
<b>Communications with Diamond Offshore and Others</b> .....	63
<b>Stockholder Proposals and Nominations for our 2024 Annual Meeting</b> .....	63
<b>Other Matters</b> .....	64
<b>Appendix A</b> .....	A-1



**DIAMOND OFFSHORE DRILLING, INC.**

**PROXY STATEMENT SUMMARY  
For the Annual Meeting of Stockholders  
to be held on May 10, 2023**

*This summary is included to provide an introduction and overview of certain of the information in this proxy statement. This is a summary only and does not contain all of the information we have included in this proxy statement. You should refer to the full proxy statement for more information about us and the proposals you are being asked to consider.*

**ABOUT DIAMOND OFFSHORE**

Diamond Offshore Drilling, Inc. (which we refer to in this proxy statement as we, our, us, Diamond Offshore, our company or the company) is a leader in offshore drilling, providing innovation, thought leadership and contract drilling services to solve complex deepwater challenges around the globe. We provide contract drilling services to the energy industry with a fleet of 14 floater rigs (four owned drillships, eight semisubmersibles and two managed rigs). Additional information is available at <http://www.diamondoffshore.com/>.

**DIRECTOR NOMINEES\***

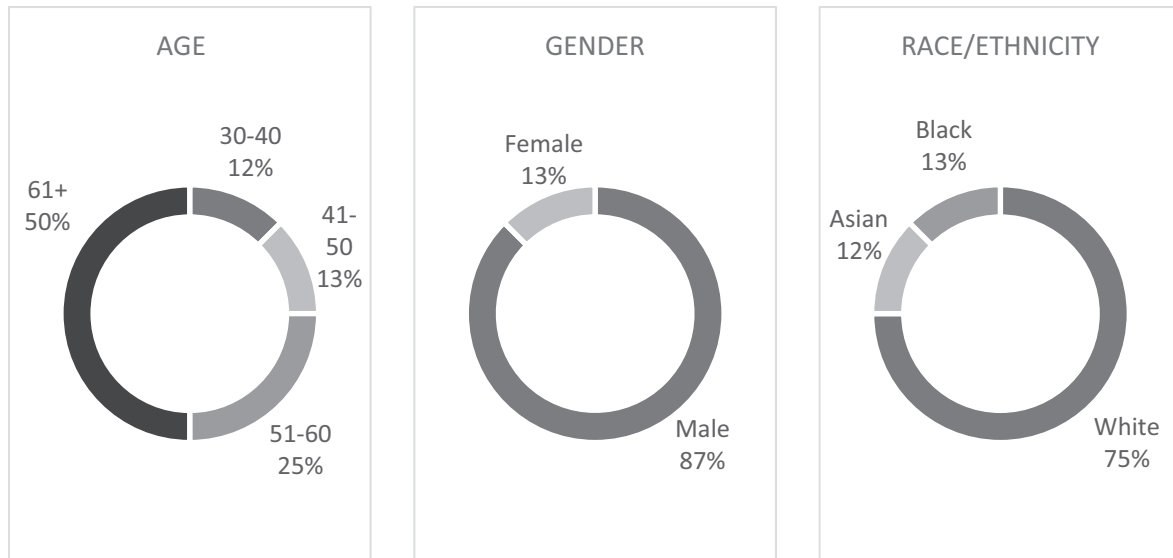
Since our emergence from our Chapter 11 reorganization in April 2021, our Board of Directors (or Board) has been classified into three staggered classes, designated as Class I, Class II and Class III, with one class of directors standing for election each year. Upon the recommendation of the Nominating, Governance and Sustainability Committee (or the NG&S Committee), the Board adopted, subject to stockholder approval at our 2023 annual meeting of stockholders (which we refer to as the Annual Meeting), amendments to our Certificate of Incorporation to declassify the Board and institute annual elections of directors on a phased-in basis. See “Approval of Amendments to our Certificate of Incorporation to Declassify our Board (Proposal No. 5).”

Our current Class II directors serve for a term expiring at the Annual Meeting, and one of our current Class II directors has been nominated to stand for re-election at the Annual Meeting to serve until the annual meeting of stockholders to be held in 2026. The other Class II director nominee for election at the Annual Meeting does not currently serve on our Board. The director nominees for the Annual Meeting are set forth below:

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Gender</u>	<u>Director Since</u>	<u>Committees</u>			
					<u>Audit</u>	<u>Comp</u>	<u>NG&amp;S</u>	<u>Special</u>
Patrice Douglas .....	—	60	Female	—	—	—	—	—
Neal P. Goldman .....	COB	53	Male	2021	X	Chair	X	X

\* Both director nominees are independent.  
Key: COB – Chairman of the Board; Chair – Committee Chairman

## CURRENT BOARD DIVERSITY



## 2022 CORPORATE GOVERNANCE PRACTICES

We believe that strong corporate governance is essential and supports the long-term success of our business. Our Board and its committees help set the tone for our company, and our management devotes time and attention to matters of corporate responsibility, including environmental, social and governance (or ESG) matters. Our NG&S Committee has primary oversight for our ethics and governance efforts. We strive to implement corporate governance policies and structures that reflect best practices, including:

- ✓ 7 of our 8 current directors are independent
- ✓ Independent chairs of the Board and Audit, Compensation and NG&S Committees
- ✓ 100% of the Board has been refreshed since 2021
- ✓ Regular executive sessions of independent directors
- ✓ Separation of the Chairman of the Board and Chief Executive Officer, or CEO, positions
- ✓ 3 of our 8 current directors are female and/or racially/ethnically diverse
- ✓ Risk oversight by full Board and committees, including the NG&S Committee overseeing ESG matters and initiatives
- ✓ Annual Board and committee assessments
- ✓ Prohibition of pledging and hedging transactions related to our equity securities by directors and executive officers
- ✓ Active and ongoing stakeholder engagement
- ✓ No poison pill
- ✓ If the declassification proposal is approved by the stockholders at the Annual Meeting, all directors will be elected annually after a three-year phase-in period
- ✓ Director access to experts and advisors
- ✓ Robust Code of Business Conduct for directors, officers and employees
- ✓ Annual say-on-pay vote for stockholders
- ✓ An annual Sustainability Report published on our website

## 2022 COMPENSATION PROGRAMS AND PRACTICES

At our 2022 annual meeting of stockholders, our company received strong support for our executive compensation programs, with 92% of votes cast approving, on an advisory basis, our executive compensation.

In 2022, as in prior years, our Compensation Committee considered the results of the say-on-pay vote in its review of our compensation program and policies and determined to continue with a compensation program that we believe is thoughtful, consistent and aligns with the company's business strategies. We generally strive to align pay with company performance and to link the majority of pay for executives to long-term business strategies and key priorities. We measure incentive performance against challenging goals that are aligned with our key business priorities. We discourage imprudent risk taking by avoiding undue emphasis on any one metric or short-term goal.

Certain other key features of our executive compensation program include:

- ✓ No tax gross-ups for executive officers
- ✓ "Double trigger" change in control benefits
- ✓ No non-CEO executive employment contracts
- ✓ Independent compensation consultant hired by and reporting to our Compensation Committee
- ✓ Pay for performance philosophy weighted towards variable at-risk performance-based compensation
- ✓ Effective balance between differentiated short-term and long-term compensation incentives and performance goals
- ✓ Employ a robust goal-setting process to align goals with company strategy
- ✓ Cap annual cash incentive payment for executive officers
- ✓ Prohibit executive officers from hedging or pledging company stock
- ✓ No excessive perquisites, benefits or severance benefits



**DIAMOND OFFSHORE DRILLING, INC.**

**PROXY STATEMENT  
For the Annual Meeting of Stockholders  
to be held on May 10, 2023**

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**Why am I receiving these materials, and when and where will the meeting be held?**

Our Board is providing you these proxy materials in connection with the Board's solicitation of proxies for our Annual Meeting to be held at the office of the company located at 15415 Katy Freeway, Houston, Texas 77094, on Wednesday, May 10, 2023, commencing at 8:30 a.m. local time, and any adjournments and postponements of the Annual Meeting. This proxy statement summarizes information related to your vote at the Annual Meeting.

We intend to begin mailing proxy materials on or about March 30, 2023. Whether or not you plan to attend the Annual Meeting, you may submit a proxy to vote your shares by the Internet, phone or mail as described below.

If it is not possible or advisable to hold the Annual Meeting in person as planned, we will announce alternative arrangements for the meeting as promptly as practicable, which may include holding the Annual Meeting solely by means of remote communication. Any such change, including details on how to participate and vote in a remote Annual Meeting, would be announced in advance, and details would be posted on our website at [www.diamondoffshore.com](http://www.diamondoffshore.com) and filed with the Securities and Exchange Commission (or the SEC). It is important that you retain a copy of your Control Number found on the proxy card or voting instruction form, as such number will be required to gain access to any remote Annual Meeting. As always, we encourage you to vote your shares prior to the Annual Meeting.

**What is the purpose of the Annual Meeting, and how does the Board of Directors recommend that I vote?**

<u>Voting Item</u>	<u>Board Recommendation</u>	<u>Reason for Recommendation</u>
1. Election of Two Class II Directors	<b>FOR</b> each nominee listed below and on the enclosed proxy card	The Class II director nominees were recommended to the Board by our NG&S Committee. The Board believes the recommended nominees possess the skills and expertise necessary to successfully oversee the implementation of our strategic plans for the benefit of stockholders, employees and other stakeholders.
2. Approve Executive Compensation	<b>FOR</b>	The Board believes our executive compensation programs are reasonable and effectively align executive compensation with performance.
3. Recommend Frequency of Advisory Vote on Executive Compensation	<b>EVERY YEAR</b>	An annual vote will provide stockholders a regular opportunity to provide input on our compensation policies and programs.
4. Ratify Appointment of Independent Auditors	<b>FOR</b>	As recommended by the Audit Committee.



<u>Voting Item</u>	<u>Board Recommendation</u>	<u>Reason for Recommendation</u>
5. Approve Amendments to Certificate of Incorporation to Declassify Board	<b>FOR</b>	As recommended by the NG&S Committee. Enabling annual votes on all directors is consistent with our commitment to stockholder rights and strong corporate governance.

### **Who is soliciting my proxy?**

Our Board is soliciting proxies on our behalf using the enclosed proxy card to be voted at the Annual Meeting. All costs of soliciting the proxies will be paid by the company. Copies of solicitation materials will be furnished to banks, brokers, nominees and other fiduciaries and custodians to forward to beneficial owners of our common stock held by such persons. We will reimburse such persons for their reasonable out-of-pocket expenses in forwarding solicitation materials. In addition to solicitations by mail, some of the company's directors, officers and other employees, without extra compensation, might supplement this solicitation by telephone, personal conversation or other communication.

### **Who is entitled to attend and vote at the Annual Meeting?**

Only holders of record of our common stock at the close of business on March 14, 2023, the record date for the Annual Meeting (or the Record Date), or the holders of their valid proxies may attend and vote at the Annual Meeting. A list of our stockholders will be available for review at our executive offices in Houston, Texas during ordinary business hours for a period of 10 days prior to the meeting. Each person attending the Annual Meeting may be asked to present a photo ID before being admitted to the meeting. In addition, stockholders who hold their shares through a broker or nominee (i.e., in street name) should be prepared to provide proof of their beneficial ownership, such as a brokerage statement showing their ownership of shares as of March 14, 2023.

Each stockholder is entitled to one vote for each share of common stock held. Shares of our common stock represented in person or by a properly submitted proxy will be voted at the Annual Meeting. At the close of business on the Record Date, there were 101,416,965 shares of our common stock outstanding and entitled to vote. Common stock is our only class of stock entitled to vote at the Annual Meeting.

### **What constitutes a quorum?**

The presence at the Annual Meeting, whether in person or by proxy, of the holders of a majority of the outstanding shares of our common stock entitled to vote at the Annual Meeting is required to constitute a quorum for the transaction of business.

### **How do I vote?**

#### *Stockholders of Record: Shares Registered in Your Name*

If you are a stockholder of record, there are several ways for you to vote your shares. Whether or not you plan to attend the Annual Meeting, we urge you to vote by the enclosed proxy card prior to the Annual Meeting to ensure that your vote is counted.

- Via the Internet: You may vote at the website listed on the enclosed proxy card 24 hours a day, seven days a week. Have your enclosed proxy card available when you access the website and use the Control Number shown on your proxy card.
- By Telephone: You may vote using a touch-tone telephone by calling the toll-free number listed on the enclosed proxy card 24 hours a day, seven days a week. Have your enclosed proxy card available when you call and use the Control Number shown on your proxy card.

- By Mail: You may vote using your enclosed proxy card by completing, signing, dating, and returning the proxy card in the self-addressed, postage-paid envelope provided. If you properly complete your enclosed proxy card and send it to us in time to vote, your proxy (one of the individuals named on your proxy card) will vote your shares as you have directed.
- In Person: You may vote in person during the Annual Meeting.

*Beneficial Owners: Shares Registered in the Name of a Broker, Bank or Other Agent*

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a proxy card and voting instructions with proxy materials from that organization rather than directly from us. Please check with your bank, broker or other agent and follow the voting instructions they provide to vote your shares. Generally, you will have three options for returning your proxy.

- By Method Listed on Your Voting Instruction Card: Please refer to your voting instruction card or other information provided by your broker, bank or other agent to determine whether you may vote by telephone or electronically on the Internet and follow the instructions on the voting instruction card or other information provided by your broker, bank or other agent. Many banks and brokerage firms offer Internet and telephone voting. If your bank, broker or other agent does not offer Internet or telephone voting information, please follow the other voting instructions they provide to vote your shares.
- By Mail: You may vote by signing, dating and returning your voting instruction card in the pre-addressed envelope provided by your broker, bank or other agent.
- In Person: To vote during the Annual Meeting, you may be required to obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with the proxy materials or contact your broker, bank or other agent to request the proxy form authorizing you to vote the shares.

If you receive multiple proxy cards from the company or your broker, bank or other agent, this usually indicates that your shares are held in more than one account, such as two brokerage accounts and are registered in different names. You should complete and return each of the proxy cards to ensure that all of your shares are voted. Unless you revoke your proxy, your shares of common stock represented by your proxy will be voted at the Annual Meeting in accordance with the directions given in your proxy.

**How will my shares be voted if I do not specify how they should be voted?**

If you are a stockholder of record and you indicate when voting in person, on the Internet or by telephone that you wish to vote as recommended by the Board, then your shares will be voted at the Annual Meeting in accordance with the Board's recommendation on all matters presented for a vote at the Annual Meeting. Similarly, if you sign and return the enclosed proxy card but do not indicate how you want to vote your shares for a particular proposal or for all proposals, then for any proposal for which you do not so indicate, your shares will be voted in accordance with the Board's recommendation.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, then the organization that holds your shares may generally vote your shares in its discretion on "routine" matters but cannot vote on "non-routine" matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the Inspector of Election that it does not have the authority to vote on that matter with respect to your shares. This is generally referred to as a "broker non-vote."

If any other matter is presented at the Annual Meeting, your proxy will vote in accordance with his or her best judgment. As of the date of this proxy statement, we know of no matters that need to be acted on at the Annual Meeting other than those discussed in this proxy statement.

### **Can I change my vote after I return my proxy card?**

Your proxy may be revoked at any time before its exercise by signing, dating and delivering written notice of revocation to David L. Roland, Corporate Secretary, Diamond Offshore, 15415 Katy Freeway, Suite 100, Houston, Texas 77094, or by submitting a valid proxy that is dated later, or, if you attend the Annual Meeting in person, by submitting notice of revocation to the Inspector of Election referred to below during the Annual Meeting.

### **How will votes be recorded and where can I find the voting results of the Annual Meeting?**

Votes will be tabulated and certified by our Inspector of Election. In tabulating votes, the Inspector of Election will make a record of the number of shares voted for or against each nominee and each other matter voted upon, the number of shares abstaining with respect to each nominee or other matter, and the number of shares held of record by broker-dealers that are present at the Annual Meeting but not voting. We plan to announce preliminary voting results during the Annual Meeting and to publish the final results in a current report on Form 8-K following the Annual Meeting.

### **What vote is required to approve each item to be voted on at the Annual Meeting?**

*Election of Directors.* A plurality of the votes cast is required for the election of directors. Accordingly, the two valid nominees for election as Class II directors at the Annual Meeting who receive the most “For” votes among votes properly cast for election will be elected.

*Frequency of Future Advisory Votes on Executive Compensation.* For the advisory vote on the frequency of future advisory votes on executive compensation (Proposal No. 3), the option of every one year, every two years or every three years that receives the highest number of votes cast will be the recommendation of the stockholders considered by the Board.

*Declassification of Board.* The affirmative vote of the holders of at least 2/3 of the shares of common stock issued and outstanding as of the Record Date is required to approve the amendments to our Certificate of Incorporation to declassify the Board (Proposal No. 5).

*Votes Required to Adopt Other Proposals.* The affirmative vote of shares of common stock representing a majority of the votes cast (excluding abstentions and broker non-votes) by the holders of shares present and entitled to vote on the matter is required to approve each of the other proposals to be voted on at the Annual Meeting.

### **How are abstentions and broker non-votes counted?**

Abstentions and broker non-votes (*i.e.*, shares with respect to which a broker indicates that it does not have authority to vote on a matter) will be counted for purposes of determining whether a quorum is present at the Annual Meeting. Abstentions and broker non-votes will have the same effect as a vote “against” the proposal to amend our Certificate of Incorporation to declassify the Board. Shares that are voted to abstain and broker non-votes will not be counted as votes cast and, therefore, will have no effect on the outcome of the voting for directors or the outcome of the voting for any other proposal.

### **Conduct of the Meeting**

The Chairman has broad responsibility and legal authority to conduct the Annual Meeting in an orderly and timely manner. This authority includes establishing rules of conduct and procedures for stockholders who wish to attend the meeting. In fairness to all stockholders in attendance, and in the interest of conducting a fair,

informative, orderly and constructive meeting, the rules must be followed and will be enforced. Copies of the rules will be available at the Annual Meeting. Below are some of the rules that will apply:

- Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting, and attendees will be subject to security inspections. Recording of the Annual Meeting or the Q&A session following the Annual Meeting is prohibited without the written consent of the company.
- In accordance with our Bylaws, only the proposals properly noticed and listed in the proxy statement will be brought before the Annual Meeting. Any proposal or nomination not timely and properly submitted is out of order and will be barred from consideration.
- Only questions submitted by email and received prior to the Annual Meeting will be addressed after the formal business of the Annual Meeting. For more information, see “Submitting a Question for the Annual Meeting” below.

### **Submitting a Question for the Annual Meeting**

After the formal business of the Annual Meeting, as time allows, we will address properly-submitted questions from stockholders regarding the company. Stockholders who desire to submit a question for the Annual Meeting must submit the question by email to **ir@dodi.com** prior to the Annual Meeting, identifying their name and organization. Only questions submitted and received prior to the Annual Meeting will be addressed during the meeting. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together. We will not address any questions that are not appropriate or relevant for the Annual Meeting, which could include, among other things, questions that we determine are:

- irrelevant to the business of the company or to the business of the Annual Meeting;
- related to material non-public information of the company;
- related to personal matters or grievances or are in furtherance of the stockholder’s personal or business interests;
- include derogatory references or that are otherwise in bad taste;
- relate to pending or threatened litigation;
- proposals or director nominations that were not properly and timely submitted; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting.

If a stockholder has questions that are not answered during the meeting, the stockholder can contact the company’s Investor Relations Department at (281) 647-4035 or **ir@dodi.com** after the Annual Meeting.

## STOCK OWNERSHIP OF PRINCIPAL STOCKHOLDERS

The following table shows certain information as of March 1, 2023 as to all persons who, to our knowledge, were the beneficial owners of 5% or more of our common stock, which was our only outstanding class of voting securities as of such date. The information provided below with respect to the stockholders has been furnished to us by or on behalf of the stockholders, and we have not sought to independently verify such information. All shares reported were owned beneficially by the persons indicated unless otherwise indicated below.

<u>Name and Address</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class</u>
Contrarius Investment Management Limited . . . . . 2 Bond Street St. Helier, Jersey JE2 3NP Channel Islands	8,983,909 (1)	8.87%
BlackRock, Inc. . . . . 55 East 52 <sup>nd</sup> Street New York, NY 10055	8,080,734 (2)	7.98%
KGH Ltd . . . . . Caves Point, 3C West Bay Street Nassau, Bahamas	7,249,478 (3)	7.16%
Wellington Management Group LLP c/o Wellington Management Company LLP . . . . . 280 Congress Street Boston, MA 02210	6,704,785 (4)	6.62%
The Vanguard Group . . . . . 100 Vanguard Blvd. Malvern, PA 19355	5,703,595 (5)	5.63%
Capital World Investors . . . . . 333 South Hope Street, 55 <sup>th</sup> Floor Los Angeles, CA 90071	5,273,358 (6)	5.20%

- (1) Based on the Schedule 13G jointly filed by Contrarius Investment Management Limited and Contrarius Investment Management (Bermuda) Limited with the SEC on February 7, 2023, Contrarius Investment Management Limited and Contrarius Investment Management (Bermuda) Limited shared voting and dispositive power over all of such shares. The address for Contrarius Investment Management Limited is 2 Bond Street, St. Helier, Jersey JE2 3NP, Channel Islands. The address for Contrarius Investment Management (Bermuda) Limited is Waterloo House, 100 Pitts Bay Road, Pembroke HM 08 Bermuda.
- (2) Based on the Schedule 13G filed by BlackRock, Inc. with the SEC on February 3, 2023, BlackRock, Inc. had sole voting power over 7,772,662 of such shares and sole dispositive power over all of such shares.
- (3) Based on the Schedule 13G/A (Amendment No. 1) jointly filed by KGH Ltd, Key Group Holdings Master Fund SPC for and on behalf of KGH Market Neutral Strategies Master SP, Millinvest, Ltd. and Sunil Jagwani with the SEC on February 14, 2023, KGH Ltd, Millinvest, Ltd. and Sunil Jagwani shared voting and dispositive power over all of such shares and Key Group Holdings Master Fund SPC for and on behalf of KGH Market Neutral Strategies Master SP shared voting and dispositive power over 6,078,582 of such shares. The address for each of KGH Ltd, Millinvest, Ltd. and Sunil Jagwani is Caves Point, 3C West Bay Street, Nassau, Bahamas. The address for Key Group Holdings Master Fund SPC for and on behalf of KGH Market Neutral Strategies Master SP is c/o Intertrust, One Nexus Way, Camana Bay, Grand Cayman KY1-9005, Cayman Islands.
- (4) Based on the Schedule 13G jointly filed by Wellington Management Group LLP, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP and Wellington Management Company LLP with the SEC on February 6, 2023, Wellington Management Group LLP, Wellington Group Holdings LLP and Wellington Investment Advisors Holdings LLP shared voting power over 6,432,111 of such shares and shared dispositive power over all of such shares,

and Wellington Management Company LLP shared voting power over 6,318,744 of such shares and shared dispositive power over 6,518,289 of such shares. The address for each of Wellington Management Group LLP, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP and Wellington Management Company LLP is c/o Wellington Management Company LLP, 280 Congress Street, Boston, MA 02210.

- (5) Based on the Schedule 13G filed by The Vanguard Group with the SEC on February 9, 2023, The Vanguard Group shared voting power over 71,073 of such shares, had sole dispositive power over 5,546,150 of such shares and shared dispositive power over 157,445 of such shares.
- (6) Based on the Schedule 13G filed by Capital World Investors with the SEC on February 13, 2023, Capital World Investors had sole voting power and sole dispositive power over all of such shares.

### STOCK OWNERSHIP OF MANAGEMENT AND DIRECTORS

The following table shows the shares of our common stock beneficially owned as of March 1, 2023 by each of our current directors and director nominees, each of our executive officers named in the *2022 Summary Compensation Table* below, and all our current directors and executive officers as a group. Each such director, nominee and executive officer individually, and all of our current directors and executive officers as a group, owned less than 1% of our common stock. Except as otherwise noted, the named beneficial owner had sole voting power and sole investment power with respect to the number of shares shown below.

<u>Name of Beneficial Owner</u>	<u>Shares of our Common Stock</u>
Patrice Douglas . . . . .	—
Benjamin C. Duster, IV . . . . .	—
Neal P. Goldman . . . . .	—
John H. Hollowell . . . . .	—
Raj V. Iyer . . . . .	—
Ane Launy . . . . .	—
Patrick Carey Lowe . . . . .	—
Adam C. Peakes . . . . .	—
Bernie Wolford, Jr. (1) . . . . .	688,932
David L. Roland (2) . . . . .	36,119
Dominic A. Savarino (3) . . . . .	<u>27,569</u>
All Directors and Executive Officers as a Group (10 persons, including those listed above other than Ms. Douglas) . . . . .	752,620

- (1) Includes (i) 614,858 shares of our common stock issued in connection with the vesting of restricted stock and (ii) 74,074 unvested shares of time-vesting restricted stock, each representing one share of our common stock.
- (2) Includes (i) 35,309 shares of our common stock issued in connection with the vesting of restricted stock units (or RSUs) and (ii) 810 shares of our common stock issuable upon the exercise of warrants that are currently exercisable. Fractional shares have been rounded to the nearest whole share.
- (3) Includes (i) 25,309 shares of our common stock issued in connection with the vesting of RSUs and (ii) 2,260 shares of our common stock issuable upon the exercise of warrants that are currently exercisable. Fractional shares have been rounded to the nearest whole share.

**ELECTION OF DIRECTORS  
(Proposal No. 1)**

**Overview of Changes to our Board of Directors and Corporate Governance Structure since 2021**

On April 26, 2020, we and 14 of our subsidiaries filed voluntary petitions for reorganization under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (or the Bankruptcy Court). On April 8, 2021, the Bankruptcy Court entered a written order in our chapter 11 reorganization confirming our Joint Plan of Reorganization (or our Joint Plan), and on April 23, 2021, our Joint Plan became effective and we emerged from bankruptcy. Effective upon our emergence, all of our existing directors resigned from the Board and all Board committees and the following six directors designated by our Ad Hoc Group of Senior Noteholders (as defined in our Joint Plan) were appointed to our Board: Neal P. Goldman, John H. Hollowell, Raj V. Iyer, Ane Launy, Patrick Carey Lowe and Adam C. Peakes.

In addition, effective upon our emergence in April 2021, our Certificate of Incorporation and Bylaws were amended to, among other things, classify our Board into three classes, designated as Class I, Class II and Class III, with one class of directors standing for election each year. The initial Class I directors served for an initial term that expired at our 2022 annual meeting of stockholders and, following the recommendation of our NG&S Committee, each of the initial Class I directors was nominated to stand for re-election as a Class I director at the 2022 annual meeting and was re-elected to serve until the annual meeting of stockholders to be held in the third year following the year of their election. The initial Class II directors serve for a term expiring at the Annual Meeting; and the initial Class III directors serve for a term expiring at the first annual meeting of stockholders following the Annual Meeting. Commencing with the Class I directors re-elected at our 2022 annual meeting, the successors of the class of directors whose term expires at each annual meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until each respective director's successor is duly elected and qualified or his or her earlier death, resignation, disqualification or removal.

Effective on May 7, 2021, Bernie Wolford, Jr. was appointed as our President and CEO. On May 8, 2021, Mr. Wolford was appointed as a Class III member of our Board. In April 2022, our Board approved the addition of Benjamin C. Duster, IV to serve as a Class III director, effective on May 3, 2022. Our Board currently consists of the following directors:

<u>Name</u>	<u>Director Class</u>	<u>Position</u>	<u>Age as of March 1, 2023</u>	<u>Director Since</u>
John H. Hollowell . . . . .	I	Director	65	2021
Patrick Carey Lowe . . . . .	I	Director	64	2021
Adam C. Peakes . . . . .	I	Director	49	2021
Neal P. Goldman . . . . .	II	Chairman of the Board	53	2021
Ane Launy . . . . .	II	Director	36	2021
Benjamin C. Duster, IV . . . . .	III	Director	62	2022
Raj V. Iyer . . . . .	III	Director	51	2021
Bernie Wolford, Jr. . . . .	III	Director, President and CEO	63	2021

Upon the recommendation of the NG&S Committee, the Board adopted, subject to stockholder approval at the Annual Meeting, amendments to our Certificate of Incorporation to declassify the Board and institute annual elections of directors on a phased-in basis. See "Approval of Amendments to our Certificate of Incorporation to Declassify our Board (Proposal No. 5)."

**Director Nominees**

Our Board currently consists of eight directors. One of our current directors, Ane Launy, was not nominated for re-election at the Annual Meeting. Following the recommendation of our NG&S Committee, the



Board has nominated Patrice Douglas and Neal P. Goldman to stand for election as Class II directors at the Annual Meeting, to serve until the annual meeting of stockholders held in the third year following the year of their election or until each respective director's successor is duly elected and qualified or his or her earlier death, resignation, disqualification or removal. Our Board has determined that each of such nominees (and each other member of the Board other than Mr. Wolford) satisfies the independence requirements provided for under the rules of the SEC and the New York Stock Exchange (or NYSE). The biographies of the nominees and our other continuing directors, including their business experience during the past five years and other background information and individual qualifications, attributes and skills, are described below.

**The Board recommends a vote FOR the election of Patrice Douglas and Neal P. Goldman as Class II directors.**

In the absence of contrary instructions, the proxies we receive from holders of our common stock will be voted at the Annual Meeting for the election of each of the Board's nominees. Although we do not contemplate that either of the nominees will be unable to serve, decline to serve or otherwise be unavailable as a nominee at the time of the Annual Meeting, if that occurs we expect that the proxies will be voted for such other candidate(s) as our Board may nominate or our Board may adopt a resolution reducing the number of directors constituting our entire Board.

#### *Class II Director Nominees for Election*

*Patrice Douglas*, age 60, is an attorney representing energy companies, financial institutions, municipalities and utilities on legal, regulatory and compliance matters. From 2011 to 2015, Ms. Douglas served on the Oklahoma Corporation Commission (or the OCC), which regulates all oil and gas drilling, utilities and telephone companies in the state, including as Chairman of the OCC beginning in 2012. She served as Executive Vice-President of First Fidelity Bank from 2008 to 2011, and as Senior Vice-President and then President of SpiritBank from 2004 to 2008. Ms. Douglas also served as Mayor of Edmond, Oklahoma from 2009 through 2011. Ms. Douglas has served as a member of the board of directors, Chair of the Nominating and Governance Committee and a member of the Audit Committee of Amplify Energy Corp., a NYSE-listed independent oil and gas company, since February 2021, and as a member of the board of directors of Midstates Petroleum Company, Inc., an oil and gas company and predecessor to Amplify Energy, from 2016 through 2019, where she also served as Chair of the Nominating and Governance Committee and then Chair of the Audit Committee.

Ms. Douglas is a senior financial and legal executive with extensive experience in energy and a broad range of other industries. Her unique professional and leadership abilities, including as a director and audit committee member, will provide our Board with valuable strategic and analytical insight.

*Neal P. Goldman* has served as our Chairman of the Board since May 2021 and is currently the Managing Member of SAGE Capital Investments, LLC, a consulting firm specializing in independent board of director services, restructuring, strategic planning and transformations for companies in multiple industries including energy, technology, media, retail, gaming and industrials. Mr. Goldman was a Managing Director at Och Ziff Capital Management, L.P. from 2014 to 2016 and a Founding Partner of Brigade Capital Management, LLC from 2007 to 2012, which he helped build to over \$12 billion in assets under management. Mr. Goldman has served on the board of directors as Chairman of the Board of Talos Energy Inc., a NYSE-listed oil and gas company, since 2018, and as a director, Chair of the Nominating and Governance Committee and a member of the Audit and Compensation and Human Resources Committees of Weatherford International plc, a publicly-traded oilfield services company, since 2019.

Mr. Goldman has over 25 years of experience in investing and working with companies in a variety of industries to maximize stockholder value. In addition to his current board of director service, Mr. Goldman has served on numerous other public and private company boards throughout his career, including Fairway Markets, Eddie Bauer, Toys R Us, J. Crew, Ultra Petroleum, Ditech Holding, Midstates Petroleum and



NII Holdings. Through his extensive board of director experience, Mr. Goldman has developed expertise overseeing public and private companies that have experienced complex corporate governance and financial situations, which enables him to provide us and our Board with strategic direction and operational oversight.

### *Class III Incumbent Directors*

*Benjamin C. Duster, IV*, is Founder and CEO of Cormorant IV Corporation, LLC, a consulting firm specializing in operational turnarounds and organizational transformations. Since June 2022, Mr. Duster has also served as Chief Financial Officer of Mobile Technologies, Inc., an electronics and loss prevention company, where he is responsible for the Finance/Accounting, HR, IT and Administrative functions. Prior to founding Cormorant in 2014, Mr. Duster was a Senior Adviser at Watermark Advisors from 2006 to 2015, Partner at Masson & Company from 2001 to 2006, a Managing Director at Wells Fargo (Wachovia Securities) from 1997 to 2001 and a Vice President at Salomon Brothers Inc. from 1985 to 1997. Mr. Duster has served as a director, Chair of the Audit Committee and member of the Strategic Review Committee of Republic First Bancorp, Inc., a publicly-traded commercial bank, since July 2022, as a director, Chair of the Audit Committee and member of the Compensation Committee of Chesapeake Energy Corporation, a publicly-traded oil and gas producer, since February 2021, and as a director, Chair of the Compensation and Human Resources Committee and a member of the Audit and Nominating and Governance Committees of Weatherford International plc, a publicly-traded oilfield services company, since 2020.

Mr. Duster is an experienced professional with particular focus on operations, finance and strategic advisory and interim management, helping organizations assess and improve their execution effectiveness to ensure long-term sustainable value creation. His extensive experience on Wall Street, including in mergers and acquisitions and strategic advisory services in developed and emerging markets, provides our Board with valuable expertise and vision.

*Raj V. Iyer* is the CEO and a director of SpecifX, Inc., a company focusing on direct lithium extraction. Prior to joining SpecifX in October 2022, Mr. Iyer served as a Partner and Senior Portfolio Manager at Canyon Partners, a leading alternative investment manager with approximately \$25 billion in assets under management, from 2006 to April 2021. Prior to joining Canyon, Mr. Iyer worked as a managing director at Colden Capital Management. Mr. Iyer began his career at Morgan Stanley, where he worked on structuring derivative transactions. Mr. Iyer is a Chartered Financial Analyst.

Mr. Iyer is a senior investment professional with over 20 years of investment experience in complex restructurings and distressed debt in a variety of companies in energy, retail, financial services and other cyclical sectors. He has been deeply involved in the restructuring of the offshore services sector and has significant expertise in assessing balance sheet flexibility, optimizing cost of capital across financing sources and driving value-added returns for all stakeholders through governance and incentive alignment. This experience, combined with his financial and transactional expertise, enables Mr. Iyer to provide effective insight for our Board.

*Bernie Wolford, Jr.* has served as our President and CEO and as a director since May 2021. Prior to joining our company, Mr. Wolford served as the CEO and a director of Pacific Drilling S.A., a publicly-traded offshore drilling contractor, from November 2018 to April 2021. From 2010 to 2018, Mr. Wolford served in senior operational roles at Noble Corporation, another offshore drilling contractor, including five years as the company's Senior Vice President – Operations. He began his career with Transworld Drilling Company in 1981 and has worked in numerous locations across the globe. Mr. Wolford is also a significant stockholder of Mass Technology Corporation, an independent service provider to the downstream refining and storage sector.

Mr. Wolford developed an extensive background in the global offshore drilling industry during his tenures at Pacific Drilling, Noble and Transworld that enables him to provide valuable contributions and perspective to our Board. His broad experience and understanding of the worldwide energy services industry provides valuable

insight to our Board's strategic and other deliberations. In addition, Mr. Wolford's day-to-day leadership and involvement as our President and CEO provides him with personal direct knowledge and insight regarding our operations.

#### *Class I Incumbent Directors*

*John H. Hollowell* retired from Royal Dutch Shell in 2018, where he most recently served as the President and CEO of Shell Midstream Partners, L.P., a NYSE-listed company that owns, operates, develops and acquires pipelines and other midstream and logistics assets. Mr. Hollowell held numerous positions of increasing responsibility during his 38-year career with Shell, including serving as the Executive Vice President – Deepwater, responsible for Shell's upstream business in the Gulf of Mexico and Brazil, Vice President – Production for Shell E&P Europe, where he was accountable for Shell's offshore assets in the United Kingdom, Holland and Norway, and Vice President – Distribution for Shell's downstream business, responsible for Shell's fuel storage and distribution business globally. Since 2018, Mr. Hollowell has served on the board of managers for Beacon Offshore Energy, a privately-held independent E&P operator focused on deepwater Gulf of Mexico.

Mr. Hollowell's extensive background in the global oil and gas industry while at Shell enables him to provide valuable advice to our Board on industry issues and customer perspectives. His broad experience and understanding of the worldwide energy services industry, including offshore exploration, provides additional insight for our Board.

*Patrick Carey Lowe* retired as the Executive Vice President and Chief Operating Officer at Valaris plc, a NYSE-listed offshore drilling contractor, in December 2019. Mr. Lowe served as Ensco's Executive Vice President and Chief Operating Officer from 2015 until 2019, when Ensco merged with Rowan and the combined company was renamed Valaris. Mr. Lowe held numerous executive positions at Ensco, including Executive Vice President for investor relations, strategy and human resources; Senior Vice President of the eastern hemisphere; and Senior Vice President of engineering, capital projects and health, safety and the environment. Prior to joining Ensco, Mr. Lowe spent nearly 30 years in operational, engineering, human resources, and general management positions in the oil and gas industry, including general manager and hemisphere manager positions at Occidental Petroleum in Qatar and Latin America. Mr. Lowe began his career with Sedco, a U.S. drilling contractor that later became Sedco Forex under Schlumberger's ownership. Since January 2020, Mr. Lowe has served on the board of directors and compensation committee of PHI Group, Inc., a provider of helicopter services for the oil and gas and aeromedical industries.

Mr. Lowe's 40-year career in the oil and gas industry and as a former offshore drilling executive enables him to advise our Board on industry issues and perspectives. As a result of his extensive experience in oil and gas executive, corporate development and operational matters, Mr. Lowe provides the Board with expertise in industry corporate leadership, corporate planning and strategic development.

*Adam C. Peakes* has served as the Executive Vice President and Chief Financial Officer for the Hornblower Group, a privately-held company in the global travel and experiences industry, since April 2022. From 2019 through April 2022, Mr. Peakes was the Executive Vice President and Chief Financial Officer for Merichem Corporation, a privately-held company focused on sulfur removal and spent caustic handling for companies in the midstream and downstream energy sectors. Prior to joining Merichem, Mr. Peakes served as the Senior Vice President and Chief Financial Officer of Noble Corporation, a NYSE-listed offshore drilling contractor, from 2017 to 2019. From 2011 to 2016, Mr. Peakes was a Managing Director and Head of Oilfield Services at Tudor, Pickering, Holt & Company, an investment banking firm. Mr. Peakes served on the board of directors of Trecora Resources, a NYSE-listed manufacturer of specialty petrochemical products and provider of custom processing services, from 2019 to June 2022, and on the board of directors of Petroserv Marine Inc., an offshore drilling contractor with operations in Brazil, Indonesia and India, from 2020 to March 2021.

Mr. Peakes' background as a chief financial officer and his experience in the oilfield services financial sector provides him the necessary skills to lead our Audit Committee. His extensive experience in financial leadership and services, strategic financial management and investment banking enables him to provide our Board with valuable insight and expertise. This experience and knowledge also qualify him to serve as the financial expert on our Audit Committee.

### **Director Independence**

In determining independence, each year our Board determines whether directors have any "material relationship" with our company or with any members of our senior management. When assessing the materiality of a director's relationship with us, the Board considers all relevant facts and circumstances known to it and the frequency or regularity of the services provided to us or our affiliates by the director, any member of his or her immediate family, or any organizations with which the director has an affiliation, whether the services are being carried out at arm's length in the ordinary course of business and whether the services are being provided substantially on the same terms to us as those prevailing at the time from unrelated parties for comparable transactions.

The Board has established guidelines to assist it in determining director independence. Under these guidelines, a director would not be considered independent if:

- (1) any of the following relationships existed during the past three years:
  - (i) the director is our employee or has received more than \$120,000 per year in direct compensation from us, other than director and committee fees and pension or other forms of deferred compensation for prior service;
  - (ii) the director provided significant advisory or consultancy services to us or is affiliated with a company or firm that has provided significant advisory or consultancy services to us (annual revenue of the greater of 2% of the other company's consolidated gross revenues or \$1 million is considered significant for this purpose);
  - (iii) the director has been a significant customer or supplier of ours or has been affiliated with a company or firm that is a significant customer or supplier of ours (annual revenue of the greater of 2% of the other company's consolidated gross revenues or \$1 million is considered significant for this purpose);
  - (iv) the director has been employed by or affiliated with an internal or external auditor that within the past three years provided services to us; or
  - (v) the director has been employed by another company where any of our current executives serve on that company's compensation committee;
- (2) the director's spouse, parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law, or any other person sharing the director's home (other than a domestic employee), has a relationship described in (1) above; or
- (3) the director has any other relationships with us or with any member of our senior management that our Board determines to be material.

After considering all known relevant facts and circumstances and applying the independence guidelines described above, our Board has determined that each of our Class II director nominees and our current directors other than Mr. Wolford are independent under the NYSE's corporate governance listing standards (or the NYSE Listing Standards) and our independence guidelines described above. We refer to our current seven independent directors as our Independent Directors.

## Board Committees

Our Board has established the following standing committees: Audit Committee, Compensation Committee and NG&S Committee. The current members of these standing Board committees are identified below:

<u>Director</u>	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>NG&amp;S Committee</u>
Neal P. Goldman . . . . .	*	Chair	*
John H. Hollowell . . . . .		*	Chair
Ane Launy . . . . .	*	*	
Patrick Carey Lowe . . . . .			*
Adam C. Peakes . . . . .	Chair		

From time to time, our Board also forms additional committees for specific purposes and limited durations. For example, in 2021, the Board appointed the Special Committee to explore strategic alternatives to maximize stockholder value. The Special Committee is comprised of Adam C. Peakes (Chair), Neal P. Goldman, John H. Hollowell and Patrick Carey Lowe.

Our Audit, Compensation and NG&S Committees operate under written charters that describe the functions and responsibilities of each committee. Each charter can be viewed on our website at [www.diamondoffshore.com](http://www.diamondoffshore.com) in the “Investors” section under “Corporate Governance.” A copy of each charter can also be obtained by writing to us at Diamond Offshore, Attention: Corporate Secretary, 15415 Katy Freeway, Suite 100, Houston, Texas 77094. The preceding Internet address and all other Internet addresses referenced in this proxy statement are for information purposes only and are not intended to be a hyperlink. Accordingly, no information found or provided at such Internet addresses or at our website in general (or at other websites linked to our website) is intended or deemed to be incorporated by reference in this proxy statement.

### ***Audit Committee***

The primary function of the Audit Committee is to assist our Board with its responsibility of overseeing the integrity of our financial statements, our compliance with legal and regulatory requirements, the qualifications and independence of our independent auditor, the performance of our internal audit function and independent auditor and our systems of disclosure controls and procedures, internal control over financial reporting and compliance with our adopted ethical standards. Our internal audit controls function maintains critical oversight over the key areas of our business and financial processes and controls, and provides reports directly to the Audit Committee. The committee has sole authority to directly appoint, retain, compensate, evaluate and terminate the independent auditor and to approve all engagement fees and terms for the independent auditor. The members of the committee meet regularly with representatives of our independent auditor firm and with our manager of internal audit without the presence of management.

Our Board has determined that each member of the Audit Committee satisfies the independence and other requirements for Audit Committee members provided for under the rules of the SEC and the NYSE. The Board has also determined that Adam C. Peakes qualifies as an “audit committee financial expert” under SEC rules. The Board has designated that Ms. Douglas will serve as a member of the Audit Committee if she is elected as a Class II director at the Annual Meeting and has determined that she satisfies the independence and other requirements for Audit Committee members provided for under the rules of the SEC and the NYSE.

### ***Compensation Committee***

The primary function of the Compensation Committee is to assist our Board in discharging its responsibilities relating to compensation of our executive officers. The Compensation Committee determines

and approves compensation for our executive officers and directors and administers our employee incentive compensation plans. In accordance with its charter, the committee may form and delegate authority to sub-committees consisting of one or more of its members when appropriate. The committee does not delegate to management any of its functions in setting executive compensation under its charter. The committee has authority to retain or obtain advice of outside legal counsel, compensation consultants or other advisors to assist in the evaluation of director, CEO or executive officer compensation, including responsibility for the appointment, compensation and oversight of any such advisor retained by the committee. In 2021 and 2022, the committee engaged Lyons, Benenson & Company Inc., a compensation consulting firm (which we refer to as LB&C), to review and provide advice to the committee regarding our executive and non-employee director compensation programs. During 2022, a representative of LB&C attended most Compensation Committee meetings. In connection with the firm's engagement, the committee considered the independence of LB&C in light of SEC rules and the NYSE Listing Standards and concluded that the work of the firm would not raise any conflict of interest. Among the factors considered by the committee in determining the firm's independence were the following:

- Other services provided to our company by the firm;
- The amount of fees to be paid by us as a percentage of the firm's total revenues;
- Policies or procedures maintained by the firm designed to prevent a conflict of interest;
- Business or personal relationships between the individual consultants involved in the engagement and any committee member;
- Our common stock owned by the individual consultants involved in the engagement; and
- Business or personal relationships between our executive officers and the firm or the individual consultants involved in the engagement.

The Compensation Committee completes a review of all elements of compensation at least annually. All compensation decisions with respect to executive officers other than our CEO are determined in discussion with, and frequently based in part upon the recommendation of, our CEO. The committee makes all determinations with respect to the compensation of our CEO, including establishing performance objectives and criteria related to the payment of his compensation, and determining the extent to which such objectives have been achieved. See *"Compensation Discussion and Analysis"* for more information about the responsibilities of the Compensation Committee and the role of management with respect to compensation matters.

*Compensation Committee Interlocks and Insider Participation.* The current members of the Compensation Committee are Neal P. Goldman, John H. Hollowell and Ane Launy. Our Board has determined that each member of the Compensation Committee is independent and satisfies the additional independence requirements for compensation committee members provided for under the rules of the SEC and NYSE. No member of the Compensation Committee is, or was during 2022, an officer or employee of our company. During 2022:

- None of our executive officers served as a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Compensation Committee;
- None of our executive officers served as a director of another entity, one of whose executive officers served on our Compensation Committee; and
- None of our executive officers served as a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Board.

## **NG&S Committee**

The NG&S Committee assists the Board with its responsibility for oversight of the director nominations process and our corporate governance, including determining and recommending to the Board the criteria for selecting director nominees; identifying, evaluating and recommending candidates and nominees for the Board, including consideration of any director candidates recommended by stockholders; and developing and recommending to the Board director independence standards, succession plans for the CEO and corporate governance policies and practices. The duties of the committee also include overseeing ESG matters and reviewing and making recommendations to the Board on our company's policies and performance in relation to sustainability-related matters, including health and safety, process safety, the environment, climate change, human rights and workplace policies, security and emergency management, charitable and philanthropic activities, public advocacy and political donations, culture, inclusion and diversity. Our Board has determined that each member of the committee satisfies the definition of "independent" as established under the NYSE Listing Standards.

## **Board Diversity and Director Nominating Process**

Our Board recognizes the benefits of diversity throughout our company and the merits of achieving diversity. In identifying, evaluating and nominating individuals to serve as our directors, including those identified by stockholders, our Board does not have formal diversity requirements or rules. Rather, the Board believes that our company is best served by directors with a wide range of perspectives, professional experience, skills and other individual qualities and attributes. Our Board considers diversity broadly to include diversity of race, ethnicity and gender, as well as diversity of viewpoint, professional experience and individual characteristics, qualities and skills, resulting in the inclusion of naturally varying perspectives among the directors. Our Board also considers whether these capabilities and characteristics will enhance and complement the full Board so that, as a unit, the Board possesses the appropriate skills and experience to oversee our business, ensure consideration of a wide range of perspectives and serve the long-term interests of our stockholders.

More than 37% of the directors currently serving on our Board are either female or racially or ethnically diverse. Our current directors vary in age from 36 to 65. As described above under our director biographies, the current composition of our Board also reflects a variety of expertise, skills, experience and professional and personal backgrounds, including in the following areas:

*Offshore oil and gas and oilfield services  
Strategy, leadership and core business skills  
Finance and risk management  
Global energy, business and technology  
Safety, environment and sustainability*

*Public company CEOs and boards  
Investment and M&A  
Restructuring  
Human capital management  
Public company governance*

Our NG&S Committee will, subject to the terms of our Certificate of Incorporation and Bylaws, review any candidates recommended by stockholders for positions on the Board. Our Bylaws provide that any stockholder entitled to vote at a meeting of stockholders who is a record owner at the time of giving notice and at the time of the meeting and who satisfies the other requirements and complies with the procedures specified in our Bylaws may nominate persons for election to the Board, subject to any conditions, restrictions, limitations and other requirements imposed by our Certificate of Incorporation or Bylaws. These procedures include a requirement that our Corporate Secretary receive timely written notice of the nomination, which, for our next annual meeting of stockholders, means that the nomination must be received no earlier than January 11, 2024, and not later than February 10, 2024, unless the date of the next annual meeting is more than 30 days before or more than 60 days after May 10, 2024. Any notice of nomination must be addressed to Diamond Offshore,



15415 Katy Freeway, Suite 100, Houston, Texas 77094, Attention: Corporate Secretary, and must include, as to each Nominating Person (as defined in our Bylaws), in addition to any other information required by our Certificate of Incorporation or Bylaws:

- The name and address of such Nominating Person and the class or series and number of our shares that are, directly or indirectly, owned of record or beneficially owned by such Nominating Person;
- Any Disclosable Interests (as defined in our Bylaws) including, among other things, any material pending or threatened legal proceeding in which such Nominating Person is a party or material participant involving our company, any of our officers or directors or any of our affiliates; any other material relationship between such Nominating Person, on the one hand, and us or any of our affiliates, on the other hand; or any other information relating to such Nominating Person that would be required to be disclosed in a proxy statement or other filing required to be made in connection with solicitations of proxies or consents by such Nominating Person in support of the business proposed to be brought before the meeting pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (or the Exchange Act);
- As to each candidate whom a Nominating Person proposes to nominate for election as a director, all Nominee Information (as defined in our Bylaws) including, among other things, all information with respect to such candidate for nomination that would be required if such candidate for nomination were a Nominating Person and all information relating to such candidate for nomination that is required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14(a) under the Exchange Act, as well as a completed and signed questionnaire, representation and agreement as required by our Bylaws; and
- The consent of each nominee to serve as our director if so elected.

Nominations of directors may also be made by our Board as otherwise provided in our Bylaws. In determining whether it will nominate a candidate for a position on our Board, the Board considers those matters it deems relevant, which may include the candidate's integrity; business specialization; career achievements; breadth of experience; soundness of judgment; ability to make independent analytical inquiries; independence and potential conflicts of interest; potential to meet the present needs of the Board in light of the current mix of director skills and attributes; ability to represent the total corporate interests of our company and our stockholders; and diversity of race, ethnicity and gender. While our Board believes that its current membership comprises a variety of perspectives, professional experience, skills and other qualities and attributes, the Board is committed to efforts to increase diversity and will continue to consider diversity of race, ethnicity and gender among other relevant factors when assessing individual candidates and nominees to fill Board vacancies that occur in the future.

### **Executive Sessions of Independent Directors**

Our Independent Directors and each of the Audit Committee, Compensation Committee, and NG&S Committee meet regularly in executive sessions without the presence of management. Our Board has selected Neal P. Goldman to serve as the presiding director at meetings of our Independent Directors.

### **Board Leadership Structure**

Our Board's leadership structure consists of an independent Chairman of the Board and independent chairs of the Audit Committee, Compensation Committee and NG&S Committee. Neal P. Goldman currently serves as our Chairman of the Board. As an independent Chairman, Mr. Goldman also functions as the lead Independent Director by chairing separate meetings of the Independent Directors, facilitating the ability of the Independent Directors to fulfill their responsibilities and communicating any concerns of the Independent Directors to the full Board and to our executive management. The Board believes this structure provides

independent Board leadership and engagement and strong oversight of management while providing the benefit of having the Chairman lead regular Board meetings as we discuss key business and strategic issues and set the agenda for Board meetings. Although our Board currently separates the roles of CEO and Chairman, our Board believes that either structure can be effective. Separating the roles of CEO and Chairman recognizes the differences between the two roles and allows our CEO to focus on our day-to-day business, while allowing our Chairman to guide the CEO and lead the Board in its fundamental role of providing advice to, and oversight of, management. Combining the CEO and Chairman roles can be beneficial because CEOs are closely involved in the day-to-day operations of their companies and are well positioned to elevate critical business issues for consideration by their boards of directors, and combining these positions would allow the CEO to effectively execute the company's strategic initiatives and business plans and confront challenges facing the company. Our Board has no fixed policy with respect to combining or separating the positions and may in the future reevaluate this determination.

### **Board Oversight of Risk Management**

Our Board recognizes the importance of understanding, evaluating and managing risk and its impact on the financial health of our company and has the ultimate oversight responsibility for the risk management process. The Board's role in risk oversight is consistent with our leadership structure, with our CEO and other members of senior management having responsibility for assessing and managing our risk exposure, and the Board and its committees providing oversight in connection with those efforts. The Board exercises these responsibilities regularly as part of its meetings and also through the Board's standing committees, each of which examines various components of enterprise risk as part of their responsibilities. In particular, the Audit Committee focuses on financial risk, including internal controls, and discusses risk assessment with management and our internal and external auditors. In addition, in setting compensation, the Compensation Committee endeavors to create incentives that encourage a level of risk-taking behavior consistent with our business strategies and long-term stockholder value. The NG&S Committee is specifically charged with overseeing ESG matters, including related risk management.

Our Board oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, long-term organizational performance and enhanced stockholder value. The involvement of the full Board in setting our business strategy is a key part of the Board's assessment of our tolerance for risk. The Board also regularly reviews information regarding our credit, liquidity and operations, as well as the associated risks, including cybersecurity risks. Throughout the year, the Board and the relevant Board committees receive updates from management with respect to various enterprise risk management issues and dedicate a portion of their meetings to reviewing and discussing specific risk topics in greater detail, including risks related to cybersecurity and COVID-19, to, among other things, assist in identifying the principal risks facing our company, identifying and evaluating policies and practices that promote a culture designed to appropriately balance risk and reward, and evaluating risk management practices.

*Cybersecurity.* Cybersecurity is a critical part of our risk management. To address cybersecurity threats more effectively, we leverage a multi-layered approach. We have a dedicated Chief Information Officer (or CIO) whose team is responsible for leading enterprise-wide information security strategy, policy, standards, architecture and processes. The Board and the Audit Committee receive regular updates from senior management, including the CIO, on matters such as major cyber risk areas, cybersecurity technologies and practices and cybersecurity incidents. We also periodically engage third parties to perform cybersecurity assessments to detect vulnerabilities, such as ransomware or data loss.

*COVID-19.* Since 2020, in addition to COVID-19 discussions as part of risk updates to the Board and the relevant Board committees, the Board has been provided with updates on COVID-19's impact to our business, financial condition and operations through emails, teleconferences or other appropriate means of communication. We have COVID-19 risk protocols and responses embedded across our risk areas and will continue to evaluate our approach in addressing COVID-19-related risks as circumstances evolve.



## Director Attendance at Meetings

During 2022, our Board met six times, our Audit Committee met eight times, our Compensation Committee met eight times, our NG&S Committee met four times and our Special Committee met 20 times. Overall, the rate of attendance by our directors at Board and committee meetings during 2022 was 99%, and in 2022 no director attended less than 97% of the meetings of the Board and committees on which the director served. We do not require our Board members to attend our annual meeting of stockholders; however, five of our directors attended our 2022 annual meeting.

## Director Compensation

Our Board has delegated to our Compensation Committee, which is comprised solely of independent directors, the primary responsibility for reviewing and considering revisions to our director compensation program. In setting director compensation, the committee considers the amount of time our directors expend in fulfilling their duties as well as the skill level required of members of our Board. The committee's goal is to compensate our non-employee directors in a way that is competitive and attracts and retains directors of a high caliber. Mr. Wolford, our President and CEO, does not receive any cash or equity fee or other remuneration for his service as a director.

Upon our emergence from chapter 11 reorganization in April 2021, the Compensation Committee engaged LB&C to provide recommendations for our non-employee director compensation program. LB&C reviewed non-employee director compensation practices and trends and data from comparable oilfield services companies and recommended the following compensation program for our non-employee directors, which the Compensation Committee recommended to our Board and the Board approved, effective on April 23, 2021 (all cash retainer amounts to be paid in quarterly installments in advance):

- Annual cash retainer for our Chairman of the Board of \$150,000;
- Annual cash retainer for directors (other than our Chairman of the Board) of \$100,000;
- Annual cash retainer for the Chair of the Audit Committee of \$20,000;
- Annual cash retainer for the Chair of the Compensation Committee of \$15,000;
- Annual cash retainer for the members of the NG&S Committee and the non-Chair members of the Audit Committee and the Compensation Committee of \$10,000; and
- On April 23, 2021, non-employee directors received a grant of RSUs for 2021 and 2022 with an annual grant date value of \$120,000, for a total combined annual grant date value of \$240,000. Mr. Duster, who joined the Board on May 3, 2022, received a grant of RSUs on May 3, 2022 with a prorated grant date value of \$79,560. The RSUs granted on April 23, 2021 vested 30% on April 23, 2022 and the remaining 70% will vest on April 23, 2023, subject to the director's continuous service or employment with our company through the applicable vesting date. Mr. Duster's RSUs granted on May 3, 2022 will vest 30% on May 3, 2023 and 70% on May 3, 2024, subject to Mr. Duster's continuous service with our company through the applicable vesting date. If a director resigns at our request or we fail to nominate the director for election as a director on the Board, then 100% of the RSUs shall immediately vest on the date of such termination. Upon a change in control of our company, 100% of the RSUs shall vest, subject to the director's continuous service through consummation of the change in control. We will issue and deliver to the director the number of shares equal to the number of vested RSUs following the earliest to occur of (x) the fifth anniversary of the grant date, (y) a separation from service, and (z) a change in control. The director may elect, with respect to up to 40% of the vested and non-forfeitable RSUs, to receive cash equal to the fair market value of the shares underlying the RSUs instead of shares.

In addition, in August 2021, the company announced that the Board had established a special committee to explore strategic alternatives to maximize stockholder value. During 2022, the chair of the special committee was paid a monthly fee of \$20,000, and the other members of the committee were each paid a monthly fee of \$15,000.

In November 2022, based on advice and recommendations from LB&C, the Compensation Committee reevaluated the Board's compensation program and approved grants of RSUs to non-employee directors for 2023 on January 18, 2023 with a grant date value of \$120,000 (except our non-executive Chairman of the Board received a grant with a grant date value of \$180,000). The 2023 RSUs will vest on the first anniversary of the grant date, subject to the director's continuous service with our company through the vesting date. If a director resigns at our request for reasons other than cause, then 100% of the RSUs will immediately vest on the date of such termination. Upon a change in control of our company, 100% of the RSUs will vest, subject to the director's continuous service through consummation of the change in control. We will issue and deliver to the director the number of shares equal to the number of vested RSUs following the earliest to occur of (x) the fifth anniversary of the grant date, (y) a separation from service, and (z) a change in control.

## Director Compensation for 2022

The following table summarizes the compensation earned by our non-employee directors in 2022:

<u>Name(1)</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>RSU Awards (\$)(2)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
John H. Hollowell . . . . .	300,000	—	—	300,000
Patrick Carey Lowe . . . . .	290,000	—	—	290,000
Adam C. Peakes . . . . .	360,000	—	—	360,000
Neal P. Goldman . . . . .	365,000	—	—	365,000
Ane Launy . . . . .	120,000	—	—	120,000
Benjamin C. Duster, IV . . . . .	65,935	79,560	—	145,495
Raj V. Iyer . . . . .	100,000	—	—	100,000

- (1) Mr. Duster was elected to the Board on May 3, 2022. Bernie Wolford, Jr., our President and CEO, is not included in this table because he was an employee of our company during 2022, and therefore received no compensation for his service as director. The compensation received by Mr. Wolford as an employee of our company during 2022 is shown in the *2022 Summary Compensation Table* below.
- (2) This amount represents the aggregate grant date fair value of the award of RSUs granted to Mr. Duster pursuant to our 2021 Long-Term Stock Incentive Plan (or our Stock Plan) for the year ended December 31, 2022, computed in accordance with the Financial Accounting Standards Board’s Accounting Standards Codification Topic 718 (which we refer to as FASB ASC Topic 718). Assumptions used in the calculation of the dollar amount of this award are included in Note 7, *Stock-Based Compensation*, to our audited consolidated financial statements for the fiscal year ended December 31, 2022 included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which has been filed with the SEC.

As of December 31, 2022, these non-employee directors held the following outstanding, unvested company equity awards:

<u>Name</u>	<u>RSU Awards(#)</u>
John H. Hollowell . . . . .	36,364
Patrick Carey Lowe . . . . .	36,364
Adam C. Peakes . . . . .	36,364
Neal P. Goldman . . . . .	54,546
Ane Launy . . . . .	36,364
Benjamin C. Duster, IV . . . . .	10,135
Raj V. Iyer . . . . .	36,364

### Code of Ethics and Corporate Governance Guidelines

We have a Code of Business Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. Our code can be found on our website at [www.diamondoffshore.com](http://www.diamondoffshore.com) in the “Investors” section under “Corporate Governance” and is available in print to any stockholder who requests a copy by writing to our Corporate Secretary. We intend to post any changes to or waivers of our code for our principal executive officer, principal financial officer and principal accounting officer on our website.

In addition, our Board has adopted written Corporate Governance Guidelines to assist our directors in fulfilling their responsibilities. The guidelines are on our website at [www.diamondoffshore.com](http://www.diamondoffshore.com) in the “Investors” section under “Corporate Governance” and are available in print to any stockholder who requests a copy from our Corporate Secretary.

## Environmental, Social and Governance (ESG) Focus

We are committed to conducting our business in a safe, environmentally responsible and sustainable manner, and in a way that reflects our responsibilities to our stakeholders, which includes our employees, customers, investors, business partners, regulators and citizens in the communities where we live and work. We also believe that the effective management of ESG issues will help support the sustainability and the long-term growth of our business, and create value for our stakeholders. Our NG&S Committee is responsible for reviewing and making recommendations to the Board on our policies and performance in relation to sustainability-related matters, including health and safety, process safety, the environment, climate change, human rights and workplace policies, security and emergency management, charitable and philanthropic activities, public advocacy and political donations, and culture, inclusion and diversity.

In 2021, under the oversight of our NG&S Committee, we began to develop our ESG strategy and establish a framework for monitoring our ESG initiatives. In January 2022, we published our 2021 Sustainability Report, which is posted on our website at [www.diamondoffshore.com](http://www.diamondoffshore.com) in the “Investors” section under “Corporate Governance.” The report describes our initial efforts and initiatives regarding sustainability, governance, the environment and our employees. We recognize we are in the early stages of our ESG journey, but also that our commitment can serve as the foundation for our global culture and help strengthen the ties between our success and the well-being of our employees, customers, stockholders, communities and other stakeholders. To further our goals, we have prioritized our work into the following key ESG objectives:

- Health, Safety and Environment (or HSE)
- Economic Performance
- Employees
- Compliance with Laws and Regulations
- Corporate Governance

We understand the importance of being responsible stewards of our planet’s resources and the value in protecting it for our customers, communities and employees. We are in the beginning stages of developing our climate strategy but we have already made progress and have installed equipment on certain of our rigs to measure emissions, which has enabled us to identify methods for operating our rigs in a more fuel-efficient manner and thereby reduce greenhouse gas emissions and our carbon footprint.

We are committed to being a good corporate citizen as well as creating a positive employee environment. Our commitment to health and safety and the environment guides every aspect of our business. We pride ourselves on being an innovative leader in developing and implementing sophisticated and efficient job safety programs. We also believe that attracting, retaining and developing members of our workforce is critical to the sustainability of our business.

We invest in our people by recognizing the value of a diverse and inclusive workforce, offering numerous development and training opportunities, engaging employee programs, and providing generous benefit and wellness offerings. Creating and maintaining an environment where differences are valued and respected enhances our ability to recruit and retain the best talent in the marketplace and to provide a work environment that allows all employees to be their best.

We believe a healthy workforce leads to greater well-being at work and at home, and we offer benefits and resources to promote mental health and emotional wellness. Since the start of the COVID-19 pandemic in 2020, our management team has strived to promote the health and safety of our global employees. Throughout the pandemic, we have closely monitored the U.S. Centers for Disease Control and Prevention (CDC) and World Health Organization (WHO) guidelines to implement safety protocols for our employees in accordance with the latest guidance and provided services and resources to assist employees with a variety of medical and business needs.

Conducting business the right way — with integrity, holding ourselves to high ethical standards and acting in compliance with applicable laws and regulations — is one of our core principles and a foundation for our operations. We emphasize a culture of accountability and conduct our business in a manner that is fair, ethical and responsible to earn the trust of our stakeholders, including customers, employees, communities, partners and regulators. We have adopted a culture of ethics, and our Code of Business Conduct and Ethics requires that our directors and employees make business decisions guided by compliance with applicable laws, rules and expectations for ethical conduct.

#### **Loans to Directors and Executive Officers**

We comply and operate in a manner consistent with regulations prohibiting loans to our directors and executive officers.

#### **Prohibitions Against Hedging and Pledging**

We have a policy that prohibits our directors and employees (including our executive officers) from engaging in any hedging or short sale transactions related to our stock or other equity securities, thereby preventing our directors, executives and other employees from insulating themselves from the effects of poor stock performance. We also have a policy that prohibits our directors and employees (including our executive officers) from pledging our stock or other securities as collateral for a loan.

#### **Reporting of Ethics and Compliance Concerns**

We have a dedicated hotline and website available to all employees to report ethics and compliance concerns, anonymously if preferred, including concerns related to accounting, accounting controls, financial reporting and auditing matters. The hotline and website are administered and monitored by an independent monitoring company. A description of our procedures for confidential anonymous complaints regarding accounting, internal accounting controls and auditing matters can be found on our website at [www.diamondoffshore.com](http://www.diamondoffshore.com) in the “Investors” section under “Corporate Governance—Confidential Reporting” and is available in print to any stockholder who requests a copy from our Corporate Secretary.

#### **Public Policy Engagement and Political Activities**

In recent years, we have not engaged in public policy or political activities, and as a policy we generally do not make corporate political contributions. We may on occasion contribute to elections and to state and local initiative or referendum campaigns where our interests are directly involved and where permitted by applicable law. Our company and some of our employees participate in industry and business trade groups that may engage in their own lobbying or other advocacy activities. In addition, we encourage our employees to exercise their voting rights and to take an active interest in the Federal, state and local elective processes.

#### **Transactions with Related Persons**

We have a written policy requiring that any transaction, regardless of the size or amount, involving us or any of our subsidiaries in which any of our directors, director nominees, executive officers, principal stockholders or any of their immediate family members has had or will have a direct or indirect material interest, be reviewed and approved or ratified by our Audit Committee. All such transactions must be submitted to our General Counsel for review and reported to our Audit Committee for its consideration. In each case, the Audit Committee will consider, in light of all of the facts and circumstances known to it that it deems relevant, whether the transaction is fair and reasonable to our company.

Pursuant to our Joint Plan, on April 23, 2021, we entered into a registration rights agreement with certain parties (or the RRA Stockholders) that became beneficial owners of 5% or more of our common stock upon our

emergence from bankruptcy. The RRA Stockholders exercised their right to require us to file a shelf registration statement and we filed a registration statement on Form S-1, which we later converted to a registration statement on Form S-3, to register 20,229,065 shares of our common stock owned by the RRA Stockholders. The registration statement became effective on June 17, 2022. We will not receive any proceeds from the sale of these shares and will bear all expenses associated with the registration of such shares. The registration rights granted in the agreement are subject to customary indemnification and contribution provisions, as well as customary restrictions such as blackout periods.

On July 26, 2021, Avenue Energy Opportunities Fund II AIV, L.P. (or Avenue), a then-beneficial owner of more than 5% of our common stock, and Avenue's investment manager, Avenue Capital Management II, L.P. (which we refer to collectively with Avenue as Avenue Capital), filed a complaint against us to compel an annual meeting of stockholders pursuant to 8 Del. C. Section 211(c) before the Court of Chancery of the State of Delaware. On August 31, 2021, we and Avenue Capital agreed to settle the complaint. Under the terms of the settlement, Avenue Capital agreed to dismiss the complaint with prejudice and release all claims with respect to the alleged failure by us or our directors and officers to hold our 2021 annual meeting of stockholders, and we agreed to hold our next annual meeting of stockholders no later than January 21, 2022. At the request of the parties, on September 1, 2021, the Court of Chancery ordered the action dismissed with prejudice.

We scheduled our 2022 annual meeting of stockholders to be held on January 21, 2022. On November 18, 2021, Avenue Capital delivered to the company a purported notice of nominations with respect to the election of Class I directors at the annual meeting. We notified Avenue Capital that the notice was invalid because the notice and Avenue did not comply with the requirements set forth in our Bylaws, and therefore the notice could not be accepted. On November 30, 2021, Avenue Capital filed a request with the Delaware court, seeking an order compelling us to accept their notice.

On December 29, 2021, we and Avenue Capital entered into an agreement providing for the settlement of the above disputes. Pursuant to the settlement agreement, Avenue Capital withdrew their nominations notice and Delaware court action. Under the terms of the settlement agreement, Avenue Capital agreed to customary standstill restrictions during the period from December 29, 2021 until the earlier of (x) the date 30 days prior to the deadline for the submission of stockholder nominations of director candidates for our 2023 annual meeting of stockholders and (y) any public announcement by us of an extraordinary transaction. During the above standstill period, Avenue Capital agreed to cause its common stock in our company to be present for quorum purposes at any meeting of our stockholders at which directors are elected and to vote in favor of the slate of directors nominated by our Board for election. In addition, we agreed that in the event a vacancy on our Board arises as a result of certain events occurring prior to the one-year anniversary of the settlement agreement, we will appoint one director designated by Avenue Capital to fill such vacancy.

## AUDIT COMMITTEE REPORT

As discussed above under the heading “*Board Committees-Audit Committee*,” a primary role of the Board’s Audit Committee is to oversee the company’s financial reporting process and manage its relationship with the independent auditor. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the company’s audited financial statements for the year ended December 31, 2022 with the company’s management and independent auditor. The Audit Committee has also discussed with the company’s independent auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC. In addition, the Audit Committee has discussed with the independent auditor its independence in relation to the company and its management, including the matters in the written disclosures provided to the Audit Committee as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor’s communications with the Audit Committee concerning independence, and has determined that the provision of non-audit services provided by the auditor is compatible with maintaining the auditor’s independence.

The members of the Audit Committee rely without independent verification on the information provided to them by management and the independent auditor and on management’s representation that the company’s financial statements have been prepared with integrity and objectivity. The Audit Committee does not provide any expert or special assurance as to the company’s financial statements or any professional certification as to the independent auditor’s work. Accordingly, the Audit Committee’s oversight does not provide an independent basis to determine that management has applied appropriate accounting and financial reporting principles or internal controls and procedures, that the audit of the company’s financial statements has been carried out in accordance with generally accepted auditing standards, that the company’s financial statements are presented in accordance with generally accepted accounting principles, or that the company’s auditor is in fact “independent.”

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which has been filed with the SEC.

THE AUDIT COMMITTEE  
Adam C. Peakes, Chair  
Neal P. Goldman  
Ane Launy

## COMPENSATION DISCUSSION AND ANALYSIS

*Introductory note: The following discussion of executive compensation contains descriptions of various employee benefit plans and employment-related agreements. These descriptions are qualified in their entirety by reference to the full text or detailed descriptions of the plans and agreements, which are filed or incorporated by reference as exhibits to our Annual Report on Form 10-K for the year ended December 31, 2022 or a Current Report on Form 8-K subsequently filed with the SEC.*

This Compensation Discussion and Analysis describes our executive compensation program for 2022 and explains how our Compensation Committee made its compensation decisions for 2022 for our executive officers identified in the following table, consisting of our CEO, our CFO and our other most highly compensated executive officers as of December 31, 2022. We refer to the below group of executive officers collectively as our “named executive officers” or “NEOs.”

<u>Name</u>	<u>Title</u>
Bernie Wolford, Jr. . . . .	President and CEO (principal executive officer)
Dominic A. Savarino . . . . .	Senior Vice President and CFO (principal financial officer)
David L. Roland . . . . .	Senior Vice President, General Counsel and Secretary

### Executive Summary

We successfully emerged from our chapter 11 reorganization in April 2021, so 2022 was our first full calendar year after our emergence. As a result, our incentive compensation programs in 2022 returned to being primarily performance-based, at risk and dependent upon our achievement of specific, measurable performance goals. Our Board approved a 2022 short-term incentive program (which we refer to as our 2022 Incentive Plan) that covered certain of our executives, including our NEOs. The 2022 Incentive Plan provided the executives the opportunity to earn cash compensation defined as a percentage of their base salaries that was at-risk and was contingent on achievement of certain specified performance metrics, in addition to applicable award caps. Performance under the 2022 Incentive Plan was measured from January 1, 2022 through December 31, 2022. After completion of the 2022 Incentive Plan performance period, our Compensation Committee determined that we achieved below target performance under the plan. As a result, payments under the 2022 Incentive Plan were paid below target. Details of the 2022 Incentive Plan results and payments are included below.

In July 2021, we granted performance-based RSU awards to certain of our key employees, including Messrs. Roland and Savarino, that vest based on the achievement of performance goals over three consecutive one-year performance periods. Upon the grant of the awards in July 2021, the Compensation Committee established the performance metrics and goals applicable to the first year performance period from July 1, 2021 through June 30, 2022 and provided that the metrics and goals for the two remaining subsequent one-year performance periods would be established each year by the Compensation Committee at the beginning of the applicable performance period. After the completion of the first year performance period in 2022, the Compensation Committee determined that the Company had achieved 88% of the first year performance goals and therefore 88% of the 2021 performance-based RSU awards held by Messrs. Roland and Savarino applicable to the first year performance period were vested.

In addition, in 2022 the Compensation Committee established the performance metrics and threshold, target and stretch performance goals applicable for the second year performance period, which is effective from July 1, 2022 through June 30, 2023, for the 2021 performance-based RSU awards originally granted to Messrs. Roland and Savarino. The performance goals for the second-year performance period consist of (i) a specified level of achievement of five health, safety and environmental objectives, (ii) a specified level of



achievement of adjusted EBITDA, (iii) a specified amount of added cumulative contract backlog, (iv) a specified level of achievement of four ESG objectives and (v) achievement of strategic initiative goals determined by the Compensation Committee.

As approved by our Compensation Committee, on May 12, 2022, we granted additional equity incentive awards to certain of our key employees, including our CEO and other NEOs, consisting of time-based RSU awards that vest in equal amounts annually over a three-year period and performance-based RSU awards that vest based on the achievement of a target stock appreciation performance goal over a three-year period as determined by the Compensation Committee.

At our annual meeting of stockholders held in January 2022, our stockholders approved all our director nominees and proposals, including 92% approval of a non-binding advisory (say-on-pay) vote to approve the compensation of our executive officers. After our 2022 annual meeting, our Compensation Committee considered the results of the say-on-pay vote in its review of our compensation policies and has continuously re-evaluated and, as necessary, revised our compensation programs to make the programs more effective and responsive in achieving their intended reward, retention and incentive goals. We believe that we accomplished those goals during 2022.

### **Compensation Philosophy and Program Objectives**

Through our executive compensation program, we seek to achieve the following general goals:

- Attract and retain highly qualified and productive executives by striving to provide total compensation generally consistent with compensation paid by other companies in the energy industry (although we did not benchmark our compensation for 2022 to any particular group of companies);
- Motivate our executives to achieve strong financial and operational performance for our stakeholders;
- Structure compensation to create meaningful links between company and individual performance and financial rewards; and
- Limit corporate perquisites.

We do not rely on formula-driven plans when determining the aggregate amount of compensation for each NEO. The Compensation Committee takes many factors into account when making compensation decisions with respect to our executives, including the individual's performance and experience; the ability of the individual to affect our long-term growth and success; the company's overall performance; internal equity among the executives; and external, publicly available market data on competitive compensation practices and levels. The committee typically establishes the annual compensation program during the first quarter of each fiscal year, setting specific annual and long-term company goals and designing the compensation program for that year to support and reward the achievement of those goals. In setting the compensation for our NEOs other than the CEO, the committee considers, among other things, the recommendations of our CEO. Our CEO's recommendations are reviewed with and are acted upon by the committee in accordance with its charter. At least once a year, the committee reviews the compensation of our CEO and considers any necessary adjustments to his compensation level. The Committee is solely responsible for making all decisions on the compensation of our executives, and no executive is involved in determining any element of his or her own compensation.

*Market Considerations.* When making compensation decisions, we have also compared the compensation of our executive officers to the compensation paid to executives of comparably-sized companies engaged in businesses similar to ours, although we do not benchmark our compensation to any particular group of companies. In comparing compensation, we have considered market data, executive compensation surveys, advice of compensation consultants and other information related to compensation levels and practices. We

believe, however, that any such comparison should be merely a point of reference and not the determinative factor for our executives' compensation. The purpose of the comparison is to inform, but not supplant, the analyses of internal pay equity and individual performance that we consider when making compensation decisions. Accordingly, the Compensation Committee has discretion in determining the nature and extent of its use of comparative compensation information.

When reviewing executive compensation, the Compensation Committee may also consider our company's performance during the person's tenure and the anticipated level of compensation that would be required to replace the person with someone of comparable experience and skill. In addition to our periodic compensation review, we also regularly monitor market conditions and may adjust compensation levels as necessary to remain competitive and retain valuable employees.

### Elements of Compensation

In 2022, the principal components of compensation for our NEOs were:

- Base salary;
- Short-term incentive awards for the 2022 calendar year performance period;
- Long-term incentive awards granted on July 1, 2021 for three consecutive annual performance periods commencing July 1, 2021 and ending June 30, 2024, and long-term incentive awards granted on May 12, 2022 for a 3-year performance period; and
- Employee Benefits (medical, dental, life & disability insurance, 401(k) plan, and other customary employee benefits).

### Base Salary

Base salaries are established for each salaried position, including the positions held by our NEOs, after considering objective criteria relevant to the position, such as the position's level of financial and operational responsibility and supervisory duties, as well as the education and skills required to perform the functions of the position, and subjective factors such as the employee's contribution to our company and individual performance. The Compensation Committee recognizes that our CEO's compensation should reflect his greater policy- and decision-making authority and higher level of responsibility with respect to our strategic direction and our financial and operating results. At December 31, 2022, our CEO's annual base salary was approximately 59% higher than the annual base salary for the next highest-paid NEO and approximately 61% higher than the average annual base salary for our other NEOs.

The Compensation Committee reviews base salaries of our executives, including our NEOs, at least annually and may also adjust salaries from time to time to realign salaries with external market levels after considering individual responsibilities, performance and contribution to our company, experience, internal pay equity and budgetary issues.

The following table shows the annual base salaries for each of our NEOs as of January 1, 2022:

<u>Name</u>	<u>Title</u>	<u>Base Salary (\$)</u>
Bernie Wolford, Jr. . . . .	President and CEO	700,000
Dominic A. Savarino . . . . .	Senior Vice President and CFO	440,000
David L. Roland . . . . .	Senior Vice President, General Counsel and Secretary	405,600

On May 7, 2021, we appointed Mr. Wolford as our President and CEO with an annual base salary of \$700,000. In 2021, to reduce costs, our executives, including the NEOs, agreed to a voluntary temporary 5%

reduction in base salary effective from August 16, 2021 through April 1, 2022. After considering market compensation information and receiving advice and recommendations from LB&C, effective August 1, 2022, the Compensation Committee approved a 5% increase in base salary for Mr. Wolford to \$735,000, and a 6% increase in base salary for Mr. Roland to \$430,000.

**2022 Short-Term Incentive Program**

In April 2022, our Compensation Committee approved our 2022 Incentive Plan, which covered certain of our executives, including our NEOs. The 2022 Incentive Plan provided the executives the opportunity to earn cash compensation that was at-risk and was contingent on achievement of certain specified performance metrics, in addition to applicable award caps. The plan’s target award levels were developed based on a combination of factors, including our compensation philosophy, market compensation data and the executive’s experience, leadership, prior contribution to the company’s success and individual performance. The plan was designed to reward executives for achieving certain performance goals that are important to the success of our company. Performance under the 2022 Incentive Plan was measured from January 1, 2022 through December 31, 2022.

Under the 2022 Incentive Plan, individual target awards were equal to a fixed percentage of base salary. The 2022 target awards for the Company’s NEOs are set forth below:

<u>Name</u>	<u>2022 Cash Incentive Target (% of base salary)</u>
Bernie Wolford, Jr. . . . .	100
Dominic A. Savarino . . . . .	75
David L. Roland . . . . .	75

The Compensation Committee determined the following performance metrics for the 2022 Incentive Plan, each of which is weighted as set forth below:

- EBITDA (70%);
- Health, Safety and Environment (20%); and
- Key Strategic Initiatives (10%).

Under the 2022 Incentive Plan, the payout based on the performance metrics was determined based on the level of achievement as determined by the Compensation Committee relative to the pre-established goals, expressed as a percentage of the 2022 cash incentive target amount specified above, according to the following table:

<u>Level of Achievement</u>	<u>Payout Percentage (%)</u>
Below Threshold . . . . .	0
Threshold . . . . .	50
Target . . . . .	100
Stretch . . . . .	150

If performance fell between the designated points in the table above, the incentive payout amount would be determined by straight-line linear interpolation (except that no incentive is paid for performance below threshold).

Under the 2022 Incentive Plan, the EBITDA performance goal is calculated as follows:

Contract Drilling Revenue  
 Less Direct Rig Costs  
 Less Indirect Overhead  
 Less Shorebase  
 Less G&A  
 Less Maintenance Capex.

The Compensation Committee selected EBITDA as the primary performance metric under the 2022 Incentive Plan because the measure generally tracks our company’s financial performance and establishes a clear and consistent link between the company’s executive cash incentive compensation and the company’s performance. Consequently, for purposes of the 2022 Incentive Plan, the calculation of EBITDA excluded certain designated revenue, costs and expenses to remove the positive or negative impact of unusual or one-time events that would obscure the core operational performance of our company, including non-forecasted incentive compensation expenses, expenses associated with mergers, acquisitions or other strategic initiatives, if any, and revenue, costs and expenses incurred in connection with events or conditions determined in consultation with the Compensation Committee to be extraordinary or unusual in nature, infrequent in occurrence, out of our company’s control, or that negatively impacted EBITDA during the performance period for a future benefit outside of the performance period.

The 2022 EBITDA performance targets under the 2022 Incentive Plan were as follows (with straight-line linear interpolation applied between the points):

	<u>EBITDA (\$ in millions)</u>
Threshold .....	52.10
Target .....	61.30
Stretch .....	67.40

The 2022 HSE performance targets under the 2022 Incentive Plan were as follows (with straight-line linear interpolation applied between the points):

<u>HSE Metric</u>	<u>Target Goal</u>	<u>Threshold Goal</u>	<u>Stretch Goal</u>	<u>Weighting</u>
Lost Time Incident (or LTI) Frequency .....	0.10	0.15	0.05	20%
Dropped Object (Zero Incident Operations, or ZIO) Frequency .....	0.10	0.15	0.05	20%
Process Safety Barrier Failure .....	2-3	<=4	<=1	20%
Environmental Hydrocarbon Spill (ZIO) Frequency .....	0.10	0.15	0.05	20%
Performance Standard Work Orders Past Target Finish Date (overdue) .....	>5% -10%	<15%	<=5%	20%

The 2022 strategic initiative target under the 2022 Incentive Plan was as follows:

- the consummation of any transaction constituting a “Change in Control” under the terms of the Stock Plan;
- the consummation of an acquisition by our company of all or substantially all of the assets or voting securities of another company, whether through merger, combination or any other form of transaction;
- the consummation of a strategic acquisition by our company of one or more material assets approved by our Board (or Board committee); or

- the diligent pursuit and completion of activities, to the reasonable satisfaction of our Board (or Board committee), in furtherance of a transaction described above at the direction of our Board (or Board committee), regardless of whether such transaction is consummated within the 2022 Incentive Plan performance period.

In February 2023, for purposes of consideration of 2022 Incentive Plan awards, the Compensation Committee reviewed the company’s financial and HSE performances and the company’s pursuit of strategic initiatives during the plan’s performance period, exercised its business judgment and determined that the NEOs achieved 85.4% of target performance under the plan. As a result, payments under the 2022 Incentive Plan were paid at 85.4% of target amounts, and our NEOs received the following payments pursuant to our 2022 Incentive Plan:

<u>Name</u>	<u>2022 Incentive Plan Payments (\$)</u>
Bernie Wolford, Jr. . . . .	627,690
Dominic A. Savarino . . . . .	281,820
David L. Roland . . . . .	275,415

**2021 Long-Term Incentive Awards**

*Award to CEO.* In connection with his hire as our President and CEO in May 2021, the Compensation Committee approved two incentive awards to Mr. Wolford pursuant to the terms of our Stock Plan:

- 222,222 shares of restricted stock, each representing one share of common stock, that vest in three equal installments on May 8, 2021, May 8, 2022 and May 8, 2023, subject to Mr. Wolford’s continuous service or employment through the applicable vesting date (or the CEO Time-Vesting Award); and
- 777,777 shares of restricted stock, each representing one share of common stock, 100% of which will vest upon achievement of a Total Equity Value of common stock of \$1.0 billion, and 0% of which will vest upon achievement of a Total Equity Value of our common stock of less than \$500.0 million, subject to Mr. Wolford’s continuous service or employment through the date of such achievement and the Performance Measurement Date (as defined in the applicable award agreement), or may vest in certain circumstances in connection with a “change in control” (as defined in our Stock Plan) (or the CEO Performance-Vesting Award). Straight-line linear interpolation is utilized to determine the appropriate vesting percentage in the event the Total Equity Value falls between \$500.0 million and \$1.0 billion. Any restricted stock under the CEO Performance-Vesting Award that has not vested by May 8, 2027 will be forfeited.

If Mr. Wolford’s employment is terminated by us without “cause” (as defined in our Stock Plan), due to his death or disability, or by Mr. Wolford for “good reason” (as defined in our Stock Plan), then the number of shares of restricted stock that would have otherwise vested pursuant to the CEO Time-Vesting Award in the 12-month period following such termination will immediately vest on the date of such termination, subject to the terms and conditions of the applicable award agreement. However, in the case of any such termination within the period starting six months prior to the occurrence of a “change in control” (as defined in our Stock Plan) and ending 12 months following the occurrence of a change in control, then in lieu of the benefits described in the preceding sentence, the restricted stock pursuant to the CEO Time-Vesting Award will fully vest immediately upon such termination of employment, subject to the terms and conditions of the applicable award agreement. If the CEO Time-Vesting Award is not continued, assumed, replaced, converted or substituted upon the occurrence of a change in control in accordance with our Stock Plan, then the restricted stock will fully vest as of immediately prior to a change in control.

If Mr. Wolford’s employment is terminated by us without cause, due to his death or disability, or by Mr. Wolford for good reason within the period starting six months prior to the occurrence of a change in control

and ending 12 months following the occurrence of a change in control, then the restricted stock pursuant to the CEO Performance-Vesting Award will fully vest immediately upon such termination of employment, subject to the terms and conditions of the applicable award agreement.

Mr. Wolford receives all privileges of a stockholder of the company with respect to his shares of restricted stock, including the right to vote any shares underlying the restricted stock and to receive dividends or other distributions.

After reviewing relevant data regarding sales of company stock since May 2021, in July 2022 the Compensation Committee determined that the Performance Measurement Date applicable to the CEO Performance-Vesting Award had occurred. After calculating the company's highest Total Equity Value from the May 2021 grant date through the Performance Measurement Date in accordance with his award agreement, the company determined that 493,847 shares of performance-vesting restricted stock granted to Mr. Wolford had vested on August 12, 2022. Subsequently, after calculating the company's highest Total Equity Value from the Performance Measurement Date through December 30, 2022, the company determined that 253,560 additional shares of performance-vesting restricted stock granted to Mr. Wolford had vested as of December 30, 2022. As of December 31, 2022, Mr. Wolford continued to hold the remaining 30,370 unvested shares of performance-vesting restricted stock. Thereafter, on March 1, 2023, the company calculated its highest Total Equity Value since the Performance Measurement Date and determined that Mr. Wolford's remaining 30,370 shares of performance-vesting restricted stock had vested as of March 1, 2023.

*Awards to Other NEOs.* As approved by the Compensation Committee, on September 1, 2021 we entered into award agreements for grants made as of July 1, 2021 of incentive awards under our Stock Plan to certain of our key employees, including Messrs. Savarino and Roland, consisting of time-based RSU awards that vest in equal amounts annually over a three-year period and performance-based RSU awards that vest in equal amounts annually over a three-year period subject to annual performance goals.

In addition to the RSU awards granted as of July 1, 2021, Mr. Savarino was granted additional time-based RSUs and performance-based RSUs on October 1, 2021 in connection with his promotion from Vice President and Chief Accounting & Tax Officer to Senior Vice President and Chief Financial Officer on September 20, 2021. The RSUs granted on October 1, 2021 are subject to the same vesting and other terms as his time-based and performance-based RSUs granted as of July 1, 2021.

The number of RSUs included in the July 1, 2021 and October 1, 2021 awards to the NEOs were as follows:

<u>Name</u>	<u>July 2021 Performance-Vesting RSUs Granted (#)</u>	<u>July 2021 Time-Vesting RSUs Granted (#)</u>	<u>October 2021 Performance-Vesting RSUs Granted (#)</u>	<u>October 2021 Time-Vesting RSUs Granted (#)</u>	<u>Total RSUs Granted in 2021 (#)</u>
Dominic A. Savarino . . . . .	75,929	50,619	14,602	9,734	150,884
David L. Roland . . . . .	90,530	60,354	—	—	150,884

The time-based RSUs vest with respect to approximately 1/3 of the RSUs on each of July 1, 2022, July 1, 2023 and July 1, 2024, subject to the recipient's continuous service or employment through the applicable vesting date. If the recipient is terminated without "cause" (as defined in our Stock Plan) or because of the recipient's death or disability, then the number of time-based RSUs that would vest on the next two vesting dates will immediately vest on the date of such termination. Upon a termination for cause, all vested and unvested time-based RSUs will immediately be forfeited and cancelled for zero compensation. Upon a termination of service for any other reason, all outstanding and unvested time-based RSUs will immediately be forfeited and cancelled for zero compensation. Upon a "change in control" (as defined in our Stock Plan) of our company, the number of time-based RSUs that would vest on the next two vesting dates will immediately vest, subject to the recipient's continuous service or employment through consummation of the change in control.

The performance-based RSUs vest with respect to up to approximately 1/3 of the RSUs on each of June 30, 2022, June 30, 2023 and June 30, 2024, subject to the recipient's continuous employment with our company through the applicable vesting date and the level of achievement of performance goals for each one-year performance period as determined by the Compensation Committee. For the first performance period from July 1, 2021 through June 30, 2022, the performance-based RSUs were subject to four equally-weighted performance goals, consisting of (i) five target HSE objectives, (ii) a target amount of adjusted free cash flow, (iii) a target amount of added cumulative contract backlog and (iv) achievement of strategic initiative goals determined by the Board. The Compensation Committee selected the HSE, financial and backlog performance metrics for the first year performance period because the metrics are considered primary drivers of value for offshore drilling companies and establish a clear and measurable link between the company's executive long-term incentive compensation and the company's performance.

The HSE, financial and backlog performance goals for the first performance period from July 1, 2021 through June 30, 2022, along with the results of the company's actual performance during the performance period, were as follows (dollar amounts in millions):

<u>HSE Metrics</u>	<u>Target Goal</u>	<u>Threshold Goal</u>	<u>Stretch Goal</u>	<u>Weighting</u>	<u>Result</u>
No Regulatory Shutdown . . . . .	0	—	—	20%	0
LTI Frequency . . . . .	0.10	0.15	0.05	20%	.26
Dropped Object Frequency . . . . .	0.10	0.15	0.05	20%	.37
Environmental Spill (ZIO) Frequency . . . . .	0.10	0.15	0.05	20%	.08
Well Control Event (bbl influx) . . . . .	11-20	>20-30	<11	20%	<11
<u>Financial Metric</u>	<u>Target Goal</u>	<u>Threshold Goal</u>	<u>Stretch Goal</u>	<u>Result</u>	
Adjusted Free Cash Flow . . . . .	\$ 96.5	\$ 72.3	\$110.9	\$ 90.2	
<u>Addition of Backlog</u>	<u>Target Goal</u>	<u>Threshold Goal</u>	<u>Stretch Goal</u>	<u>Result</u>	
Added Backlog . . . . .	\$349.6	\$ 180.4	\$621.9	\$694.4	

In August 2022, for purposes of consideration of vesting of the performance-based RSUs applicable to the first year performance period ended June 30, 2022, the Compensation Committee reviewed the above performance period results, exercised its business judgment and determined that the NEOs achieved 88% of target performance. As a result, the performance-based RSUs applicable to the first year performance period vested at 88% of target, and Messrs. Savarino and Roland received the following vested RSUs (before tax withholdings):

<u>Name</u>	<u>Vested Performance-Based RSUs (#)</u>
Dominic A. Savarino . . . . .	26,558
David L. Roland . . . . .	26,557

The 2021 RSU performance goals for the second-year period from July 1, 2022 through June 30, 2023 of the performance period consist of (i) five target HSE objectives, (ii) a target amount of adjusted EBITDA, (iii) a target amount of added cumulative contract backlog, (iv) four target ESG objectives and (v) achievement of strategic initiative goals determined by the Board. The performance metrics and threshold, target and stretch performance goals applicable to the third-year performance period of the 2021 RSUs, which covers July 1, 2023 through June 30, 2024, will be established by the Compensation Committee in 2023.

Unless otherwise determined by the Compensation Committee, the percentage of the performance-vesting awards eligible to vest may range from 0% to 100% of the target amount, based on the specified levels of achievement of the applicable performance goals. In no event will the recipient be eligible to earn more than 100% of the target amount for any performance period. If the recipient is terminated without cause or because of the recipient's death or disability, then the recipient will remain eligible to vest, subject to achievement of



the performance conditions, in the number of performance-based RSUs that would vest on the next two vesting dates. Upon a termination for cause, all vested and unvested performance-based RSUs will immediately be forfeited and cancelled for zero compensation. Upon a termination of service for any other reason, all outstanding and unvested performance-based RSUs will immediately be forfeited and cancelled for zero compensation. Upon a change in control of our company, the number of performance-based RSUs that would vest on the next two vesting dates will immediately vest to the extent of the achievement of certain performance goals through the date of the change in control, or based on deemed achievement target performance for certain other performance goals.

The NEOs do not have any privileges of a stockholder of the company with respect to any RSUs, including any right to vote any shares underlying the RSUs or to receive dividends or other distributions; provided that, if the company declares any dividend while the RSUs are outstanding, the holder will be credited a dividend equivalent, which will be subject to the same vesting conditions applicable to the RSU and will vest only if the RSU vests and will be forfeited if the RSU is forfeited. Any such dividend equivalents will be settled and paid to the holder following the date on which the RSU vests. All RSUs may be settled in cash or our common stock.

**2022 Long-Term Incentive Awards**

As approved by the Compensation Committee, on May 12, 2022 we granted incentive awards under our Stock Plan to certain of our key employees, including our CEO and other NEOs, consisting of time-based RSU awards that vest in equal amounts annually over a three-year period and performance-based RSU awards that vest based on the achievement of a target stock appreciation performance goal over a three-year period. The number of RSUs included in the May 12, 2022 awards to our NEOs were as follows:

<u>Name</u>	<u>Performance-Vesting RSUs Granted (#)</u>	<u>Time-Vesting RSUs Granted (#)</u>
Bernie Wolford, Jr. . . . .	274,528	117,655
Dominic A. Savarino . . . . .	85,790	36,767
David L. Roland . . . . .	60,053	25,737

The time-based RSUs vest with respect to approximately 1/3 of the RSUs on each of May 12, 2023, May 12, 2024 and May 12, 2025, subject to the recipient’s continuous employment through the applicable vesting date. If the recipient is terminated for “cause” (as defined in the award agreement), all vested and unvested time-based RSUs will immediately be forfeited and cancelled for zero compensation. In connection with a “change in control” (as defined in the award agreement) in which the award is continued, assumed or replaced with an economically equivalent equity-based award that contains substantially comparable terms and conditions (or a Rollover Award), the Rollover Award will vest in accordance with the above vesting schedule. In the case of a Rollover Award, upon the occurrence of a termination of the recipient’s employment (i) by our company without cause, (ii) by the recipient for “good reason” (as defined in the award agreement) or (iii) by reason of the recipient’s death or disability during the 12-month period following such change in control, such award will 100% vest as of the date on which such termination occurred. In connection with a change in control in which the award does not become a Rollover Award, a pro-rated portion of the number of RSUs scheduled to vest on the next vesting date (to the extent not previously vested) will immediately vest in full, subject to the recipient’s continued service through the consummation of the change in control and, to the extent not continued, assumed or replaced in connection with the change in control, any remaining unvested time-based RSUs will immediately be forfeited and cancelled for zero compensation. Upon a termination of service for any other reason, all outstanding and unvested time-based RSUs will be forfeited and cancelled for zero compensation.

The performance-based RSUs vest based on the level of achievement of our stock price through May 12, 2025 (unless terminated earlier in connection with a “change in control” as defined in the award agreement), subject to the recipient’s continuous employment through the end of the performance period. On the May 12, 2022 grant date, the 30 consecutive trading day volume-weighted average price of our common stock, or



30-day VWAP, was \$7.34. If, at any time during the three-year performance period, the highest 30-day VWAP of our common stock equals \$8.37, then 1/3 of the RSUs will vest. If, at any time during the three-year performance period, the highest 30-day VWAP of our common stock equals \$9.55, then 2/3 of the RSUs will vest. If, at any time during the three-year performance period, the highest 30-day VWAP of our common stock equals or exceeds \$10.87, then 100% of the RSUs will vest. If the highest 30-day VWAP of our common stock falls between any of the above thresholds, straight-line interpolation will be applied to determine the number of RSUs that will vest. If, at any time during the three-year performance period, the highest 30-day VWAP of our common stock does not reach \$8.37, then none of the RSUs will vest, and the performance-based RSUs will be forfeited and cancelled for zero compensation. Vested time-based RSUs and performance-based RSUs may be settled by the company in cash in lieu of stock.

If the recipient is terminated for “cause” (as defined in the award agreement), all vested and unvested performance-based RSUs will be forfeited and cancelled for zero compensation. Upon the occurrence of a termination of the recipient’s employment (i) by our company without cause, (ii) by the recipient for “good reason” (as defined in the award agreement) or (iii) by reason of the recipient’s death or disability, the performance-based RSUs will vest as set forth above (without regard for the requirement that the recipient remain in continuous employment through the end of the performance period) based on the highest 30-day VWAP achieved during the performance period prior to the termination, and any unvested performance-based RSUs will immediately be forfeited and cancelled for zero compensation.

In connection with a change in control in which there is a Rollover Award of performance-based RSUs, the Rollover Award will vest based on the 30-day VWAP as set forth above (subject to equitable adjustment to account for such change in control). In the case of a Rollover Award, upon the occurrence of a termination of the recipient’s employment (i) by our company without cause, (ii) by the recipient for good reason or (iii) by reason of the recipient’s death or disability, during the 12-month period following the change in control, the performance-based RSUs will vest as follows:

- If the change in control occurred prior to the first anniversary of the grant date and the consideration (on a per share basis) that holders of our company’s common stock receive in connection with the change in control in which our company is not the surviving entity (or the Transaction Share Price) equaled or exceeded \$8.37, then 100% of the Rollover Award will vest;
- If the change in control occurred on or after the first anniversary but prior to the second anniversary of the grant date and the Transaction Share Price equaled \$8.37, then 1/3 of the Rollover Award will vest and become non-forfeitable, and if the Transaction Share Price equaled or exceeded \$9.55, then 100% of the Rollover Award will vest and become non-forfeitable (if the Transaction Share Price falls between either of the above thresholds, straight-line interpolation will be applied to determine how much of the Rollover Award will vest and become non-forfeitable); and
- If the change in control occurred on or after the second anniversary but prior to the third anniversary of the grant date and the Transaction Share Price equaled \$8.37, then 1/3 of the Rollover Award will vest and become non-forfeitable, and if the Transaction Share Price equaled or exceeded \$10.87, then 100% of the Rollover Award will vest and become non-forfeitable (if the Transaction Share Price falls between either of the above thresholds, straight-line interpolation will be applied to determine how much of the Rollover Award will vest and become non-forfeitable).

Upon the occurrence of a change in control in which the performance-based RSU award does not become a Rollover Award, the award’s performance period will terminate upon the consummation of the change in control and the performance-based RSUs will vest upon the consummation of the change in control as follows:

- If the Transaction Share Price equaled \$8.37, then 1/3 of the RSUs will vest;
- If the Transaction Share Price equaled \$9.55, then 2/3 of the RSUs will vest;

- If the Transaction Share Price equaled or exceeded \$10.87, then 100% of the RSUs will vest; and
- Any unvested performance-based RSUs will immediately be forfeited and cancelled for zero compensation upon the consummation of the change in control.

### ***Personal Benefits, Perquisites and Employee Benefits***

We do not offer many perquisites traditionally offered to executives of similarly-sized companies. Perquisites and any other similar personal benefits generally offered to our executive officers are substantially the same as those generally available on a non-discriminatory basis to all of our full-time salaried employees, such as medical and dental insurance, life insurance, disability insurance, a 401(k) plan with a company match and other customary employee benefits. We make contributions for group term life insurance, spouse/dependent life insurance, and long-term disability insurance for our employees, including our NEOs, as indicated in the *2022 Summary Compensation Table* below. Business-related relocation benefits may be reimbursed on a case-by-case basis.

We maintain a defined contribution plan (which we refer to as our Retirement Plan) designed to qualify under Section 401(k) of the Internal Revenue Code of 1986, as amended (which, together with the regulations promulgated thereunder, we refer to as the Code). Pursuant to our Retirement Plan, in 2022 we matched 50% of the first 6% of each participant's compensation contributed. Effective on January 1, 2023, we increased the company match to 100% of the first 4% of each participant's compensation contributed. In addition, under our Amended and Restated Supplemental Executive Retirement Plan (which we refer to as our SERP), in past years we have contributed to participants any portion of the applicable percentage of the base salary contribution and the matching contribution that cannot be contributed under the Retirement Plan because of the limitations within the Code. Participants in this plan are a select group of our management or highly compensated employees, including our NEOs, and are fully vested in all amounts paid into the plan. As a result of our chapter 11 reorganization, we did not contribute any amounts into our SERP during 2020, 2021 or 2022. In October 2022, our Compensation Committee approved the resumption of contributions to our SERP for 2023.

*Supplemental Severance Plan.* On September 1, 2021, we issued the Diamond Offshore Drilling, Inc. Supplemental Severance Plan, effective as of September 21, 2021, for eight key employees, including Messrs. Savarino and Roland. The Supplemental Severance Plan provides the participants with protection for loss of salary and benefits in the event of certain involuntary terminations of employment in order to assist our company in retaining its senior management team.

The Supplemental Severance Plan provides that if an eligible participant's employment is terminated by our company without "cause" or as a result of the recipient's death or disability or a resignation for "good reason" (each of "cause" and "good reason" as defined in the Supplemental Severance Plan), the participant will be eligible to receive a lump-sum cash payment in an amount equal to the sum of the participant's annual base salary and annual target bonus and, subject to the participant's election of continuation of health care coverage pursuant to COBRA, we will pay the full cost of the participant's COBRA premiums for 12 months from the date of the termination. If an eligible participant's employment is terminated by our company without cause or due to a resignation for good reason within six months prior to, or one year following, a change in control of our company, the participant will instead be eligible to receive a lump-sum cash payment in an amount equal to 1.5 times the sum of the participant's annual base salary and annual target bonus and, subject to the participant's election of COBRA coverage, we will pay the full cost of the participant's COBRA premiums for 18 months from the date of such termination. Receipt of severance benefits is subject to the participant's execution of a release of any claims against our company and agreement with restrictive covenants, including a covenant of non-solicitation of customers and employees.

## **Indemnification of Directors and Executive Officers**

Our Certificate of Incorporation provides certain rights of indemnification to our directors and officers (including our executive officers) in connection with legal actions brought against them by reason of the fact that they are or were a director or officer of our company, to the fullest extent permitted by law. Our Certificate of Incorporation also eliminates the personal liability of our directors to our company or our stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by law. Our Certificate of Incorporation also provides that, to the fullest extent permitted by law, non-employee directors and their affiliates (other than our company, any of its subsidiaries or their respective officers or employees) shall not be liable to our company or our stockholders or to any affiliate of our company for breach of any fiduciary duty solely by reason of the fact that such non-employee director or affiliate (A) engaged in or possessed interests in other business ventures of any type or description, including those engaged in the same or similar business activities or lines of business in which our company or any of our subsidiaries now engages or proposes to engage, or (B) competed with our company or any of our subsidiaries, on its own account, or in partnership with, or as an employee, officer, director or stockholder of any other person (other than our company or any of our subsidiaries). In addition, except to the extent provided otherwise in our Certificate of Incorporation, to the fullest extent permitted by law, such persons shall not be liable to our company or our stockholders or to any of our subsidiaries for breach of any duty (fiduciary, contractual or otherwise) as a stockholder or director of our company by reason of the fact that such person does not present certain corporate opportunities to our company.

Our Bylaws contain provisions that provide for the indemnification of officers and directors as authorized by law, subject to certain terms and conditions set forth therein.

We have entered into indemnification agreements with each of our directors and executive officers that generally provide for us to indemnify the applicable indemnitee to the fullest extent permitted by applicable law (subject to certain limitations) as well as the advancement of all expenses incurred by the director or executive officer in connection with a legal proceeding arising out of their service to our company, in each case to the extent permitted by applicable law.

In addition, as authorized by our Bylaws, we have an existing directors' and officers' liability insurance policy.

## **Risk Management Considerations**

Our Compensation Committee has concluded that our compensation program does not encourage excessive or inappropriate risk-taking. Several elements of our compensation program are designed to promote the creation of long-term value and thereby discourage behavior that leads to excessive risk:

- Our 2022 compensation program consisted of both fixed and variable compensation. The fixed (or salary) portion was designed to provide a steady income regardless of our financial performance, in part so that executives do not focus exclusively on short-term financial performance to the detriment of other important business metrics and objectives. The variable (short-term incentive and long-term incentive) portion of compensation was designed to reward key employees only if we achieve exceptional corporate performance. We believe that the variable elements of compensation are a sufficient percentage of overall compensation to motivate executives to produce positive corporate results, while the fixed element is also sufficient such that executives are not encouraged to take unnecessary or excessive risks.
- Executives receive a significant portion of their compensation in the form of equity, which discourages them from making short-term decisions that may result in long-term harm to the organization.

- The majority of the RSUs awarded to our NEOs are performance-vesting rather than time-vesting. The performance-based RSUs cliff vest over a three-year performance period from the date of grant, encouraging executives to look to long-term financial results and long-term appreciation in equity values.
- The performance metrics used in the short-term incentive plan and long-term incentive awards are measures the Compensation Committee believes represent key value driving indicators for our business operations over the applicable performance periods. Moreover, the committee set ranges for these measures designed to encourage success without encouraging excessive risk taking to achieve short-term results. In addition, the overall maximum short-term incentive award for each participating NEO in 2022 could not exceed 150% of the executive's target award, and the overall maximum long-term incentive award for each participating NEO granted in 2022 cannot exceed 100% of the executive's target award, in each case no matter how much the company's performance exceeds the ranges established at the time of the award.
- We have strict internal controls over the measurement and calculation of the performance metrics used in determining the executives' short-term incentive plan and long-term incentive awards, designed to prevent the metrics from being susceptible to manipulation by any employee, including our executives.
- We maintain a policy that prohibits our NEOs from engaging in any pledging, hedging or short sale transactions related to our stock or our other equity securities.

### Employment Agreements

During 2022, we did not have employment agreements with any of our NEOs except for Bernie Wolford, Jr., our President and CEO. In connection with his hire as our President and CEO, on May 8, 2021 we entered into an employment agreement with Mr. Wolford, which has a term continuing until terminated by us or Mr. Wolford, or until his death or disability, in accordance with the employment agreement. Pursuant to the terms of the agreement, Mr. Wolford will receive an annualized base salary of at least \$700,000 and will be eligible to earn a bonus with a target annual bonus opportunity equal to at least 100% of base salary, payment of which is based on the achievement of certain financial or individual performance goals and factors. Mr. Wolford is also entitled to participate in our benefit programs generally available to other senior officers and to receive reimbursement of certain expenses incurred during his employment.

If Mr. Wolford's employment is terminated due to his death or by us due to his disability, he will be entitled to any accrued but unpaid annual bonus with respect to the preceding calendar year. If Mr. Wolford's employment is terminated by us without "cause" (as defined in his agreement) or by Mr. Wolford with "good reason" (as defined in his agreement) in accordance with his employment agreement, he will be entitled to (i) any accrued but unpaid annual bonus with respect to the preceding calendar year, (ii) a lump-sum cash payment equal to 200% of the sum of (A) his base salary *plus* (B) target annual bonus and (iii) continued participation in our group health plan for him and his eligible dependents for a period of 24 months at our expense, in each case subject to the terms and conditions of his employment agreement. No severance is payable upon termination of employment for cause or a voluntary termination by Mr. Wolford without good reason.

Mr. Wolford's employment agreement contains non-competition covenants restricting his ability to compete with us and non-solicitation covenants, applicable in each case during the term of the employment agreement and for a period of one year thereafter, customary covenants regarding our indemnification of Mr. Wolford, and covenants concerning confidentiality, rights to inventions and non-disparagement.

## COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management of the company. Based on such review and discussions, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE  
Neal P. Goldman, Chair  
John H. Hollowell  
Ane Launy

## EXECUTIVE COMPENSATION

### 2022 Summary Compensation Table

The following table summarizes the compensation of our NEOs for 2022 using the disclosure rules required by the SEC. Mr. Wolford was hired as our President and CEO on May 7, 2021. Mr. Savarino was promoted from Vice President and Chief Accounting & Tax Officer to our Senior Vice President and Chief Financial Officer on September 20, 2021.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Bernie Wolford, Jr. . . . . President and CEO	2022	705,833	—	2,348,784	627,690	16,115	3,698,422
	2021	437,837	—	7,303,326	456,438	5,865	8,203,466
Dominic A. Savarino . . . . . Senior Vice President and CFO	2022	434,500	—	733,994	281,820	11,289	1,461,603
	2021	403,063	—	1,320,235	393,500	4,945	2,121,743
	2020	391,477	35,000	—	536,500	20,942	983,919
David L. Roland . . . . . Senior Vice President, General Counsel and Secretary	2022	410,670	—	513,797	275,415	16,089	1,215,971
	2021	397,995	—	1,320,235	426,912	5,477	2,150,619
	2020	405,600	46,667	—	631,741	21,780	1,105,788

#### **Notes and Narrative Disclosure to 2022 Summary Compensation Table**

The following is a discussion of material factors necessary for an understanding of the information disclosed in the 2022 Summary Compensation Table. For a discussion of Mr. Wolford’s employment agreement, see “*Compensation Discussion and Analysis—Employment Agreements*” above.

**Salary Column.** The Salary amounts for 2021 and 2022 for all NEOs reflect a voluntary temporary 5% reduction in annual base salary in effect from August 16, 2021 through April 1, 2022.

**Bonus Column.** The amounts shown in the “Bonus” column for 2020 for Messrs. Savarino and Roland consist of cash payments received in April 2020 pursuant to the accelerated vesting of outstanding time-vesting long-term cash incentive awards granted in 2018 and 2019 based on service achieved through April 1, 2020. As a condition to the receipt and retention of the accelerated payments, each of the NEOs agreed to a clawback obligation providing that if he resigns from employment with our company or if the grantee’s employment is terminated by us for “cause” (as defined in our former Incentive Compensation Plan), in either case prior to the first anniversary of the payment date, the grantee would be required to repay the entire amount of the payment, net of applicable tax withholdings.

**Stock Awards Column.** All amounts in the “Stock Awards” column for 2022 and 2021 reflect the grant-date fair value of RSUs or restricted stock awarded in such years under our Stock Plan, computed in accordance with FASB ASC Topic 718. No RSUs or other stock awards were granted in 2020. For a description of the terms of the RSUs and restricted stock granted, see “*Compensation Discussion and Analysis—2022 Long-Term Incentive Awards*” and “*—2021 Long-Term Incentive Awards*” above.

The amounts shown under “Stock Awards” for 2022 represent the grant date fair value of RSUs granted to each of the NEOs on May 12, 2022, consisting of performance-vesting RSUs and time-vesting RSUs. The number of performance-vesting and time-vesting RSUs awarded to the NEOs in 2022 were as follows:

<u>Name</u>	<u>Target Grant Date Value of Performance-Vesting RSUs (\$)</u>	<u>Performance-Vesting RSUs Granted (#)</u>	<u>Grant Date Value of Time-Vesting RSUs (\$)</u>	<u>Time-Vesting RSUs Granted (#)</u>
Bernie Wolford, Jr.	1,567,555	274,528	781,229	117,655
Dominic A. Savarino	489,861	85,790	244,133	36,767
David L. Roland	342,903	60,053	170,894	25,737

The performance-vesting RSUs awarded to the NEOs during 2022 cliff vest in three years upon the attainment of target stock appreciation performance goals specified in their respective award agreements. The time-vesting RSUs granted to the NEOs during 2022 vest in equal amounts annually over a three-year period. In all cases, the RSUs are subject to forfeiture if the applicable vesting conditions are not met.

For Mr. Wolford, the amount shown under “Stock Awards” for 2021 represents the grant date fair value of restricted stock granted to him on May 8, 2021, consisting of performance-vesting shares and time-vesting shares. For Messrs. Savarino and Roland, the amounts shown under “Stock Awards” for 2021 represent the grant date fair value of RSUs granted to each of them as of July 1, 2021 (and, for Mr. Savarino, RSUs granted to him on October 1, 2021), consisting of performance-vesting RSUs and time-vesting RSUs.

The number of shares of performance-vesting and time-vesting restricted stock (Mr. Wolford) and the number of RSUs (Messrs. Savarino and Roland) awarded to the NEOs in 2021 were as follows:

<u>Name</u>	<u>Target Grant Date Value of Performance-Vesting RS/RSUs (\$)</u>	<u>Performance-Vesting RS/RSUs Granted (#)</u>	<u>Grant Date Value of Time-Vesting RS/RSUs (\$)</u>	<u>Time-Vesting RS/RSUs Granted (#)</u>
Bernie Wolford, Jr.	5,358,884	777,777	1,944,442	222,222
Dominic A. Savarino	792,146	90,531	528,089	60,353
David L. Roland	792,138	90,530	528,097	60,354

The performance-vesting restricted stock awarded to Mr. Wolford during 2021 vests upon the attainment of a target level of Total Equity Value of the company, and the performance-vesting RSUs awarded to the other NEOs during 2021 vest upon the attainment of the safety, financial, business development and strategic performance goals specified in their respective award agreements. The time-vesting restricted stock awarded to Mr. Wolford in 2021 vests in three equal installments over a two-year period, and the time-vesting RSUs awarded to the other NEOs in 2021 vest in three equal installments over a three-year period. In all cases, the restricted stock and RSUs are subject to forfeiture if the applicable vesting conditions are not met.

Under the terms of the award agreements for the performance-vesting restricted stock and RSUs awarded to each NEO in 2022 and 2021, the maximum number of performance-vesting shares of restricted stock or RSUs that could vest regardless of how far our company exceeded the applicable performance goals, and the grant-date value of the awards of performance-vesting restricted stock or RSUs to each NEO in 2022 and 2021 assuming the highest level of performance conditions were achieved and the maximum number of performance-vesting shares of restricted stock and RSUs would vest, would have been as set forth in the table below:

<u>Name</u>	<u>Maximum Number of Performance-Vesting RS/RSUs that Could Vest (#)</u>		<u>Grant-Date Value of Maximum Number of Performance-Vesting RS/RSUs that Could Vest (\$)</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Bernie Wolford, Jr.	274,528	777,777	117,655	5,358,884
Dominic A. Savarino	85,790	90,531	36,767	792,146
David L. Roland	60,053	90,530	25,737	792,138



For a discussion of the valuation assumptions for the restricted stock and RSU awards, see Note 7, *Stock-Based Compensation*, to our audited consolidated financial statements for the fiscal year ended December 31, 2022 included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which has been filed with the SEC.

*Non-Equity Incentive Plan Compensation Column.* All amounts in the “Non-Equity Incentive Plan Compensation” column for 2022 consist of payments of annual cash incentive awards earned and paid pursuant to our 2022 Incentive Plan. For a description of 2022 Incentive Plan amounts paid to our NEOs for 2022, see “*Compensation Discussion and Analysis—2022 Short-Term Incentive Program*” above.

All amounts in the “Non-Equity Incentive Plan Compensation” column for 2021 consist of (a) payments of annual cash incentive awards earned and paid pursuant to our 2021 short-term incentive program and (b) quarterly cash payments awarded and earned during 2021 under a key employee incentive plan (or KEIP) that was in effect during our Chapter 11 reorganization and provided quarterly performance-based incentive opportunities for the period from April 1, 2020 through March 31, 2021 to certain executive-level employees, including Messrs. Savarino and Roland.

All amounts in the “Non-Equity Incentive Plan Compensation” column for 2020 consist of (a) quarterly cash payments awarded and earned during 2020 under the KEIP and (b) cash payments received in April 2020 pursuant to the accelerated vesting of outstanding performance-vesting long-term cash incentive awards granted in 2018 and 2019 under our former Incentive Compensation Plan based on service and actual company performance achieved through April 1, 2020. The amounts received for the accelerated vesting of 2018 and 2019 performance-vesting long-term cash incentive awards were as follows:

<u>Name</u>	<u>Accelerated Performance-Vesting Cash Incentive Payment (\$)</u>
Dominic A. Savarino .....	85,000
David L. Roland .....	113,333

As a condition to the receipt and retention of the accelerated payments, each of the above NEOs agreed to a clawback obligation providing that if he resigns from employment with our company or if the grantee’s employment is terminated by us for “cause” (as defined in our former Incentive Compensation Plan), in either case prior to the first anniversary of the payment date, the grantee would be required to repay the entire amount of the payment, net of applicable tax withholdings.

The amounts received for quarterly cash payments awarded and earned under the KEIP for 2020, including an award payment made in February 2021 for the fourth calendar quarter of 2020, were as follows:

<u>Name</u>	<u>2020 Cash Payments Awarded and Earned under KEIP (\$)</u>
Dominic A. Savarino .....	451,500
David L. Roland .....	518,408

All Other Compensation Column. The amounts shown in the “All Other Compensation” column for 2022 consist of the following:

**2022 All Other Compensation Table**

<u>Name</u>	<u>Retirement Plan Matching (\$)</u>	<u>Insurance (\$)</u>	<u>SERP (\$)</u>	<u>Total (\$)</u>
Bernie Wolford, Jr. ....	10,250	5,865	—	16,115
Dominic A. Savarino ....	5,804	5,325	160	11,289
David L. Roland ....	10,250	5,248	591	16,089

We suspended our employee Retirement Plan contribution matching program from November 2020 through January 1, 2022 in order to reduce costs. When we resumed the company match, we matched 50% of the first 6% of each participant’s compensation contributed. Effective on January 1, 2023, we increased the company match to 100% of the first 4% of each participant’s compensation contributed.

Under our SERP, in past years we have contributed to participants any portion of the applicable percentage of the base salary contribution and the matching contribution that cannot be contributed under the Retirement Plan because of the limitations within the Code. As a result of our chapter 11 reorganization, in 2021 we discontinued making SERP contributions to participants through the end of 2022. Participants in the SERP are fully vested in all amounts paid into the plan. The following table summarizes 2022 nonqualified deferred compensation of our NEOs under our SERP.

**2022 Nonqualified Deferred Compensation**

<u>Name</u>	<u>Registrant Contributions in 2022 (\$)</u>	<u>Aggregate Earnings in 2022 \$(1)</u>	<u>Aggregate Balance at December 31, 2022 \$(2)</u>
Bernie Wolford, Jr. ....	—	—	—
Dominic A. Savarino ....	—	160	10,361
David L. Roland ....	—	591	38,238

- (1) These amounts represent interest earned on contributions under our SERP. These amounts are also included in the “All Other Compensation” column of the 2022 Summary Compensation Table and in the “SERP” column of the 2022 All Other Compensation Table. These earnings were calculated by applying a fixed interest rate based on the annual yield on 10-year U.S. Treasury Securities to current year and deferred contributions.
- (2) These amounts represent the aggregate balance as of December 31, 2022 for each of the NEOs pursuant to our SERP. The deferred balances related to our SERP were reported in the Summary Compensation Table in each contribution year.

## 2022 Grants of Plan-Based Awards

Name and Type of Equity Award (1)	Grant Date	Action Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$)(2)			Estimated Future Payouts Under Equity Incentive Plan Awards (#)(3)	All Other Stock Awards (#)(4)	Grant Date Fair Value of Stock Awards (\$)(5)
			Threshold	Target	Maximum	Target		
Bernie Wolford, Jr.			367,500	735,000	1,102,500			
RSUs (T) . . . . .	05/12/22	04/21/22					117,655	781,229
RSUs (P) . . . . .	05/12/22	04/21/22				274,528		1,567,555
Dominic A. Savarino			165,000	330,000	495,000			
RSUs (T) . . . . .	05/12/22	04/21/22					36,767	244,133
RSUs (P) . . . . .	05/12/22	04/21/22				85,790		489,861
David L. Roland			150,500	301,000	451,500			
RSUs (T) . . . . .	05/12/22	04/21/22					25,737	170,894
RSUs (P) . . . . .	05/12/22	04/21/22				60,053		342,903

- (1) Restricted stock and RSUs are either time-vesting (T) or performance-vesting (P).
- (2) These amounts represent the threshold, target and maximum awards allowable under our 2022 Incentive Plan. Awards under our 2022 Incentive Plan cannot exceed 150% of the target incentive amount, regardless of level of company performance. See the “Non-Equity Incentive Plan Compensation” column in the 2022 Summary Compensation Table above and the related notes and narrative disclosure. For more information concerning awards under our 2022 Incentive Plan and the actual incentive amounts paid for 2022, see “Compensation Discussion and Analysis—2022 Short-Term Incentive Program.”
- (3) The amounts shown represent target awards of performance-vesting RSUs that could vest as determined pursuant to our Stock Plan and the applicable award agreement. RSUs awarded to the NEOs in 2022 will cliff vest upon the achievement of a target stock appreciation performance goal over a three-year period. In all cases, the RSUs are subject to forfeiture if the applicable vesting conditions are not met. None of the NEOs have any privileges of a stockholder of the company with respect to any RSUs, including any right to vote any shares underlying the RSUs or to receive dividends or other distributions; provided that, if the company declares any dividend while the RSUs are outstanding, the holder will be credited a dividend equivalent, which will be subject to the same vesting conditions applicable to the RSU and will vest only if the RSU vests and will be forfeited if the RSU is forfeited. Any such dividend equivalents will be settled and paid to the holder following the date on which the RSU vests. All RSUs may be settled in cash or our common stock. See “Compensation Discussion and Analysis—2022 Long-Term Incentive Awards.”
- (4) The amounts shown represent awards of time-vesting RSUs that could vest as determined pursuant to our Stock Plan and the applicable award agreement. The RSUs will vest in three equal installments over a three-year period. In all cases, the RSUs are subject to forfeiture if the applicable vesting conditions are not met. None of the NEOs have any privileges of a stockholder of the company with respect to any RSUs, including any right to vote any shares underlying the RSUs or to receive dividends or other distributions; provided that, if the company declares any dividend while the RSUs are outstanding, the holder will be credited a dividend equivalent, which will be subject to the same vesting conditions applicable to the RSU and will vest only if the RSU vests and will be forfeited if the RSU is forfeited. Any such dividend equivalents will be settled and paid to the holder following the date on which the RSU vests. All RSUs may be settled in cash or our common stock. See “Compensation Discussion and Analysis—2022 Long-Term Incentive Awards.”
- (5) Represents the maximum fair value of each equity award recognizable in accordance with FASB ASC Topic 718 (based, with respect to RSUs, upon the probable outcome of performance conditions) and does not include any estimates of forfeitures for service-based vesting. See Note 7, *Stock-Based Compensation*, to our audited consolidated financial statements for the fiscal year ended December 31, 2022 included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which has been filed with the SEC.

## Stock Plan

Our Stock Plan authorizes the grant of stock options, stock appreciation rights, restricted stock, RSUs, performance awards, and other stock-based awards or any combination thereof to eligible participants. Stock options intended to qualify as “incentive stock options” may only be granted to employees of the company or our subsidiaries. Subject to adjustment, the aggregate number of shares of company common stock that was initially available for issuance pursuant to awards under our Stock Plan is 11,111,111, of which 1,987,234 shares had been issued as of December 31, 2022 and 3,392,361 shares underlying outstanding awards of unvested restricted stock and RSUs had been reserved for issuance as of December 31, 2022. The shares issued pursuant to awards under our Stock Plan will be made available from shares currently authorized but unissued or shares currently held (or subsequently acquired) by the company as treasury shares, including shares purchased in the open market or in private transactions. During 2022, a total of 1,254,799 RSUs were granted under our Stock Plan. During 2022, no shares of restricted stock were granted under our Stock Plan.

## Equity Compensation Plan Information

The following table provides information regarding securities authorized for issuance under our equity compensation plans as of December 31, 2022, categorized by (i) equity compensation plans previously approved by our stockholders and (ii) equity compensation plans not previously approved by our stockholders.

Plan Category	Number of securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (1) (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$) (2) (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by stockholders . . . . .	—	—	—
Equity compensation plans not approved by stockholders (3) . . . .	<u>3,392,361</u>	<u>—</u>	<u>5,731,516</u>
<b>Total</b> . . . . .	<b>3,392,361</b>	<b>—</b>	<b>5,731,516</b>

- (1) As of December 31, 2022, only RSUs and shares of restricted stock were outstanding under our Stock Plan. The number of shares included with respect to RSUs includes the shares of our common stock that would be issued under these awards outstanding at December 31, 2022 if the maximum level of performance is achieved under the awards. If actual performance falls below the maximum level of performance for these awards, fewer shares would be issued.
- (2) The weighted-average exercise price does not consider RSUs and shares of restricted stock because neither RSUs nor restricted stock has an exercise price.
- (3) Our Stock Plan was approved by the Bankruptcy Court pursuant to our Joint Plan. See “Election of Directors—Overview of Changes to our Board of Directors and Corporate Governance Structure since 2021.”

## Outstanding Equity Awards at Fiscal Year-End 2022

<u>Name</u>	<u>Stock Awards (1)</u>			
	<u>Shares or Units of Stock that Have Not Vested (#)(2)</u>	<u>Market Value of Shares or Units of Stock that Have not Vested (\$)(2)</u>	<u>Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(2)</u>	<u>Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(2)</u>
Bernie Wolford, Jr. . . . .	191,729	1,993,982	304,898	3,170,939
Dominic A. Savarino . . . . .	77,001	800,810	149,763	1,557,535
David L. Roland . . . . .	65,973	686,119	124,026	1,289,870

- (1) The amounts shown for Mr. Wolford represent shares of restricted stock and RSUs granted under our Stock Plan, and the amounts shown for Messrs. Savarino and Roland represent RSUs granted under our Stock Plan. Mr. Wolford receives all privileges of a stockholder of the company with respect to his shares of restricted stock, including the right to vote any shares underlying the restricted stock and to receive dividends or other distributions. All RSUs may be settled in cash or our common stock.
- (2) The market value of each executive's unvested shares of restricted stock and RSUs was calculated by multiplying the number of unvested shares or RSUs by \$10.40 (the closing price per share of our common stock on December 30, 2022, as reported on the NYSE). In April 2021, Mr. Wolford was awarded 222,222 shares of restricted stock that vest in equal installments on May 8, 2021, May 8, 2022 and May 8, 2023, and 777,777 shares of restricted stock that vest upon the attainment of a target level of total company equity value as specified in Mr. Wolford's award agreement or may vest in certain circumstances in connection with a change in control (of which 30,370 shares of performance-vesting restricted stock remained unvested as of December 31, 2022). In July 2021, Messrs. Savarino and Roland were awarded RSUs that vest with respect to up to approximately 1/3 of the RSUs on each of June 30, 2022, June 30, 2023 and June 30, 2024 upon the attainment of the safety, financial, business development and strategic performance goals specified in the respective award agreements or vest in three equal installments over a three-year period on each of July 1, 2022, July 1, 2023 and July 1, 2024. In October 2021, Mr. Savarino was awarded additional RSUs with the same vesting terms as the July 2021 RSUs. In May 2022, Messrs. Wolford, Savarino and Roland were awarded RSUs that cliff vest upon the achievement of a target stock appreciation performance goal over a three-year period through May 12, 2025 or vest in three equal installments over a three-year period on each of May 12, 2023, May 12, 2024 and May 12, 2025. The number of performance-vesting shares of restricted stock and RSUs shown in the above table is based on the target amount of each award. All of the outstanding shares of restricted stock and RSUs are subject to forfeiture if the applicable vesting conditions are not met. See "Compensation Discussion and Analysis—2021 Long-Term Incentive Awards" and "—2022 Long-Term Incentive Awards" above.

## 2022 Option Exercises and Stock Vested

<u>Name</u>	<u>Restricted Stock and RSU Awards (1)</u>	
	<u>Number of Shares Acquired on Vesting (#)</u>	<u>Value Realized on Vesting (\$)</u>
Bernie Wolford, Jr. . . . .	821,481	6,809,266
Dominic A. Savarino . . . . .	46,677	315,867
David L. Roland . . . . .	46,675	315,854

- (1) On May 8, 2022, 74,074 shares of time-vesting restricted stock granted to Mr. Wolford vested. On July 1, 2022, 20,119 time-vesting RSUs granted to Mr. Savarino vested, and 20,118 time-vesting RSUs granted to Mr. Roland vested. On August 12, 2022, 493,847 shares of performance-vesting restricted stock granted to Mr. Wolford vested, 26,558 performance-vesting RSUs granted to Mr. Savarino vested and 26,557 performance-vesting RSUs granted to Mr. Roland vested. On December 30, 2022, 253,560 shares of performance-vesting restricted stock granted to Mr. Wolford vested. The values realized upon vesting of shares of restricted stock and RSU awards contained in the table are based on the market value of our common stock on the date of vesting.

## 2022 Pay Versus Performance

As required by Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation actually paid and certain measurements of our company's financial performance.

Year	Summary Compensation Table Total for PEO \$(1) (Bernie Wolford, Jr.)	Compensation Actually Paid to PEO \$(2) (Bernie Wolford, Jr.)	Summary Compensation Table Total for PEO \$(3) (Marc Edwards)	Compensation Actually Paid to PEO \$(4) (Marc Edwards)	Average Summary Compensation Table Total for Non-PEO NEOs \$(5)	Average Compensation Actually Paid to Non-PEO NEOs \$(6)	Value of Initial Fixed \$100 Investment Based on:			Adjusted EBITDA (millions) \$(9)
							Total Shareholder Return \$(7)	Peer Group Total Shareholder Return \$(7)	Net Income (Loss) (millions) \$(8)	
2022	3,698,422	12,598,202	—	—	1,338,787	2,452,251	138.67	108.19	(103)	35
2021	8,203,466	1,926,806	9,099,682	9,099,682	2,617,028	1,570,805	—	—	(2,139)	(323)
2020	—	—	7,077,198	4,309,224	1,471,624	1,167,621	—	—	(1,255)	(823)

- (1) During 2022, our CEO was Bernie Wolford, Jr. Mr. Wolford was appointed as our President and CEO on May 7, 2021.  
(2) The adjustments for calculating Compensation Actually Paid to Mr. Wolford are as follows:

<u>Adjustments to Determine Compensation Actually Paid to Bernie Wolford, Jr.</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
<b>Summary Compensation Table (or SCT) Total for PEO</b> .....	3,698,422	8,203,466	—
Deduction for Amounts Reported under the Stock Awards Column in our SCT .....	(2,348,784)	(7,303,326)	—
Increase for Fair Value as of Year-end of Awards Granted during the Year that Remain Unvested as of Year-end .....	4,037,524	684,444	—
Increase for Fair Value as of the Vesting Date of Awards Granted during the Year that Vest during the Year .....	—	342,222	—
Increase/deduction for Change in Fair Value from prior Year-end to current Year-end of Awards Granted Prior to the Year that were Outstanding and Unvested as of Year-end .....	743,996	—	—
Increase/deduction for Change in Fair Value from prior Year-end to Vesting Date of Awards Granted Prior to the Year that Vested during the Year .....	6,467,045	—	—
<b>Total Adjustments</b> .....	8,899,780	(6,276,660)	—
<b>Compensation Actually Paid to PEO</b> .....	12,598,202	1,926,806	—

- (3) During 2020 and until his resignation on April 23, 2021, our CEO was Marc Edwards.  
(4) The adjustments for calculating Compensation Actually Paid to Mr. Edwards are as follows:

<u>Adjustments to Determine Compensation Actually Paid to Marc Edwards</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
<b>SCT Total for PEO</b> .....	—	9,099,682	7,077,198
Increase/deduction for Change in Fair Value from prior Year-end to Vesting Date of Awards Granted Prior to the Year that Vested during the Year .....	—	—	(748,109)
Deduction of Fair Value of Awards Granted Prior to the Year that were Forfeited during the Year .....	—	—	(2,019,865)
<b>Total Adjustments</b> .....	—	—	(2,767,974)
<b>Compensation Actually Paid to PEO</b> .....	—	9,099,682	4,309,224

- (5) During 2022, our non-PEO NEOs were Dominic A. Savarino and David L. Roland. During 2020 and 2021, our non-PEO NEOs were Mr. Savarino, Mr. Roland, Ronald Woll and Scott L. Kornblau.

(6) The adjustments for calculating Average Compensation Actually Paid to the non-PEO NEOs are as follows:

<b>Adjustments to Determine Average Compensation Actually Paid to Non-PEO NEOs</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Average SCT Total for Non-PEO NEOs</b> .....	1,338,787	2,617,028	1,471,624
Deduction for Amounts Reported under the Stock Awards Column in the SCT .....	(1,247,791)	(5,579,061)	—
Increase for Fair Value as of Year-end of Awards Granted during the Year that Remain Unvested as of Year- end .....	2,144,932	1,394,168	
Increase/deduction for Change in Fair Value from prior Year-end to current Year-end of Awards Granted Prior to the Year that were Outstanding and Unvested as of Year-end .....	1,162,803	—	—
Increase/deduction for Change in Fair Value from prior Year-end to Vesting Date of Awards Granted Prior to the Year that Vested during the Year .....	166,984	—	(257,297)
Deduction of Fair Value of Awards Granted Prior to the Year that were Forfeited during the Year .....	—	—	(958,715)
<b>Total Adjustments</b> .....	2,226,928	(4,184,893)	(1,216,012)
<b>Number of Non-PEO NEOs</b> .....	2	4	4
<b>Average Adjustment per Non-PEO NEO</b> .....	1,113,464	(1,046,223)	(304,003)
<b>Average Compensation Actually Paid to Non-PEO NEOs</b> .....	2,452,251	1,570,805	1,167,621

(7) The calculation is based on a fixed investment of \$100 from the beginning of the measurement period, assuming reinvestment of dividends. In the above table, we used the Dow Jones U.S. Oil Equipment & Services Index for our Peer Group Total Shareholder Return. Prior to filing for Chapter 11 reorganization on April 26, 2020, our common stock traded on the NYSE. As a result of our Chapter 11 filing, the NYSE removed our common stock from trading on April 27, 2020, and then delisted our common stock. Upon our emergence from Chapter 11 reorganization on April 23, 2021, our common stock outstanding immediately before our emergence was canceled and our new post-emergence common stock was not registered under Section 12 of the Exchange Act. We relisted our new post-emergence common stock on the NYSE effective March 30, 2022. As a result, our Total Shareholder Return and Peer Group Total Shareholder Return for 2022 in the above table is limited to the period from March 30, 2022 through December 31, 2022 and we cannot report a Total Shareholder Return for 2021 or 2020. To ensure a consistent comparison, we also limited the Peer Group Total Shareholder Return for 2022 in the above table to the period from March 30, 2022 through December 31, 2022 and we did not report a Peer Group Total Shareholder Return for 2021 or 2020.

(8) We emerged from our Chapter 11 reorganization on April 23, 2021. Upon emergence from bankruptcy, we met the criteria for and were required to adopt fresh start accounting in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 852, *Reorganizations*, which on our emergence date resulted in a new entity for financial reporting purposes, with no beginning retained earnings or deficit as of the fresh start reporting date. Fresh start accounting requires that new fair values be established for our assets, liabilities and equity as of the emergence date. The emergence date fair values of our assets and liabilities differ materially from their recorded values as reflected on our historical balance sheets prior to the emergence. In addition, as a result of the application of fresh start accounting and the effects of the implementation of our Joint Plan, the financial statements for the period after April 23, 2021 are not comparable with the financial statements prior to and including April 23, 2021. References to “Successor” in these footnotes refer to our company and its financial position and results of operations from April 24, 2021 to December 31, 2021, and the year ended December 31, 2022, and references to “Predecessor” refer to our company and its financial position and results of operations from January 1, 2021 to April 23, 2021 and the year ended December 31, 2020. See Note 3 “Fresh Start Accounting” to our Consolidated Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2021. The Predecessor’s Net Income (Loss) in 2021 was \$(1,961,989,000), and the Successor’s Net Income (Loss) in 2021 was \$(177,344,000). For purposes of reporting Net Income (Loss) for 2021 in the above table, we have combined the Net Loss of the Predecessor in 2021 with the Net Loss of the Successor in 2021.

(9) See Footnote (8) above regarding adoption of fresh start accounting after our emergence from our Chapter 11 reorganization on April 23, 2021. The Predecessor’s adjusted earnings before interest, taxes, depreciation and amortization (or Adjusted EBITDA) in 2021 was \$(239,787,000), and the Successor’s Adjusted EBITDA in 2021 was \$(83,700,000). For purposes of reporting Adjusted EBITDA for 2021 in the above table, we have combined the Adjusted EBITDA of the Predecessor in 2021 with the Adjusted EBITDA of the Successor in 2021. Adjusted EBITDA is a financial measure that does not conform with generally accepted accounting principles in the United States (or GAAP). We



believe that this non-GAAP financial measure provides meaningful information about our performance by excluding certain items that may not be indicative of our ongoing operating results. This allows investors and others to better compare our financial results across previous and subsequent accounting periods and to those of peer companies and to better understand our long-term performance. Non-GAAP financial measures should be considered a supplement to, and not as a substitute for, or superior to, contract drilling revenue, contract drilling expense, operating income or loss, cash flows from operations or other measures of financial performance prepared in accordance with GAAP. The following table summarizes how Adjusted EBITDA is calculated from Loss Before Income Tax Benefit (Expense) as reported in our audited financial statements.

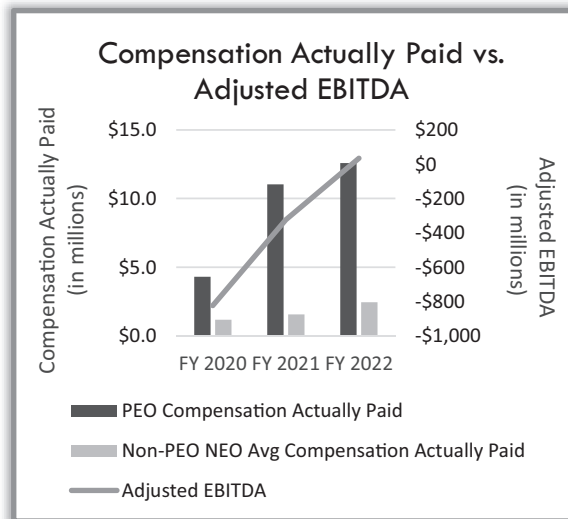
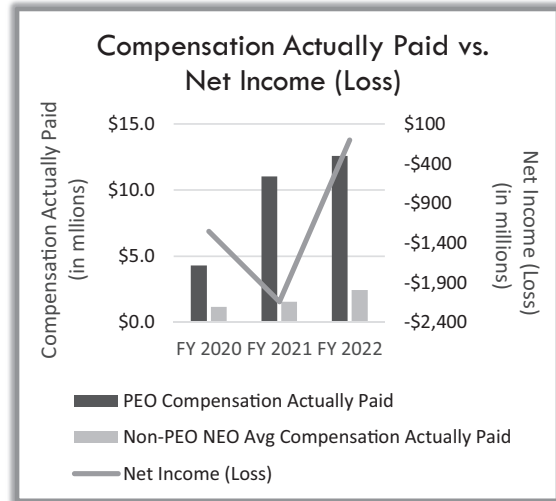
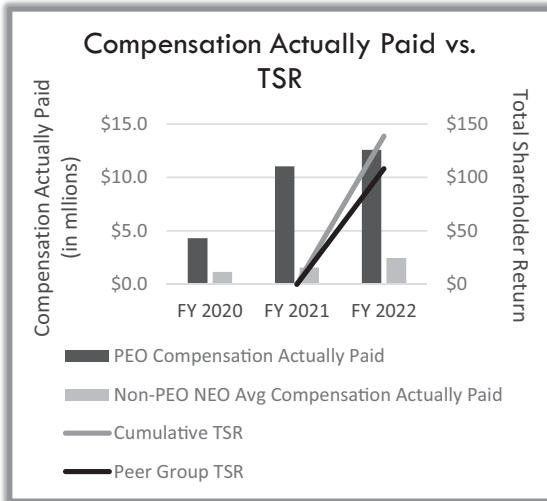
**Reconciliation of Loss Before Income Tax Benefit (Expense) to Adjusted EBITDA**  
(in thousands)

	<u>Successor</u>	<u>Successor</u>	<u>Predecessor</u>	<u>Combined</u>	<u>Predecessor</u>
	Year Ended	Period	Period	Year Ended	Year Ended
	12/31/2022	04/24/2021 through 12/31/2021	01/01/2021 through 04/23/2021	12/31/2021	12/31/2020
<b>As reported Loss Before Income Tax (Expense)</b>					
<b>Benefit</b> . . . . .	<b>(105,606)</b>	<b>(175,690)</b>	<b>(2,001,393)</b>	<b>(2,177,083)</b>	<b>(1,276,090)</b>
Interest expense . . . . .	40,423	26,180	34,827	61,007	42,585
Interest income . . . . .	(18)	(3)	(30)	(33)	(484)
Foreign currency transaction gain . . . . .	3,023	997	172	1,169	4,498
Depreciation . . . . .	103,478	68,504	92,758	161,262	320,085
Gain on disposition of assets . . . . .	(4,895)	(1,024)	(5,486)	(6,510)	(7,375)
Other, net . . . . .	(1,267)	(10,752)	(398)	(11,150)	(560)
Restructuring and separation costs . . . . .	—	—	—	—	17,724
Reorganization costs . . . . .	—	8,088	1,639,763	1,647,851	76,910
<b>Adjusted EBITDA</b> . . . . .	<b>35,138</b>	<b>(83,700)</b>	<b>(239,787)</b>	<b>(323,487)</b>	<b>(822,707)</b>

The following three graphs use the information provided in the table above to describe the relationship between:

- (i) the compensation actually paid to our PEO and the average compensation actually paid to our non-PEO NEOs for each year indicated and (ii) our cumulative total shareholder return (or TSR) and the cumulative TSR of our peer group;
- (i) the compensation actually paid to our PEO and the average compensation actually paid to our non-PEO NEOs for each year indicated and (ii) our Net Income (Loss); and
- (i) the compensation actually paid to our PEO and the average compensation actually paid to our non-PEO NEOs for each year indicated and (ii) our Adjusted EBITDA.

For purposes of the Compensation Actually Paid to our PEO for 2021 in the below graphs, we have aggregated the Compensation Actually Paid to Mr. Wolford and Mr. Edwards for 2021 provided in the table above, which includes the \$6.0 million severance payment to Mr. Edwards upon his termination of employment in April 2021.



Most Important Financial Performance Measures for Our NEOs

- Adjusted EBITDA
- Relative Total Shareholder Return
- Stock Price Appreciation

## Potential Payments Upon Termination or Change in Control

Under the terms of our compensation and severance plans and award agreements, our NEOs are entitled to certain payments and benefits upon the occurrence of specified events, including termination of employment. The following summary and tables describe the specific terms of these arrangements and the estimated payments payable to each of Messrs. Wolford, Savarino and Roland upon termination of employment under our compensation programs as if his employment had terminated for these reasons on December 31, 2022.

The amounts of potential future payments and benefits as set forth in the tables below, and the descriptions of the assumptions upon which such future payments and benefits are based and derived, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are estimates of payments and benefits to certain of our executives upon their termination of employment, and actual payments and benefits may vary materially from these estimates. Actual amounts can only be determined at the time of such executive's actual separation from our company. Factors that could affect these amounts and assumptions include, among others, the timing during the year of any such event, our company's stock price, unforeseen future changes in our company's benefits and compensation methodology, the age of the executive and the circumstances of the executive's termination of employment.

For purposes of the following tables, with respect to each NEO, dollar amounts are estimates based on annual base salary as of December 31, 2022 and benefits paid to the NEO in fiscal year 2022. The market value of each executive's accelerated shares of restricted stock and RSUs shown in the below tables was calculated by multiplying the number of unvested shares or RSUs by \$10.40 (the closing price per share of our common stock on December 30, 2022, as reported on the NYSE). See "*Compensation Discussion and Analysis—2021 Long-Term Incentive Awards*" and "*—2022 Long-Term Incentive Awards*" above. The actual amounts to be paid to the NEOs can only be determined at the time of each executive's separation from the company.

In addition to the amounts in the below summaries, if the NEO resigns or his employment is terminated for any reason, he may be paid for his unused vacation days. The summaries assume that there is no earned but unpaid base salary or unpaid business expense reimbursements as of the time of termination.

### *Bernie Wolford, Jr.*

Mr. Wolford's employment agreement provides that, if Mr. Wolford's employment is terminated (a) due to his death or by us due to his disability, he will be entitled to any accrued but unpaid annual bonus with respect to the preceding calendar year and (b) by us without "cause" (as defined in his agreement) or by Mr. Wolford with "good reason" (as defined in his agreement), he will be entitled to (i) any accrued but unpaid annual bonus with respect to the preceding calendar year, (ii) a lump-sum cash payment equal to 200% of the sum of (A) his base salary *plus* (B) target annual bonus and (iii) continued participation in our group health plan for him and his eligible dependents for a period of 24 months at our expense. No severance is payable upon termination of employment for cause or a voluntary termination by Mr. Wolford without good reason.

Mr. Wolford's restricted stock award agreement for his CEO Time-Vesting Award provides that, if his employment is terminated by us without "cause" (as defined in our Stock Plan), due to his death or disability, or by him for "good reason" (as defined in our Stock Plan), then the number of shares of restricted stock that would have otherwise vested pursuant to the award in the 12-month period following such termination will immediately vest on the date of such termination. However, in the case of any such termination within the period starting six months prior to the occurrence of a "change in control" (as defined in our Stock Plan) and ending 12 months following the occurrence of a change in control, then the restricted stock will fully vest immediately upon such termination of employment. If the CEO Time-Vesting Award is not continued, assumed, replaced, converted or substituted upon the occurrence of a change in control in accordance with our Stock Plan, then the restricted stock will fully vest as of immediately prior to a change in control.

Mr. Wolford's restricted stock award agreement for his CEO Performance-Vesting Award provides that, if his employment is terminated by us without cause, due to his death or disability, or by him for good reason, then the restricted stock will remain outstanding and be eligible to vest during the 12-month period following such termination of employment. However, in the case of any such termination within the period starting six months prior to the occurrence of a change in control and ending 12 months following the occurrence of a change in control, then the restricted stock will fully vest immediately upon such termination of employment. Upon the occurrence of a change in control in accordance with our Stock Plan, the Total Equity Value would be tested on the change in control and the restricted stock would vest in accordance with the terms of our Stock Plan.

To determine the Total Equity Value of our common stock as of December 31, 2022 for purposes of estimating the extent to which Mr. Wolford's remaining unvested CEO Performance-Vesting Award may have vested under the terms of his award agreement if his employment had been terminated by us without cause, due to his death or disability, or by him for good reason as of such date, we multiplied \$10.40 (the closing price per share of our common stock on December 30, 2022, as reported on the NYSE) by our estimated shares of common stock outstanding as of December 31, 2022. The above calculation would result in an estimated Total Equity Value of approximately \$980.4 million as of December 31, 2022, which would not exceed the Total Equity Value achieved in the prior vesting of his CEO Performance-Vesting Award and therefore would not have resulted in any additional shares of Mr. Wolford's remaining unvested CEO Performance-Vesting Award vesting under the terms of his award agreement.

In estimating the extent to which Mr. Wolford's remaining unvested CEO Performance-Vesting Award may have vested under the terms of his award agreement if his employment had been terminated on December 31, 2022 after a change in control, we estimated that the Total Equity Value would have satisfied target and all of his remaining CEO Performance-Vesting Award would have vested in full.

In estimating the extent to which the unvested performance-based RSUs granted to Mr. Wolford on May 12, 2022 may have vested under the terms of his award agreement if his employment had been terminated on December 31, 2022 without "cause" or as a result of his death or disability or a resignation for "good reason," we assumed that the highest 30-day VWAP achieved during the performance period prior to his termination was \$10.40 (the closing price per share of our common stock on December 30, 2022, as reported on the NYSE) and used straight-line interpolation to determine that 88.13% of his performance-based RSUs would vest. In estimating the extent to which Mr. Wolford's unvested time-based and performance-based RSUs may have vested under the terms of his award agreements if his employment had been terminated on December 31, 2022 after a change in control, we estimated that both of his awards would have been treated as "Rollover Awards" in the change in control and therefore all of his remaining unvested time-based and performance-based RSUs would have vested in full. For a description of the terms of Mr. Wolford's time-based RSU award and performance-based RSU award granted on May 12, 2022, see *"Compensation Discussion and Analysis—2022 Long-Term Incentive Awards"* above.

Mr. Wolford's employment agreement contains non-competition covenants restricting his ability to compete with us and non-solicitation covenants, applicable in each case during the term of the employment agreement and for a period of one year thereafter, and covenants concerning confidentiality, rights to inventions and non-disparagement.

#### *Other NEOs*

Messrs. Savarino and Roland are participants in the Supplemental Severance Plan, which provides that if a participant's employment is terminated by our company without "cause" or as a result of the recipient's death or disability or a resignation for "good reason" (each of "cause" and "good reason" as defined in the Supplemental Severance Plan), the participant will be eligible to receive a lump-sum cash payment in an amount equal to the sum of the participant's annual base salary and annual target bonus and, subject to the participant's election of continuation of health care coverage pursuant to COBRA, we will pay the full cost of the

participant’s COBRA premiums for 12 months from the date of the termination. If a participant’s employment is terminated by our company without cause or due to a resignation for good reason within six months prior to, or one year following, a change in control of our company, the participant will instead be eligible to receive a lump-sum cash payment in an amount equal to 1.5 times the sum of the participant’s annual base salary and annual target bonus and, subject to the participant’s election of COBRA coverage, we will pay the full cost of the participant’s COBRA premiums for 18 months from the date of such termination. To be eligible to receive severance benefits under the Supplemental Severance Plan, a participant must enter into an agreement with us that contains restrictive covenants with respect to confidentiality and non-solicitation of customers (for three months after termination) and employees (for six months after termination).

In estimating the extent to which the remaining unvested performance-based RSUs granted to Mr. Savarino on July 1, 2021 and October 1, 2021, and granted to Mr. Roland on July 1, 2021, may have vested under the terms of their award agreements if their employment had been terminated on December 31, 2022 without “cause” or as a result of their death or disability or a resignation for “good reason,” we estimated that the performance conditions applicable to the vesting of the awards would have been achieved at target and therefore their remaining eligible performance-based RSUs would have vested at target. In estimating the extent to which the unvested performance-based RSUs granted to Messrs. Savarino and Roland on May 12, 2022 may have vested under the terms of their award agreements if their employment had been terminated on December 31, 2022 without “cause” or as a result of their death or disability or a resignation for “good reason,” we assumed that the highest 30-day VWAP achieved during the performance period prior to their termination was \$10.40 (the closing price per share of our common stock on December 30, 2022, as reported on the NYSE) and used straight-line interpolation to determine that 88.13% of their performance-based RSUs would vest. In estimating the extent to which the remaining unvested time-based and performance-based RSUs held by Messrs. Savarino and Roland may have vested under the terms of their award agreements if their employment had been terminated on December 31, 2022 after a change in control, we estimated that all of their RSU awards would have been treated as “Rollover Awards” in the change in control and therefore all of their remaining unvested time-based and performance-based RSUs would have vested in full. For a description of the terms of the time-based RSU awards and performance-based RSU awards granted to Messrs. Savarino and Roland on July 1, 2021 and May 12, 2022, and the time-based RSU awards and performance-based RSU awards granted to Mr. Savarino on October 1, 2021, see “*Compensation Discussion and Analysis—2021 Long-Term Incentive Awards*” and “*—2022 Long-Term Incentive Awards*” above.

Assuming the employment of each below NEO was terminated under each of these circumstances on December 31, 2022, his payments and benefits would have had an estimated value as follows (less applicable withholding taxes):

<u>Bernie Wolford, Jr. Executive Benefits &amp; Payments</u>	<u>Termination for Good Reason or Without Cause (\$)</u>	<u>Termination for Death or Disability (\$)</u>	<u>Termination for Cause (\$)</u>	<u>Other Voluntary Termination (\$)</u>	<u>Termination after Change in Control (\$)</u>
Cash Severance . . . . .	3,675,000	735,000	—	—	3,675,000
Accelerated Restricted Stock . . . . .	770,370	770,370	—	—	1,086,218
Accelerated RSUs . . . . .	2,516,192	2,516,192	—	—	4,078,703
COBRA Insurance Continuation . . . . .	11,730	—	—	—	11,730
Total . . . . .	6,973,292	4,021,562	—	—	8,851,651
<u>Dominic A. Savarino Executive Benefits &amp; Payments</u>	<u>Termination for Good Reason or Without Cause (\$)</u>	<u>Termination for Death or Disability (\$)</u>	<u>Termination for Cause (\$)</u>	<u>Other Voluntary Termination (\$)</u>	<u>Termination after Change in Control (\$)</u>
Cash Severance . . . . .	770,000	770,000	—	—	1,155,000
Accelerated RSUs (1) . . . . .	1,832,436	1,832,436	—	—	2,320,719
COBRA Insurance Continuation . . . . .	5,325	5,325	—	—	7,988
SERP . . . . .	10,361	10,361	10,361	10,361	10,361
Total . . . . .	2,618,122	2,618,122	10,361	10,361	3,494,068

<u>David L. Roland Executive Benefits &amp; Payments</u>	<u>Termination for Good Reason or Without Cause (\$)</u>	<u>Termination for Death or Disability (\$)</u>	<u>Termination for Cause (\$)</u>	<u>Other Voluntary Termination (\$)</u>	<u>Termination after Change in Control (\$)</u>
Cash Severance . . . . .	731,000	731,000	—	—	1,096,500
Accelerated RSUs (1) . . . . .	1,596,542	1,596,542	—	—	1,938,341
COBRA Insurance Continuation . . . . .	5,248	5,248	—	—	7,872
SERP . . . . .	<u>38,238</u>	<u>38,238</u>	<u>38,238</u>	<u>38,238</u>	<u>38,238</u>
<b>Total</b> . . . . .	<u>2,371,028</u>	<u>2,371,028</u>	<u>38,238</u>	<u>38,238</u>	<u>3,080,951</u>

(1) The award agreements for the RSUs granted to Messrs. Savarino and Roland on July 1, 2021 and to Mr. Savarino on October 1, 2021 permit acceleration for termination without “cause” but do not permit acceleration upon termination for “good reason.” As a result, the payments in this column with respect to Accelerated RSUs awarded on July 1, 2021 and October 1, 2021 would have been payable only upon termination without “cause.”

### CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of our current CEO, Mr. Wolford. For 2022:

- the annual total compensation of the employee identified at median of our company (other than our CEO) was \$107,911; and
- the total compensation of Mr. Wolford, as reflected in the *2022 Summary Compensation Table* above, was \$3,698,422.

Based on this information, for 2022 the ratio of the total annualized compensation of Mr. Wolford to the median of the annual total compensation of all employees was estimated to be approximately 34 to 1.

This pay ratio is a reasonable estimate calculated in accordance with SEC rules based on our payroll and employment records and the methodology described below. The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

To identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of Mr. Wolford and our median employee, we used the following methodology, material assumptions, adjustments and estimates:

- We identified our median-compensated employee from all full-time, part-time and temporary workers (except for our employees in Singapore as described below) who were included as employees on our payroll records as of December 31, 2022, based on actual base salary, overtime and bonuses paid for calendar year 2022. We believe the use of such cash compensation for all employees is a consistently-applied compensation measure because we do not widely distribute equity awards to employees.
- We determined that, as of December 31, 2022, our employee population for purposes of this pay ratio calculation consisted of approximately 1,993 individuals globally. As permitted by SEC rules, when identifying our median employee for purposes of the pay ratio calculation, we excluded the compensation of our three employees based in Singapore.

- Compensation for newly-hired employees who worked less than a full year was annualized. The pay for employees based outside of the U.S. was converted to U.S. dollars using the average of the exchange rates in effect on each of January 1, 2022 and December 31, 2022. We did not make any cost of living adjustments in identifying the median employee. The median employee from our analysis had anomalous compensation characteristics and was substituted with a similarly-situated employee with a materially equivalent compensation level.
- After identifying the median employee based on total cash compensation, we calculated annual total compensation for such employee using the same methodology we use for our NEOs as set forth in the *2022 Summary Compensation Table*.



## ADVISORY VOTE ON EXECUTIVE COMPENSATION

### (Proposal No. 2)

Although we are not required to do so, we are asking our stockholders to approve, on an advisory basis, the compensation of our NEOs as we have described it in the “*Compensation Discussion and Analysis*” and “*Executive Compensation*” sections of this proxy statement. This advisory vote is sometimes referred to as “say-on-pay.”

While this say-on-pay advisory vote is not binding on us, management and the Compensation Committee will review the voting results for purposes of obtaining information regarding investor sentiment about our executive compensation philosophy, policies and practices. If there is a significant number of negative votes, we will seek to understand the concerns that influenced the negative votes and consider them in making decisions about our executive compensation program in the future. At our 2022 annual meeting, our stockholders approved our non-binding advisory vote on the compensation of our NEOs through December 31, 2020, with approximately 92% of the votes cast on the proposal voting in favor of its approval.

We believe that the information we have provided in this proxy statement demonstrates that our executive compensation program is designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. As described above in detail in the “*Compensation Discussion and Analysis*” and “*Executive Compensation*” sections of this proxy statement, our compensation program during 2022 included both fixed compensation and variable compensation, with most of the executive compensation being at risk and subject to the satisfaction of performance-based incentives that were designed to support our long-term business strategies and promote creation of stakeholder value. We believe our program delivers reasonable pay that is strongly linked to our performance and rewards achievement of performance that is aligned with stakeholder interests.

**Accordingly, our Board of Directors strongly endorses the company’s executive compensation program and recommends a vote FOR the following resolution:**

RESOLVED, that the compensation paid to our company’s named executive officers, as disclosed in this proxy statement, including the Compensation Discussion and Analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved on an advisory basis.

**ADVISORY VOTE ON THE FREQUENCY OF FUTURE  
ADVISORY VOTES ON EXECUTIVE COMPENSATION**

**(Proposal No. 3)**

As required by Section 14A of the Exchange Act, we are providing our stockholders the opportunity to indicate how frequently we should seek future advisory say-on-pay votes on the compensation of our NEOs. Under this proposal, stockholders may indicate whether they would prefer that the advisory say-on-pay vote on the compensation of our NEOs occur every one, two or three years. Stockholders may also abstain from voting on this proposal.

Pursuant to Section 14A of the Exchange Act, we are required to hold at least once every six years an advisory stockholder vote to determine the frequency of the advisory stockholder vote on executive compensation. At our 2017 annual meeting of stockholders, our stockholders approved holding an advisory vote on the compensation of our NEOs each year. The Board believes that an annual advisory vote on executive compensation continues to be the best approach because it allows our stockholders to provide input on our compensation policies and programs on a regular basis. This advisory vote, although not binding on the Board, will be considered by the Board and our Compensation Committee when determining the frequency of holding future advisory say-on-pay votes.

**Accordingly, the Board of Directors recommends a vote to conduct an advisory say-on-pay stockholder vote EVERY YEAR.**

## RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

### (Proposal No. 4)

The Audit Committee of our Board selected Deloitte & Touche LLP (or D&T) to serve as our independent registered public accounting firm (independent auditor) for fiscal year 2023. Although it is not required to do so, our Board is submitting the selection of D&T for ratification by our stockholders at the Annual Meeting. Regardless of the outcome of the vote, the Audit Committee has the authority within its discretion to recommend and approve any appointment, retention or dismissal of our independent auditor.

D&T has served as our independent auditor since 1989. We expect that a representative of D&T will have the opportunity to make a statement if they desire to do so and will be available during the Annual Meeting to respond to appropriate questions from stockholders.

### Audit Fees

D&T and its affiliates billed the following fees for the years ended December 31, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Audit Fees (1) .....	\$2,148,000	\$3,225,000
Audit-Related Fees .....	—	—
Tax Fees (2) .....	16,000	54,000
All Other Fees (3) .....	<u>4,000</u>	<u>79,000</u>
Total .....	\$2,168,000	\$3,358,000

- (1) Audit Fees include the aggregate fees and expenses for the audit of our annual financial statements and internal control over financial reporting, reviews of our quarterly financial statements and various statutory audits of our foreign subsidiaries.
- (2) Tax fees include aggregate fees and expenses related to tax consultations with respect to tax disputes outside the scope of the annual audit of our financial statements.
- (3) All Other Fees include fees and expenses for a subscription to an accounting research tool and a cybersecurity assessment.

### Auditor Engagement and Pre-Approval Policy

In order to assure the continued independence of our independent auditor, currently D&T, the Audit Committee has a policy requiring pre-approval of all audit and non-audit services performed by the independent auditor. Under this policy, the Audit Committee annually pre-approves certain limited, specified recurring services that may be provided by D&T. All other engagements for services that may be provided by D&T must be specifically pre-approved by the Audit Committee, or a designated committee member to whom this authority has been delegated. Since its adoption of this policy, the Audit Committee or its designee has pre-approved all engagements by us and our subsidiaries for services of D&T, including the terms and fees thereof, and concluded that such engagements were compatible with the continued independence of D&T in serving as our independent auditor.

**Our Board recommends a vote FOR Proposal No. 4.**

**APPROVAL OF AMENDMENTS TO OUR CERTIFICATE  
OF INCORPORATION TO DECLASSIFY OUR BOARD**

**(Proposal No. 5)**

Upon the recommendation of the NG&S Committee, the Board adopted, subject to stockholder approval, the amendments to our Certification of Incorporation set forth in the form of Fourth Amended and Restated Certificate of Incorporation attached to this proxy statement as Appendix A (or the Declassification Amendment) to effectuate the declassification of the Board as described in the Declassification Amendment and institute annual elections of all directors on a phased-in basis.

If this Proposal No. 5 is approved by the stockholders, we will cause the Declassification Amendment to become effective by filing it with the Secretary of State of the State of Delaware. If this Proposal No. 5 is not approved by the stockholders, then we will not file the Declassification Amendment and the Board will remain classified with the directors continuing to serve three-year terms.

**Description of the Declassification Amendment and Reasons for Declassifying the Board**

Our Certificate of Incorporation currently divides our Board into three staggered classes of directors, with each class of directors elected every three years for a three-year term. Stockholders currently elect only one class of directors each year, constituting approximately one-third of the Board. After consideration, the Board has determined that it would be in the best interests of the stockholders to declassify the Board to allow the stockholders to vote on the election of the entire Board each year, rather than on a staggered basis. When fully implemented after the phase-in period, the Declassification Amendment would permit stockholders to vote annually for all directors.

If this proposal is approved by the stockholders and implemented, the declassification of the Board would be phased-in over a period of three years and three annual meetings of stockholders, beginning with the 2024 annual meeting of stockholders and concluding at the 2026 annual meeting of stockholders. The advantage of phasing-in the declassification is that each director elected prior to the change would then be able to serve his or her full remaining term on the Board. Directors elected at or after the 2024 annual meeting of stockholders would be elected to one-year terms expiring at the next annual meeting of stockholders following their election. However, the term of any director elected or appointed to the Board before the 2024 annual meeting of stockholders, included those elected at the Annual Meeting, would continue to be approximately three years. Similarly, any director elected or appointed to fill a vacancy opened by the departure of a director serving a classified term would serve the remainder of the departed director's term. Declassification of the Board would be complete at the conclusion of the 2026 annual meeting of stockholders, and, as of that year and going forward, all directors would serve one-year terms.

The text of the proposed Declassification Amendment, setting forth the amendments to the Certificate of Incorporation contemplated by this proposal, is attached to this proxy statement as Appendix A (with deleted text shown in strikethrough and added text shown double underlined). The text of Appendix A is incorporated into this discussion by reference. This description of the proposed Declassification Amendment is only a summary and is qualified in its entirety by reference to the actual text of the proposed Declassification Amendment set forth in Appendix A, which you are encouraged to read in its entirety.

In evaluating whether to recommend, approve and adopt the Declassification Amendment, subject to stockholder approval, the NG&S Committee and the Board considered factors that favor continuing with a classified board structure, as well as factors that favor adopting a declassified board structure. A classified board structure may offer some advantages. It allows a majority of the board to remain in place from year to year, which promotes board continuity and stability, and encourages the board to plan and commit to long-term goals and perspectives for the company's stockholders. A classified board ensures that at any one time,

approximately two-thirds of the elected board has experience with the business and operations of the company it manages. Further, a classified board may provide a greater opportunity to protect the interests of stockholders in the event of an unsolicited takeover offer. In contrast, a classified board can also be viewed as diminishing a board's accountability to stockholders, because such a structure does not enable stockholders to evaluate directors and the board through an annual vote and therefore hinders stockholders from taking a more active role in shaping and implementing corporate governance policies. Public companies with classified boards also commonly face increased scrutiny from proxy advisory firms and institutional investors. Ultimately, after weighing the relevant considerations, including the factors described above, the NG&S Committee and the Board determined that it would be in the best interests of the company and our stockholders to amend our Certificate of Incorporation to declassify the board as set forth in the Declassification Amendment.

#### **Vote Required**

Approval of the adoption of the Declassification Amendment to eliminate the classified board requires the affirmative vote of 2/3 of the shares of common stock issued and outstanding as of the Record Date.

**Our Board recommends a vote FOR Proposal No. 5.**

## **SOLICITATION EXPENSES**

We will bear the cost of preparing, printing and mailing this proxy statement and the accompanying proxy card and of this solicitation of proxies on behalf of our Board. In addition to solicitation by mail, we may solicit proxies personally, by telephone or other means. We intend to request brokerage houses, custodians, nominees and others who hold our common stock in their names to solicit proxies from the persons who beneficially own such stock and we will reimburse these brokerage houses, custodians, nominees and others for the reasonable costs of sending the proxy materials to the beneficial owners of our common stock.

## **COMMUNICATIONS WITH DIAMOND OFFSHORE AND OTHERS**

Stockholders and other interested parties may communicate directly with our Chairman, other Independent Directors or our Board as a whole by writing to Diamond Offshore, 15415 Katy Frwy, Suite 100, Houston, TX 77094, Attn: Corporate Secretary. Stockholders should clearly specify in each communication the name of the individual director or group of directors to whom the communication is addressed. Inquiries sent by mail will be reviewed by our Corporate Secretary and, if they pertain to the functions of the Board or if the Corporate Secretary otherwise determines that they should be brought to the intended recipient's attention, they will be forwarded to the intended recipient. Concerns relating to accounting, internal controls, auditing or compliance matters will be brought to the attention of our Audit Committee and handled in accordance with procedures established by the Audit Committee. Items that are unrelated to the duties and responsibilities of the Board, such as personal employee complaints, resumes and other forms of job inquiries, surveys, service complaints, requests for donations, business solicitations or advertisements, will not be forwarded to the directors. In addition, material that is viewed as hostile, threatening, illegal or similarly unsuitable will not be forwarded.

## **STOCKHOLDER PROPOSALS AND NOMINATIONS FOR OUR 2024 ANNUAL MEETING**

Stockholders who desire to submit a proposal for inclusion in our proxy materials for our 2024 annual meeting of stockholders may do so by complying with the procedures set forth in Rule 14a-8 under the Exchange Act. To be eligible for inclusion in our proxy materials under Rule 14a-8, stockholder proposals must be received by our Corporate Secretary at our principal executive offices no later than December 1, 2023 and otherwise comply with the rules and procedures set forth in Rule 14a-8. Stockholder proposals should be addressed to Diamond Offshore, 15415 Katy Freeway, Suite 100, Houston, Texas 77094, Attention: Corporate Secretary.

Under our Bylaws, with respect to any stockholder proposal that is not submitted for inclusion in next year's proxy statement under Rule 14a-8, and with respect to any stockholder nominees for director, a stockholder's notice must be delivered to Diamond Offshore, 15415 Katy Frwy, Suite 100, Houston, TX 77094, Attention: Corporate Secretary, and must be received by our Corporate Secretary no earlier than January 11, 2024, and not later than February 10, 2024, unless the date of the next annual meeting is more than 30 days before or more than 60 days after May 10, 2024. Any such stockholder proposal or director nomination must comply in all respects with the specific requirements included in our Bylaws (including, if applicable, with respect to Rule 14a-19 under the Exchange Act). If a proposal is received before or after the applicable date, our proxy for our 2024 annual meeting of stockholders may confer discretionary authority to vote on such matter without any discussion of such matter in the proxy statement for our 2024 annual meeting of stockholders.

**OTHER MATTERS**

While management has no reason to believe that any other business will be presented, if any other matters should properly come before the Annual Meeting, the proxies will be voted as to such matters in accordance with the best judgment of the proxy holders.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "David L. Roland", written in a cursive style.

DAVID L. ROLAND

*Senior Vice President, General Counsel and Secretary*



**APPENDIX A**  
**DECLASSIFICATION AMENDMENT**  
**~~THIRD~~ FOURTH AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**DIAMOND OFFSHORE DRILLING, INC.**

Diamond Offshore Drilling, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended and supplemented (the "DGCL"), hereby certifies as follows:

1. The name of the corporation is Diamond Offshore Drilling, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 12, 1989 under the name Majestic Offshore, Inc. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on May 28, 1998.
2. This ~~Third~~ Fourth Amended and Restated Certificate of Incorporation (this "Certificate"), which restates, integrates and amends the Certificate of Incorporation of the Corporation as heretofore in effect, has been duly adopted by the corporation in accordance with Sections 242 and 245 of the DGCL.
3. The Certificate of Incorporation of the Corporation as heretofore in effect is hereby amended and restated in its entirety to read as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is Diamond Offshore Drilling, Inc.

**ARTICLE II**  
**REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**  
**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV**  
**AUTHORIZED CAPITAL**

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock that the Corporation shall have authority to issue is 800,000,000. The total number of shares of Common Stock that the Corporation is authorized to issue is 750,000,000, having a par value of \$0.0001 per share, and the total number of shares of Preferred Stock that the Corporation is authorized to issue is 50,000,000, having a par value of \$0.0001 per share.

**ARTICLE V  
CAPITAL STOCK**

The designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. COMMON STOCK.

1. General. The voting, dividend, liquidation and other rights and powers of the Common Stock are subject to and qualified by the rights, powers and preferences of any series of Preferred Stock as may be designated by the Board of Directors of the Corporation (the "Board of Directors") and outstanding from time to time.

2. Voting. Except as otherwise provided herein or expressly required by law, each holder of Common Stock, as such, shall be entitled to vote on each matter submitted to a vote of stockholders and shall be entitled to one vote for each share of Common Stock held of record by such holder as of the record date for determining stockholders entitled to vote on such matter. Except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate (including any Certificate of Designation (as defined below)) that relates solely to the rights, powers, preferences (or the qualifications, limitations or restrictions thereof) or other terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate (including any Certificate of Designation) or pursuant to the DGCL.

Subject to the rights of any holders of any outstanding series of Preferred Stock, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

3. Dividends. Subject to applicable law and the rights and preferences of any holders of any outstanding series of Preferred Stock, the holders of Common Stock, as such, shall be entitled to the payment of dividends on the Common Stock when, as and if declared by the Board of Directors in accordance with applicable law.

4. Liquidation. Subject to the rights and preferences of any holders of any shares of any outstanding series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding Common Stock pro rata in accordance with the number of shares of Common Stock held by each such holder.

5. Transfer Rights. Subject to applicable law and the transfer restrictions set forth in Article VII of the bylaws of the Corporation (as such Bylaws may be amended from time to time, the "Bylaws"), shares of Common Stock and the rights and obligations associated therewith shall be fully transferable to any transferee.

B. PREFERRED STOCK

Shares of Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the creation and issuance of such series adopted by the Board of Directors as hereinafter provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by adopting a resolution or

resolutions providing for the issuance of the shares thereof and by filing a certificate of designation relating thereto in accordance with the DGCL (a “Certificate of Designation”), to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, and to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series as shall be stated and expressed in such resolutions, all to the fullest extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolution or resolutions providing for the creation and issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law and this Certificate (including any Certificate of Designation). Except as otherwise required by law, holders of any series of Preferred Stock shall be entitled only to such voting rights, if any, as shall expressly be granted thereto by this Certificate (including any Certificate of Designation).

The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

#### C. NONVOTING EQUITY SECURITIES

The Corporation shall not issue nonvoting equity securities; provided, however the foregoing restriction shall (i) have no further force and effect beyond that required under Section 1123(a)(6) of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), (ii) only have such force and effect for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation, and (iii) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect. The prohibition on the issuance of nonvoting equity securities is included in this Certificate in compliance with Section 1123(a)(6) of the Bankruptcy Code.

### ARTICLE VI BOARD OF DIRECTORS

For the management of the business and for the conduct of the affairs of the Corporation it is further provided that:

A. Until the election of directors at the annual meeting of stockholders of the Corporation to be held in 2026, the directors of the Corporation shall be classified with respect to the time for which they severally hold office into three classes, designated as Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one third of the total number of directors constituting the whole Board of Directors. The initial Class I directors shall serve for a term expiring at the first annual meeting of the stockholders following the filing and effectiveness of ~~this~~ the Third Amended and Restated Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware on April 23, 2021 (the “Effective Time”); the initial Class II directors shall serve for a term expiring at the second annual meeting of the stockholders following the Effective Time; and the initial Class III directors shall serve for a term expiring at the third annual meeting following the Effective Time. At each annual meeting of stockholders of the Corporation beginning with the first annual meeting of stockholders following the Effective Time, until the annual meeting of stockholders of the Corporation to be held in 2024, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Each director shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation, disqualification or removal in accordance with this Certificate. Commencing with the election of directors at the annual meeting of stockholders of the Corporation to be held in 2024, at each annual meeting of stockholders, all directors whose term expires at that meeting

shall be elected for a one-year term expiring at the next annual meeting of stockholders of the Corporation, and commencing with the election of directors at the annual meeting of stockholders of the Corporation to be held in 2026, the classification of the Board of Directors shall terminate.

B. Except as otherwise expressly provided by the DGCL or this Certificate, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors that shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted from time to time by the Board of Directors in accordance with the Bylaws. ¶ Until the classification of the Board of Directors terminates at the annual meeting of stockholders of the Corporation to be held in 2026, if the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any such additional director of any class elected to fill a newly created directorship resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors remove or shorten the term of any incumbent director.

C. Subject to the special rights of the holders of one or more outstanding series of Preferred Stock to elect directors, the Board of Directors or any individual director may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least a majority of the voting power of all of the then outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

D. Subject to the special rights of the holders of one or more outstanding series of Preferred Stock to elect directors, except as otherwise provided by law, any vacancies on the Board of Directors resulting from death, resignation, disqualification, retirement, removal or other causes and any newly created directorships resulting from any increase in the number of directors shall be filled exclusively by the affirmative vote of a majority of the directors then in office, even though less than a quorum, or by a sole remaining director (other than any directors elected by the separate vote of one or more outstanding series of Preferred Stock), and shall not be filled by the stockholders. Any Until the classification of the Board of Directors terminates at the annual meeting of stockholders of the Corporation to be held in 2026, any director appointed in accordance with the preceding sentence shall hold office until the expiration of the term of the class to which such director shall have been appointed or until his or her earlier death, resignation, retirement, disqualification, or removal, and thereafter any director appointed in accordance with the preceding sentence shall hold office until the next annual meeting of stockholders of the Corporation or until his or her earlier death, resignation, retirement, disqualification, or removal.

E. Whenever the holders of any one or more series of Preferred Stock issued by the Corporation shall have the right, voting separately as a series or separately as a class with one or more such other series, to elect directors at an annual or special meeting of stockholders, the election, term of office, removal and other features of such directorships shall be governed by the terms of this Certificate (including any Certificate of Designation). Notwithstanding anything to the contrary in this Article VI, the number of directors that may be elected by the holders of any such series of Preferred Stock shall be in addition to the number fixed pursuant to paragraph B of this Article VI, and the total number of directors constituting the whole Board of Directors shall be automatically adjusted accordingly. Except as otherwise provided in this Certificate (including any Certificate of Designation) in respect of one or more series of Preferred Stock, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of this Certificate (including any Certificate of Designation), the terms of office of all such additional directors elected by the holders of such series of Preferred Stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate (in which case each such director thereupon shall cease to be qualified as, and shall cease to be, a director) and the total authorized number of directors of the Corporation shall automatically be reduced accordingly.

F. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws. The stockholders of the Corporation shall also have

the power to adopt, amend or repeal the Bylaws; provided, that in addition to any vote of the holders of any class or series of stock of the Corporation required by applicable law or by this Certificate (including any Certificate of Designation in respect of one or more series of Preferred Stock) or the Bylaws of the Corporation, the adoption, amendment or repeal of the Bylaws of the Corporation by the stockholders of the Corporation shall require the affirmative vote of the holders of at least two-thirds of the voting power of all of the then outstanding shares of voting stock of the Corporation entitled to vote generally in an election of directors; provided, further, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the Board of Directors that would have been valid if such Bylaws had not been adopted.

G. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

## **ARTICLE VII MEETINGS OF STOCKHOLDERS; ACTION BY WRITTEN CONSENT**

A. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of the stockholders of the Corporation, and shall not be taken by written consent in lieu of a meeting. Notwithstanding the foregoing, any action required or permitted to be taken by the holders of any series of Preferred Stock, voting separately as a series or separately as a class with one or more other such series, may be taken without a meeting, without prior notice and without a vote, to the extent expressly so provided by the applicable provisions of this Certificate (including any Certificate of Designation) relating to such series of Preferred Stock, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares of the relevant series of Preferred Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation in accordance with the applicable provisions of the DGCL.

B. Subject to the special rights of the holders of one or more series of Preferred Stock, and to the requirements of applicable law, special meetings of the stockholders of the Corporation may be called for any purpose or purposes, at any time only by or at the direction of the majority of the Board of Directors, the Chairperson of the Board of Directors, the Chief Executive Officer or President, in each case, in accordance with the Bylaws, and shall not be called by any other person or persons. Any such special meeting so called may be postponed, rescheduled or cancelled by the Board of Directors or other person calling the meeting.

C. Advance notice of stockholder nominations for the election of directors and of other business proposed to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws. Any business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes identified in the notice of meeting.

## **ARTICLE VIII LIMITATION OF DIRECTOR LIABILITY**

No director of the Corporation shall have any personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or hereafter may be amended. Any amendment, repeal or modification of this Article ~~VII~~ VIII, or the adoption of any provision of this Certificate inconsistent with this Article ~~VII~~ VIII, shall not adversely affect any right or protection of a director of the Corporation with respect to any act or omission occurring prior to such amendment, repeal, modification or adoption. If the DGCL is hereafter amended ~~after the Effective Time~~ to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited, as applicable, to the fullest extent permitted by the DGCL as so amended.

**ARTICLE IX  
BUSINESS COMBINATION**

The Corporation hereby expressly elects not to be governed by Section 203 of the DGCL.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any person to the fullest extent authorized or permitted by applicable law, as now or hereafter in effect, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or while a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending or otherwise participating in any proceeding in advance of its final disposition, subject to the Corporation's receipt, to the extent required by the DGCL, of an undertaking by or on behalf of the director or officer receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation under this Article X. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article X to directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate, the Bylaws, any statute, agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this Article X shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation (collectively, the "Covered Persons") existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation hereby acknowledges that certain Covered Persons may have rights to indemnification and advancement of expenses (directly or through insurance obtained by any such entity) provided by one or more third parties (collectively, the "Other Indemnitors"), and which may include third parties for whom such Covered Person serves as a manager, member, officer, employee or agent. The Corporation hereby agrees and acknowledges that notwithstanding any such rights that a Covered Person may have with respect to any Other Indemnitor(s), (i) the Corporation is the indemnitor of first resort with respect to all Covered Persons and all obligations to indemnify and provide advancement of expenses to Covered Persons and (ii) the Corporation shall be required to indemnify and advance the full amount of expenses incurred by the Covered Persons, to the fullest extent required by law, the terms of this Certificate, the Bylaws, any agreement to which the Corporation is a party, any vote of the stockholders or the Board of Directors, or otherwise, without regard to any rights the Covered Persons may have against the Other Indemnitors. The Corporation further agrees that no advancement or payment by the Other Indemnitors with respect to any claim for which the Covered Persons have sought indemnification from the Corporation shall affect the foregoing and the Other Indemnitors shall have a right of contribution and/or be subrogated to the extent of any such advancement or payment to all of the rights of recovery of the Covered Persons against the Corporation. These rights shall be a contract right, and the Other



Indemnitors are express third party beneficiaries of the terms of this paragraph. Notwithstanding anything to the contrary herein, the obligations of the Corporation under this paragraph shall only apply to Covered Persons in their capacity as Covered Persons.

## **ARTICLE XI COMPETITION AND CORPORATE OPPORTUNITIES**

A. In recognition and anticipation that certain members of the Board of Directors who are not employees of the Corporation ("Non-Employee Directors") and their respective Affiliates, including (i) any portfolio company in which they or any of their respective investment fund Affiliates have made a debt or equity investment (and vice versa) or (ii) any of their respective limited partners, non-managing members or other similar direct or indirect investors may now engage and may continue to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, the provisions of this Article XI are set forth to regulate and define the conduct of certain affairs of the Corporation with respect to certain classes or categories of business opportunities as they may involve any Non-Employee Director or their respective Affiliates and the powers, rights, duties and liabilities of the Corporation and its directors, officers and stockholders in connection therewith.

B. None of any Non-Employee Director (including any Non-Employee Director who serves as an officer of the Corporation in both his or her director and officer capacities) or his or her Affiliates (other than the Corporation, any of its subsidiaries or their respective officers or employees) (the Persons (as defined below) identified above being referred to, collectively, as "Identified Persons" and, individually, as an "Identified Person") shall, to the fullest extent permitted by law, have any fiduciary duty to refrain from directly or indirectly (A) engaging in and possessing interests in other business ventures of every type and description, including those engaged in the same or similar business activities or lines of business in which the Corporation or any of its subsidiaries now engages or proposes to engage or (B) competing with the Corporation or any of its subsidiaries, on its own account, or in partnership with, or as an employee, officer, director or shareholder of any other Person (other than the Corporation or any of its subsidiaries), and, to the fullest extent permitted by law, no Identified Person shall be liable to the Corporation or its stockholders or to any Affiliate of the Corporation for breach of any fiduciary duty solely by reason of the fact that such Identified Person engages in any such activities. To the fullest extent permitted from time to time by the laws of the State of Delaware, the Corporation hereby renounces any interest or expectancy in, or right to be offered an opportunity to participate in, any business opportunity that may be a corporate opportunity for an Identified Person and the Corporation or any of its Affiliates, except as provided in Section C of Article XI. Subject to Section C of Article XI, in the event that any Identified Person acquires knowledge of a potential transaction or matter that may be a corporate or other business opportunity for itself, herself or himself, or any of its or his or her Affiliates, and the Corporation or any of its Affiliates, such Identified Person shall, to the fullest extent permitted by law, have no duty (fiduciary, contractual or otherwise) to communicate or present such transaction or matter to the Corporation or any of its subsidiaries, as the case may be and, to the fullest extent permitted by law, shall not be liable to the Corporation or its stockholders or to any subsidiary of the Corporation for breach of any duty (fiduciary, contractual or otherwise) as a stockholder or director of the Corporation by reason of the fact that such Identified Person, directly or indirectly, pursues or acquires such opportunity for itself, herself or himself, directs such opportunity to another Person or does not present such opportunity to the Corporation or any of its subsidiaries (or its Affiliates).

C. The Corporation does not renounce its interest in any corporate opportunity offered to any Non-Employee Director (including any Non-Employee Director who serves as an officer of this Corporation) if such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the Corporation, and the provisions of Section (B) of this Article ~~XI~~ XI shall not apply to any such corporate opportunity.

D. In addition to and notwithstanding the foregoing provisions of this Article XI, a corporate opportunity shall not be deemed to be a potential corporate opportunity for the Corporation if it is a business opportunity that (a) the Corporation is neither financially or legally able, nor contractually permitted to undertake, (b) from its nature, is not in the line of the Corporation's business or is of no practical advantage to the Corporation or (c) is one in which the Corporation has no interest or reasonable expectancy.

E. For purposes of this Article XI, (i) "Affiliate" shall mean, (a) in respect of a Non-Employee Director, any Person that, directly or indirectly, is controlled by such Non-Employee Director (other than the Corporation and any entity that is controlled by the Corporation) and (b) in respect of the Corporation, any Person that, directly or indirectly, is controlled by the Corporation; and (ii) "Person" shall mean any individual, corporation, general or limited partnership, limited liability company, joint venture, trust, association or any other entity.

F. To the fullest extent permitted by law, any Person purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article XI.

## **ARTICLE XII EXCLUSIVE FORUM**

A. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery (the "Chancery Court") of the State of Delaware (or, in the event that the Chancery Court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) and any appellate court thereof shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action, suit or proceeding brought on behalf of the Corporation, (ii) any action, suit or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer or stockholder of the Corporation to the Corporation or to the Corporation's stockholders, (iii) any action, suit or proceeding arising pursuant to any provision of the DGCL or the Bylaws or this Certificate (as either may be amended from time to time), (iv) any action, suit or proceeding as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (v) any action, suit or proceeding asserting a claim against the Corporation or any current or former director, officer or stockholder governed by the internal affairs doctrine. Notwithstanding the foregoing, the provisions of this Article XII(A) shall not apply to suits brought to enforce any liability or duty created by the Securities Act of 1933, as amended (the "Securities Act"), the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any other claim for which the federal courts of the United States have exclusive jurisdiction.

B. Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act and the Exchange Act.

C. Any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to this Article XII.

## **ARTICLE XIII MISCELLANEOUS**

A. The Corporation reserves the right at any time and from time to time to amend, alter, change, add or repeal any provision contained in this Certificate, and other provisions authorized by the laws of the State of Delaware at the time in force that may be added or inserted, in the manner now or hereafter prescribed by this Certificate and the DGCL; and notwithstanding anything contained in this Certificate or the Bylaws to the contrary, in addition to any vote required by applicable law, the following provisions in this Certificate may be



amended, altered, repealed or rescinded, in whole or in part, or any provision inconsistent therewith or herewith may be adopted, only by the affirmative vote of the holders of at least 66 2/3% of the total voting power of all the then outstanding shares of stock of the Corporation entitled to vote thereon, voting together as a single class: Article V(B) (*Preferred Stock*), Article VI (*Board of Directors*), Article VII (*Meeting of Stockholders; Action by Written Consent*), Article VIII (*Limitation of Director Liability*), Article IX (*Business Combination*), Article X (*Indemnification*), Article XI (*Competition and Corporate Opportunities*), Article XII (*Exclusive Forum*) and this Article XIII (*Miscellaneous*).

B. If any provision or provisions of this Certificate shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever: (i) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Certificate (including, without limitation, each portion of any paragraph of this Certificate containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not, to the fullest extent permitted by applicable law, in any way be affected or impaired thereby and (ii) to the fullest extent permitted by applicable law, the provisions of this Certificate (including, without limitation, each such portion of any paragraph of this Certificate containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to permit the Corporation to protect its directors, officers, employees and agents from personal liability in respect of their good faith service to or for the benefit of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused this ~~Third~~ Fourth Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer as this ~~23<sup>rd</sup>~~ \_\_\_\_\_ day of ~~April~~ \_\_\_\_\_, ~~2021~~ 2023.

**DIAMOND OFFSHORE DRILLING, INC.**

By: \_\_\_\_\_  
Name: David L. Roland  
Title: Senior Vice President, General Counsel and Secretary





