

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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 In re: : Chapter 11
 : :
 PACIFIC DRILLING S.A., et al.,¹ : Case No. 20-35212 (DRJ)
 : :
 Debtors. : (Jointly Administered)
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**REGISTRATION FORM AND INSTRUCTIONS FOR
COLLECTING APPLICABLE REGISTRATION INFORMATION,
LLC SIGNATURE PAGES, AND TAX INFORMATION FROM HOLDERS OF
FIRST LIEN NOTES AND SECOND LIEN NOTES ENTITLED TO
RECEIVE NEW PDC EQUITY AND/OR NEW 2L WARRANTS**

****First Interim Registration Deadline: Friday, January 8, 2021 at 5:00 PM (ET)**
 Second Interim Registration Deadline: Friday, January 29, 2021 at 5:00 PM (ET)
 Final Registration Deadline: Wednesday, June 30, 2021 at 5:00 PM (ET)**

To: Beneficial Holders of the following notes (collectively, the “Notes” and the holders thereof, the “Noteholders”)

Notes Plan Classification	Description of Notes	CUSIP/ISIN
Class 4 First Lien Notes	8.375% First Lien Notes due 2023 (144A)	CUSIP 694183AA2 ISIN US694183AA23
	8.375% First Lien Notes due 2023 (Reg-S)	CUSIP G6868TAA5 ISIN USG6868TAA54
Class 6 Second Lien Notes	11.000% / 12.000% Second Lien PIK Notes due 2024	CUSIP 69419WAA7 ISIN US69419WAA71
	11.000% / 12.000% Second Lien PIK Notes due 2024	CUSIP G6869XAA5 ISIN USG6869XAA57

PLEASE NOTE THAT THE INFORMATION COLLECTED THROUGH THIS FORM (THIS “REGISTRATION FORM”) IS NEEDED BY AMERICAN STOCK TRANSFER & TRUST LLC (“AST”), THE TRANSFER AGENT AND WARRANT AGENT FOR PACIFIC DRILLING COMPANY LLC, TO REGISTER THE NEW PDC EQUITY AND/OR NEW 2L WARRANTS PURSUANT TO THE PLAN.

On December 21, 2020, the United States Bankruptcy Court for the Southern District of Texas—Houston Division entered an order [Docket No. 266] (the “Confirmation Order”) confirming the *Modified First Amended Joint Plan of Reorganization of Pacific Drilling S.A. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 250] (attached to the Confirmation Order as Exhibit 1, the “Plan”). The “Effective Date”¹ of the Plan is expected to be December 31, 2020.

Pursuant to the Plan, each Holder of a First Lien Note will receive its *pro rata* share of the 91.5% of the non-DTC-eligible New PDC Equity. Pursuant to the Plan, each holder of a Second Lien Note will receive its *pro rata* share of 8.5% of the non-DTC-eligible New PDC Equity and 100% of the non-DTC-eligible New 2L Warrants.

The New PDC Equity and New 2L Warrants will **not** be eligible for distribution through The Depository Trust Company (“DTC”); rather, the New PDC Equity and New 2L Warrants will be issued directly on the member and warrant holder register maintained by AST in the name of the relevant owner, in each case, upon and subject to receipt of valid Registration Information (as defined below) and other required documentation as described below.

On the Effective Date or as soon as practicable thereafter, the First Lien Notes and Second Lien Notes (together, the “Notes”) were chilled from any further trading.²

To receive New PDC Equity and/or New 2L Warrants Noteholders must:

1. Confirm and certify that they hold Notes by tendering their Notes represented by their Frozen Target CUSIP into the appropriate envelope on DTC’s Automated Tender Offer Program (“ATOP”);
2. Complete this Registration Form in its entirety in order to provide all of the necessary Registration Information for the Debtors to issue New PDC Equity and New 2L Warrants directly on the books and records of AST;
3. Complete an applicable tax form and execute the signature page to the LLC Agreement attached hereto as Exhibit B (the “LLC Signature Page”); and
4. Submit this Registration Form, Tax Form, and LLC Signature Page to the Debtors’ claims and noticing agent and administrative advisor, Prime Clerk LLC (“Prime Clerk”).

Before the Debtors can effectuate any distribution of New PDC Equity and/or New 2L Warrants to which you may be entitled under the Plan, the Debtors need your applicable Registration Information, Taxpayer Identification Number (“TIN”), and appropriate IRS Form to fulfill their federal tax reporting requirements. The Debtors may further require from you such know-your-customer documents (“Verification Information”) as may be required by the registered office provider of Reorganized PDC pursuant to the applicable laws.

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Plan. The description of the Plan is qualified in its entirety by the terms of the Plan.

² In accordance with the Plan, the Notes are to be deemed cancelled as of the Effective Date or as soon as practicable thereafter; however, pursuant to section IV(F) of the Plan, the underlying CUSIPs have been chilled and left in place for administrative purposes only to allow Noteholders to receive a distribution pursuant to the Plan.

THIS REGISTRATION FORM, LLC SIGNATURE PAGE, AND THE APPLICABLE TAX FORM MUST BE COMPLETED AND SUBMITTED TO PRIME CLERK BY E-MAIL ACCORDING TO THE INSTRUCTIONS SET FORTH BELOW.

Please follow the below instructions to receive your distribution of New PDC Equity and/or New 2L Warrants:

Step 1: Provide the name of the existing Noteholder in Section 1. The name provided should correspond to the name of the beneficial holder holding the First Lien Notes and/or Second Lien Notes.

Step 2: Provide the registration information required in Section 2, which will be used to register your New PDC Equity and/or New 2L Warrants (the “Registration Information”). If you wish to assign your New PDC Equity and/or New 2L Warrants to an affiliated entity, you must include the Registration Information for that assignee in Section 2.

Step 3: In Section 3, indicate the “account type” of the account into which the New PDC Equity and/or New 2L Warrants will be issued. Failure to provide an “account type” will result in a delay (or potentially a forfeiture) of the New PDC Equity and/or New 2L Warrants to which you would be otherwise entitled.

Step 4: As described in Section 4 (Nominee Certification), instruct the bank, broker, or other financial institution that holds the First Lien Notes and/or Second Lien Notes on your behalf in “street name” (your “Nominee”) to deliver your Notes electronically into the Contra-CUSIP established on DTC’s ATOP and provide the necessary information to complete the chart included in Section 4. **Please note that upon delivery of your chilled Notes into the Contra CUSIP they will remain chilled and non-transferable.**

Step 5: Review and execute the Certification in Section 5.

Step 6: Execute an LLC Signature Page in the name of the person or entity receiving the New PDC Equity and/or New 2L Warrants. For the avoidance of doubt, the person or entity executing the LLC Signature Page should be the prospective holder of the New PDC Equity and/or New 2L Warrants as set forth in Section 2 as opposed to the beneficial holder of the existing First Lien Notes and/or Second Lien Notes in Section 1, if such persons or entities are different.

Step 7: Follow the directions in Section 6 and complete and submit the appropriate tax form as applicable (the “Tax Form”). For all Noteholders that are U.S. persons, the required IRS Form is Form W-9 (Request for Taxpayer Identification Number and Certification). For your convenience, Form W-9 is enclosed. Additional copies of Form W-9 may be obtained from the IRS at its website: <http://www.irs.gov/>. For all Noteholders that are not U.S. persons, the required IRS Form is the appropriate version of the Form W-8 series. Non-U.S. persons should consult with their accountant or tax specialist to determine which version of the Form W-8 series is applicable. If you are assigning your New PDC Equity and/or New 2L Warrants pursuant to Section 2 to an affiliated entity, you must submit the appropriate Tax Form for that assignee.

Step 8: Return this completed Registration Form, LLC Signature Page, and Tax Form to Prime Clerk by one of the deadlines set forth below and following the instructions set forth on the last page of the Registration Form. You will be contacted if Verification Information is required by the

registered officer provider of Reorganized PDC in order to effectuate any distribution of New PDC Equity and/or New 2L Warrants.

Submission Deadline – E-Mail Only³

First Interim Registration Deadline. To be included in the first round of issuance of New PDC Equity and/or New 2L Warrants, such Noteholders must properly tender their Notes into ATOP and complete and return this Registration Form including the applicable LLC Signature Page and Tax Form ***by e-mail*** by no later than ***5:00 PM (ET) on Friday, January 8, 2021*** (the “First Interim Registration Deadline”).

Second Interim Registration Deadline. For those Noteholders that miss the First Interim Registration Deadline and seek to be included in the second round of issuance of New PDC Equity and/or New 2L Warrants, such Noteholders must properly tender their Notes into ATOP and complete and return this Registration Form including the applicable LLC Signature Page and Tax Form ***by e-mail*** by no later than ***5:00 PM (ET) on Friday, January 29, 2021*** (the “Second Interim Registration Deadline”).

Final Registration Deadline. For those Noteholders that miss the First and Second Interim Registration Deadlines and wish to receive their distributions of New PDC Equity and/or New 2L Warrants, such Noteholders must coordinate with Prime Clerk to provide registration information and applicable certifications through appropriate methods (to be determined) by no later than ***5:00 PM (ET) on Wednesday, June 30, 2021*** (the “Final Registration Deadline”). Any such distributions of New PDC Equity and/or New 2L Warrants to Noteholders that complete and return this Registration Form including the applicable LLC Signature Page and Tax Form as described herein after the Second Interim Registration Distribution and prior to the Final Registration Deadline will occur at recurring intervals as reasonably determined by Pacific Drilling Company LLC, Prime Clerk and AST.

Return completed Registration Forms by e-mail to:

Email: pacificdrilling2020ballots@primeclerk.com

Unless otherwise determined by the Debtors, if a Noteholder fails to submit Notes into ATOP and/or provide a completed Registration Form by the Final Registration Deadline, such Noteholder will forfeit the New PDC Equity and/or New 2L Warrants to which it may have been entitled under the Plan.

If you have any questions regarding the distribution registration procedures or need additional copies of the Registration Form or other related materials, please contact Prime Clerk by (a) emailing pacificdrilling2020ballots@primeclerk.com, or (b) calling Prime Clerk at (877) 930-4314 (toll-free) or, for international callers at (347) 897-4073.

PLEASE NOTE: Prime Clerk LLC is the claims, noticing, and disbursing agent for the Debtors’ cases, brought pursuant to chapter 11 of title 11 of the United States Code. As such, Prime Clerk

³ To the extent the Debtors decide, in their discretion, to issue New PDC Equity and/or New 2L Warrants on dates other than those referenced in this section, the Debtors will provide notice of such issuance to Noteholders that have not yet tendered their Notes.

cannot provide you with legal or financial advice. If you have any questions about the legal or tax implications of providing this information, you should contact your attorney or tax advisor.

Section 1. Existing Noteholder Information

Below, indicate the name of the Noteholder. You will have an opportunity to provide a different name in which you want your New PDC Equity and/or New 2L Warrants issued in *Section 2* below.

Name of Noteholder: _____

Section 2. Registration Information

Below, indicate the name, address information, and tax identification information for the registration of the New PDC Equity and/or New 2L Warrants. For the avoidance of doubt, the New PDC Equity and/or New 2L Warrants will be issued in book-entry form in the name of the holder below and registered directly on the member register maintained by AST, in the name and address of the holder below. If you are assigning your New PDC Equity and/or New 2L Warrants to an affiliated entity, you must provide the Registration Information for that assignee below.

Name 1: _____

Address 1: _____

Address 2: _____

City: _____

State or Province: _____

[Enter the 2-character U.S. state or Canadian province]

Foreign Country Name: _____

Postal Code: _____

U.S. Tax Identification No.: _____

Check here if non-US (no TIN)

Telephone Number: _____

E-Mail Address: _____

Attention: _____

[Remainder of this page intentionally left blank]

Section 3. Account Type

Please indicate the “account type” into which your New PDC Equity and/or New 2L Warrants will be issued. If you are assigning your New PDC Equity and/or New 2L Warrants, please indicate the “account type” of the assignee.

Below are the options for “account types” that may be used in connection with registration of your New PDC Equity and/or New 2L Warrants. Please check only one box:

- INDIVIDUAL ACCOUNT;**
- IRA ACCOUNT;**
- CORPORATIONS (S-CORP):** (ASSOCIATED, ASSOCIATES, ASSOCIATION, CO, CO. COMPANY, CORP, CORPORATE/PARTNER, ENTERPRISE(S), FUND, GROUP, INCORPORATED, INC, INTERNATIONAL, INTL, LIMITED, LTD, LIFETIME LIMITED COMPANY, LLC, L.L.C., PARTNER, PARTNERS, PLC, PUBLIC LIMITED COMPANY);
- PARTNERSHIP:** (LP, L P, L.P., LLP, LIMITED PARTNERSHIP, LIFETIME LIMITED PARTNERSHIP);
- BANK;**
- NOMINEE ACCOUNTS;**
- THE NEW C-CORP;**
- NON-PROFIT:** (CEMETERY, CHURCH, COLLEGE, COMMISSION FOR CHILDREN WITH, COMMISSION FOR HANDICAPPED, COMMISSION MINISTRIES INC, COMMISSION OF PUBLIC WORKS, COMMISSION OF BANKING & FOUNDATIONS, HOSPITAL, SCHOOL, SYNAGOGUE, UNIVERSITY);
- FIDUCIARY ACCOUNT:** (CUSTODIAN, CO-TRUSTEE, ESTATE, EXECUTOR, EXECUTRIX FBO, F/B/O, FAO, FIDUCIARY TRUST, ITF, LIFE TEN, PENSION PLAN, INDIVIDUAL NAME PROFIT SHARING PLAN, RETIREMENT PLAN, 401K PLAN, SELL TRANSFER PLEDGE , STATE UNIFORM TRANSFER RO MINOR’S ACT, TTEE, TTEES, UW, UTMA, UGMA, USUFRUCT, UNIFIED, UNIF GIFT MIN ACT, UNIF TRUST MIN ACT, UNIFIED GIFT TO MINORS ACT, UNIFORM GIFT TO MINORS, UNIFORM TRANSFER TO MINORS, GRAT (GRANTOR ANNUITY TRUST));
- TENANTS IN COMMON;**
- TENANTS BY ENTIRETY:** (TEN ENT, TENANTS ENT, TENANTS ENTIRETY, TENANTS BY ENTIRETY, TENANTS BY ENTIRETIES);
- JOINT TENANTS:** (JT TEN, JT TEN WROS, JT WROS, J/T/W/R/S, JOINT TENANCY, JOINT TENANTS WITH RIGHT OF SURVIVORSHIP, JT OWNERSHIP, IF JT ACCOUNT WITH TOD); OR
- COMMUNITY PROPERTY:** (COM PROP, COMM PROP, COM PROPERTY, COMM PROPERTY, MARITAL PROPERTY, HWACP, HUSBAND & WIFE AS COMMUNITY PROPERTY).

Section 4. Nominee Certification

In order to receive your New PDC Equity and/or New 2L Warrants on account of your Notes, you must instruct your Nominee to electronically deliver your Notes into the appropriate Contra-CUSIP established on DTC’s ATOP platform.

Following the successful submission of your Notes through ATOP, your Nominee will receive a unique ATOP Confirmation Number, also known as a “voluntary offer instruction” or “VOI.” Please provide such VOI number below in addition to the principal amount of your Notes tendered into ATOP. You may need to coordinate with your Nominee to obtain your VOI number or have your Nominee complete this section for you. If you hold separate blocks of Notes at separate Nominees, please complete a separate form for each such block.

To Be Completed by Nominee or Based on Information Provided by Nominee (Evidence of electronic delivery of Notes via ATOP held through DTC)						
Plan Class	Security Description	CUSIP / ISIN	Principal Amount of Notes Tendered into ATOP	Name of Nominee Holding Position at DTC	DTC ATOP Confirmation Number (VOI)	Euroclear or Clearstream Reference Number (If Applicable)
First Lien Notes	8.375% First Lien Notes due 2023 (144A)	CUSIP 694183AA2 ISIN US694183AA23 Escrow 694ESCAN4	\$			
	8.375% First Lien Notes due 2023 (Reg-S)	CUSIP G6868TAA5 ISIN USG6868TAA54 Escrow G68ESCAA3	\$			
Second Lien Notes	11.000% / 12.000% Second Lien PIK Notes due 2024 (144A)	CUSIP 69419WAA7 ISIN US69419WAA71 Escrow 694ESCAP9	\$			
	11.000% / 12.000% Second Lien PIK Notes due 2024 (Reg-S)	CUSIP G6869XAA5 ISIN USG6869XAA57 Escrow G68ESCAB1	\$			

Section 5. Certification and Signature

By signing below, I certify that the information provided on this Registration Form is accurate and should be used for purposes of the distribution of New PDC Equity and/or New 2L Warrants the undersigned is entitled to receive on account of its First Lien Notes and/or Second Lien Notes. To the extent the undersigned is providing this Registration Form on behalf of the Noteholder, the undersigned certifies that it has the requisite authority to do so and will submit evidence of same upon request.

Name of Noteholder: _____

Signature: _____

Name of Signatory: _____

Title of Signatory: _____

Telephone No. of Signatory: _____

E-Mail Address of Signatory: _____

Date Completed: _____

Section 6. Tax Information

Tax Form: Please also enclose an appropriate U.S. Tax Form (available at <http://www.irs.gov>) (Form W-9 for U.S. payees or an originally executed Form W-8 (one of Form W-8BEN, Form W-BEN-E, Form W-8ECI, Form W-8EXP, or Form W-8IMY, as applicable) for foreign payees) for the Noteholder. If you are assigning your New PDC Equity and/or New 2L Warrants to an affiliated entity, you must submit the appropriate Tax Form for that assignee.

IF YOU FAIL TO TIMELY RETURN A PROPERLY COMPLETED REGISTRATION FORM IN ACCORDANCE WITH THIS REGISTRATION PROCESS, INCLUDING THE APPLICABLE LLC SIGNATURE PAGE, VERIFICATION INFORMATION, AND TAX FORM BY THE APPLICABLE DEADLINE YOU WILL FORFEIT YOUR NEW PDC EQUITY AND/OR NEW 2L WARRANTS.

Return completed Registration Form and Tax Form by e-mail only to:

Pacificdrilling2020ballots@primeclerk.com

Exhibit B

Form LLC Signature Page

MEMBERS:

Each Member admitted to the Company as of the date hereof, as reflected on the books and records of the Company, pursuant to (i) the Plan and the Confirmation Order as set out in Section 3.1, (ii) any counterpart or joinder to this Agreement, or (iii) pursuant to a power of attorney executed in favor of, and delivered to, the Board of Managers as Attorney-in-Fact or agent.

By: _____

Name: [insert name]

Title: Authorized Signatory

In the presence of: _____

Name of Witness:¹ _____

¹ Witness only required for individual persons.