

<b>B #:</b>	1479-14
<b>Date:</b>	August 1, 2014
<b>To:</b>	All Participants, Depository Facilities and Pledge Banks
<b>Category:</b>	Operations
<b>From:</b>	Michael Ames
<b>Attention:</b>	Managing Partners, Officers and Cashiers
<b>Subject:</b>	Special Deposit and Withdrawal Procedures - Paragaon Offshore plc CUSIP: G6S01W108

On August 1, 2014 Paragaon Offshore plc (“Paragon”) will list UK Ordinary Shares on the NYSE. DTC Participants and their clients that re-register physical shares of Paragon may be subject to United Kingdom stamp duty.

As DTC will neither be collecting nor remitting such UK stamp duty, on the August 1, 2014 effective date, Paragon shares will be made eligible for virtually all book-entry DTC services, with the exception of physical deposits and physical withdrawals (and DRS). DTC and Paragon’s transfer agent, Computershare have, however, developed special procedures that will accommodate the deposit and withdrawal of shares to a Participant’s account via DTC’s Deposit and Withdrawal at Custodian (“DWAC”) process, the details of which are outlined in the attached procedures. It is important for Participants looking to deposit or withdraw shares from their DTC account to familiarize themselves with these procedures.

For additional information or questions, or to request a Stock Transfer and Deposit Request Form, Please contact Computershare at:

Toll Free: 866-232-8749  
Local number: 732-491-0651

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Non-Confidential

**ISSUER:** Paragon Offshore plc ("Paragon")

Issue Description	CUSIP	ISIN
Ordinary Shares	G6S01W108	GB00BMTS0J78

**SPECIAL INSTRUCTIONS FOR DEPOSITS OF PARAGON ORDINARY SHARES INTO DTC.**

**Note: The DTC Deposit function has been turned off, the below steps must be followed in order to successfully deposit Paragon ordinary shares into DTC**

**DEPOSITS INTO DTC**

**Step 1: Shareholder to complete Paragon Stock Transfer and Deposit Request Form.**

This form must be signed by the registered shareholder and Medallion-guaranteed, and must contain the depositing DTC participant's number, the account number with the depositing DTC participant, as well as the DTC participant's contact name and contact phone number.

***Completion of the Paragon Stock Transfer and Deposit Request Form.***

The Field "Consideration Money" should be left blank. As per Step 3 below, once the original forms are received by Computershare, a representative from Computershare will contact the DTC participant noted in the contact details of the Stock Transfer and Deposit Request Form and will advise them of the Consideration Money. The Consideration Money (in this case, the market value of the shares) will be based on Paragon's closing price in USD on the NYSE, as at the date the Stock Transfer and Deposit form is executed.

The Stamp Duty will then be calculated as follows:

- Multiply number of shares by Paragon's closing price on the NYSE as at the date the Stock Transfer and Deposit form is executed.
- Convert the USD market value of the shares (as per above - noted on the Stock Transfer and Deposit Request Form under 'Consideration Money US\$) into Great Britain Pounds ('GBP') using the Foreign Exchange rate as of the date the Stock Transfer and Deposit form is executed.
- Multiply market value of the shares (as per above) by the Stamp Duty rate of 1.5% (rounded up to nearest £5).
- The wire-payment to Computershare must be in GBP.

**Step 2: Send the original share certificate and the completed Paragon Stock Transfer and Deposit Request Form to:**

Regular mail:  
Computershare  
P.O. Box 43001  
Providence, RI 02940-3001

Overnight/certified/registered delivery:  
Computershare  
250 Royall Street  
Canton, MA 02021

**Step 3: Once Computershare receives the original Paragon share certificate and completed Stock Transfer and Deposit Request Form, a representative from Computershare will contact the DTC participant noted on the Stock Transfer and Deposit Request Form and will advise the DTC participant:**

- i) The required Stamp Duty in Great Britain Pounds ('GBP')  
**Note: once the Stamp Duty amount is communicated, the DTC participant must wire the GBP the same day, otherwise the transaction will be rejected. Computershare will then remit payment to HMRC along with the Stock Transfer and Deposit Form to be 'stamped'.**
- ii) Computershare's wire account information.

**Step 4: Provided your documentation is in good order and that we have received the proper payment in GBP; Computershare will send the transfer form to be stamped by HMRC at their offices in Birmingham, England. Once we receive the stamped form back from HMRC, Computershare will contact the DTC participant noted on the Stock Transfer and Deposit Request form and will advise the DTC participant to:**

- i) To initiate a DWAC deposit; **the DWAC must contain the registration name that appears on the share certificate as well as the share certificate number(s) in the comment section**

It is important that you follow the steps above to ensure that your transfer can be completed. Provided your documentation is in good order and that we have received the proper payment in GBP from your broker, we will send it to be "stamped" by HMRC at their offices in Birmingham, England, and will aim to complete your transfer within 5 business days from the time it is received back from HMRC (*please note that Computershare is not in a position to advise how long it may take for the entire process to be completed*). If your transfer cannot be processed due to missing or incomplete documentation, we will contact you for more information.

## **Stamp Duty**

### **What is Stamp Duty?**

Stamp Duty at the rate of 1.5% (rounded up to nearest £5) is a tax applied by the UK authority, HM Revenue & Customs (“HMRC”) on transfers of UK PLC shares into a foreign depository nominee. The transfer cannot be registered by the company’s registrar or transfer agent unless the Stamp Duty is paid. You can find out more information about UK Stamp Duty from the Stamp Office Helpline on +44 845 603 0135 or at <http://www.hmrc.gov.uk/sd/shares/sharetransfers.htm>.

### **How is Stamp Duty Calculated?**

Stamp Duty is calculated at the rate of 1.5% (rounded up to nearest £5) of the consideration money/market value of shares (in pounds sterling) based on the closing price on the day the Stock Transfer and Deposit Request Form is executed. Please contact Computershare for information about how to calculate the value of your Paragon ordinary shares for Stamp Duty purposes.

### **How do I arrange to pay the Stamp Duty?**

Please have your broker contact Computershare to arrange for the payment of Stamp Duty (on your behalf) to Computershare. Computershare will then effect payment of Stamp Duty to HMRC.

For additional information or questions, or to request a Stock Transfer and Deposit Request Form, please contact Computershare at:

Toll Free: 866-232-8749

Local number: 732-491-0651

**ISSUER:** Paragon Offshore plc ("Paragon")

Issue Description	CUSIP	ISIN
Ordinary Shares	G6S01W108	GB00BMTS0J78

## **SPECIAL INSTRUCTIONS FOR DTC WITHDRAWALS OF PARAGON ORDINARY SHARES**

**Note: The DTC Withdrawal function has been turned off, the below steps must be followed in order to successfully withdraw Paragon Ordinary shares from DTC**

### **WITHDRAWALS FROM DTC**

**Step 1: DTC participant to complete Paragon Stock Transfer Request Form. This form must be signed by Cede & Co (see Step 2) and Medallion-guaranteed by the DTC Participant, under Section 6**

#### **Completion of the Paragon Stock Transfer Request Form**

##### **Section 1 – Consideration Money:**

**The amount of money that was paid for the transfer** (not necessarily the market value of the shares) in Great Britain Pounds ('GBP')

**Consideration Nil:** If the consideration money paid for the transfer is Nil there will be no Stamp Duty payable. Write "Nil" in section 1.

**Transfer exempt:** If the transfer is exempt from Stamp Duty, for example, transfer in connection with divorce or dissolution of a civil partnership, or if the consideration given is not chargeable consideration, complete **Certificate 2 under Section 7.**

**Consideration paid** – under the equivalent value of £ 1,000: If the consideration money paid

for the transfer is, in the equivalent value, between £ 0.01 and £ 1,000, please write the amount paid in section 1 and **complete Certificate 1 under Section 7.**

**Consideration paid** – over the equivalent value of £ 1,000: If the consideration money paid for

the transfer is above the equivalent value of £ 1,000 then Stamp Duty needs to be paid to the

UK Stamp Office in Birmingham. Please write the amount paid in section 1 as well as the foreign exchange rate from US\$ to Pounds Sterling and the Pounds Sterling equivalent. The foreign exchange rate used **MUST** be the foreign exchange rate noted on the date the Stock Transfer Request Form was executed under Section 6. Please refer to the Stock Transfer Request form FAQ for more information regarding Stamp Duty.

**Section 6 – Authorized Signature:** The Authorized Signature needs to be signed by an authorized officer from DTC and medallion guaranteed by the DTC participant. See Step 2

##### **Section 8-New Holder Information:**

**Please note that registrations in the name of a Trust are not available for Paragon Ordinary Shares.**

Please refer to How to Complete Stock Transfer Request Form and FAQs on the Stock Transfer Request Form for further information.

**Step 2: The DTC participant forwards the completed Paragon Stock Transfer Request Form for signature to:**

**DTC**

**Attn: Larry Broughton Manager Securities Processing  
55 Water Street  
New York, NY 10004**

An authorized officer of DTC must sign in Section 6 under Authorized Signature. A DTC signature is required since the shares are being debited from the Cede & Co account on the U.S. register. **DTC then returns the signed Stock Transfer Request Form back to the DTC participant.**

**Step 3: If Stamp Duty is payable, the DTC participant must send the completed Stock Transfer Request form signed by DTC, and Medallion-guaranteed by the DTC participant with the required payment to:**

Birmingham Stamp Office  
9<sup>th</sup> Floor, City Centre House  
30 Union St BIRMINGHAM B2 4AR UNITED KINGDOM  
Tel: +44 845 603 0135 Fax: +44 121 643 8381  
[www.hmrc.gov.uk](http://www.hmrc.gov.uk)

It may also be possible to pay stamp duty online through HMRC's website. Please contact the Stamp Office for further information.

### **Stamp Duty**

#### **What is Stamp Duty?**

Stamp Duty is a tax applied by the UK authority, HM Revenue & Customs ("HMRC"), to share transfer forms. If Stamp Duty is payable on a transfer form, then the transfer cannot be registered by the company's registrar or transfer agent unless the Stamp Duty is paid. Stamp Duty is usually payable by the transferee i.e. the recipient of shares from a transfer. You can find out more information about UK Stamp Duty from the Stamp Office Helpline on +44 845 603 0135 or at <http://www.hmrc.gov.uk/sd/shares/sharetransfers.htm>.

#### **How is Stamp Duty Calculated?**

Unless a transfer is exempt, Stamp Duty is calculated (in pounds sterling and rounded up to the nearest £5) at the rate of 0.5% of the consideration money (not necessarily the market value of the shares) paid for the transfer.

#### **What are the exemptions from Stamp Duty?**

- Shares that you receive as a gift.
- Shares that someone leaves to you in their Will.
- Shares held in trust that are transferred from one trustee or another.
- Shares that are transferred when you get divorced, or when your civil partnership is dissolved.
- Transfer of shares that a liquidator makes as settlement to Shareholders when a business is wound up
- Transfers of shares where the consideration money (not necessarily the market value of the shares) is less than £1,000.

If exempt, the Stock Transfer Form does not need to be sent to the HMRC.

**Step 4: The DTC Participant delivers the original fully completed Stock Transfer Request form either with the Stamp Duty stamp applied by the HMRC or with the noted exemptions to Computershare:**

Regular mail:

Computershare  
P.O. Box 43001  
Providence, RI 02940-3001

Overnight/certified/registered delivery:

Computershare  
250 Royall Street  
Canton, MA 02021

**Step 5: Once Computershare receives the original Stock Transfer Form, Computershare will contact the DTC participant noted on the Stock Transfer Form and request them to initiate a DWAC withdrawal.**

**Step 6: The DTC Participant initiates a DWAC. The DWAC withdrawal must indicate the new holder's name and address as indicated on the Stock Transfer Form.**

For additional information or questions, or to request a Stock Transfer and Deposit Request Form, please contact Computershare at:  
Toll Free: 866-232-8749

Local number: 732-491-0651