

**Return of Allotment of Shares**Company Name: **ROWAN COMPANIES PLC**Company Number: **07805263**Received for filing in Electronic Format on the: **07/12/2016**

X5LCAL80

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From 18/11/2016
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Class of Shares:	A ORDINARY	Number allotted	2000000
Currency:	USD	Nominal value of each share	0.125
		Amount paid:	0.125
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B	Number allotted	50000
	ORDINARY	Aggregate nominal value:	50000
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS SUBJECT TO THE ARTICLES, AT A GENERAL MEETING ON A VOTE ON A RESOLUTION EVERY MEMBER HOLDING CLASS B ORDINARY SHARES (WHETHER PRESENT IN PERSON OR BY PROXY) HAS ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. DIVIDEND RIGHTS ALL DIVIDENDS WILL BE DIVIDED AND PAID IN PROPORTIONS BASED ON THE AMOUNTS PAID UP ON THE SHARES DURING ANY PERIOD FOR WHICH THE DIVIDEND IS PAID, PROVIDED THAT NO DIVIDEND (NOR, FOR THE AVOIDANCE OF DOUBT, ANY DIVIDEND IN SPECIE OR ANY SCRIP DIVIDEND PAYABLE IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY) SHALL BE PAYABLE IN RESPECT OF ANY SHARE WHICH IS FOR THE TIME BEING HELD BY OR FOR THE BENEFIT OF ANY ENTITY WHICH IS A SUBSIDIARY OR SUBSIDIARY UNDERTAKING OF THE COMPANY. SUMS WHICH HAVE BEEN PAID UP IN ADVANCE OF CALLS WILL NOT COUNT AS PAID UP FOR THIS PURPOSE. RIGHTS TO CAPITAL SUBJECT TO THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, ON A VOLUNTARY WINDING UP OF THE COMPANY THE LIQUIDATOR MAY, ON OBTAINING ANY SANCTION REQUIRED BY LAW, DIVIDE AMONG THE MEMBERS IN KIND THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY, WHETHER OR NOT THE ASSETS CONSIST OF PROPERTY OF ONE KIND OR OF DIFFERENT KINDS, AND VEST THE WHOLE OR ANY PART OF THE ASSETS IN TRUSTEES UPON SUCH TRUSTS FOR THE BENEFIT OF THE MEMBERS AS HE, WITH THE LIKE SANCTION, SHALL DETERMINE. FOR THIS PURPOSE THE LIQUIDATOR MAY SET THE VALUE HE DEEMS FAIR ON A CLASS OR CLASSES OF PROPERTY, AND MAY DETERMINE ON THE BASIS OF THAT VALUATION AND IN ACCORDANCE WITH THE THEN EXISTING RIGHTS OF MEMBERS HOW THE DIVISION IS TO BE CARRIED OUT BETWEEN MEMBERS OR CLASSES OF MEMBERS, THE LIQUIDATOR MAY NOT, HOWEVER, DISTRIBUTE TO A MEMBER WITHOUT HIS CONSENT AN ASSET TO WHICH THERE IS ATTACHED A LIABILITY OR POTENTIAL LIABILITY FOR THE OWNER. REDEMPTION RIGHTS THE B ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE AND ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	128028492
	ORDINARY	Aggregate nominal value:	16003561.5
	USD		
	0.125		
Currency:	USD		

Prescribed particulars

VOTING RIGHTS 1. SUBJECT TO THE ARTICLES AND THE PROVISIONS DESCRIBED BELOW, AT A GENERAL MEETING ON A VOTE ON A RESOLUTION EVERY MEMBER HOLDING CLASS A ORDINARY SHARES (WHETHER PRESENT IN PERSON OR BY PROXY) HAS ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. 2. THE PROVISIONS DESCRIBED BELOW SHALL ONLY HAVE EFFECT: (1) FROM THE DATE OF ADOPTION OF THE ARTICLES UNTIL AND EXCLUDING THE FIFTH ANNIVERSARY OF THEIR ADOPTION, AND (II) DURING ANY SUBSEQUENT PERIODS FOR WHICH ITS EFFECTIVENESS HAS BEEN EXTENDED OR RENEWED BY SPECIAL RESOLUTION OF THE COMPANY. 3. AT ANY TIME WHEN THERE IS: (I) IN ADDITION TO THE CLASS A ORDINARY SHARES, AT LEAST ONE FURTHER CLASS OF SHARES IN ISSUE (THE ADDITIONAL SHARES); AND (II) AT LEAST ONE SUCH ISSUED ADDITIONAL SHARE WHICH TAKING INTO ACCOUNT ANY RESTRICTIONS IMPOSED BY CA 2006 ON THE EXERCISE OF RIGHTS BY THE HOLDERS OF ANY SUCH SHARES AT THE RELEVANT TIME, HAS THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY FOR THE PURPOSES OF APPROVING ANY SPECIAL RESOLUTION OF THE COMPANY TO CONFR, VARY, REVOKE OR RENEW ANY AUTHORITY FOR THE TERMS OF A CONTRACT FOR AN OFF-MARKET PURCHASE BY THE COMPANY OF CLASS A ORDINARY SHARES PURSUANT TO PART 18, CHAPTER 4 OF THE CA 2006 (A "CLASS A BUYBACK RESOLUTION"), THEN THE CLASS A ORDINARY SHARES SHALL CARRY NO RIGHT TO RECEIVE NOTICE OF; ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY FOR THE PURPOSES OF APPROVING A CLASS A BUYBACK RESOLUTION. DIVIDEND RIGHTS ALL DIVIDENDS WILL BE DIVIDED AND PAID IN PROPORTIONS BASED ON THE AMOUNTS PAID UP ON THE SHARES DURING ANY PERIOD FOR WHICH THE DIVIDEND IS PAID, PROVIDED THAT NO DIVIDEND (NOR, FOR THE AVOIDANCE OF DOUBT, ANY DIVIDEND IN SPECIE OR ANY SCRIP DIVIDEND PAYABLE IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY) SHALL BE PAYABLE IN RESPECT OF ANY SHARE WHICH IS FOR THE TIME BEING HELD BY OR FOR THE BENEFIT OF ANY ENTITY WHICH IS A SUBSIDIARY OR SUBSIDIARY UNDERTAKING OF THE COMPANY. SUMS WHICH HAVE BEEN PAID UP IN ADVANCE OF CALLS WILL NOT COUNT AS PAID UP FOR THIS PURPOSE. RIGHTS TO CAPITAL SUBJECT TO THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, ON A VOLUNTARY WINDING UP OF

THE COMPANY THE LIQUIDATOR MAY, ON OBTAINING ANY SANCTION REQUIRED BYLAW, DIVIDE AMONG THE MEMBERS IN KIND THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY, WHETHER OR NOT THE ASSETS CONSIST OF PROPERTY OF ONE KIND OR OF DIFFERENT KINDS AND VEST THE WHOLE OR ANY PART OF THE ASSETS IN TRUSTEES UPON SUCH TRUSTS FOR THE BENEFIT OF THE MEMBERS AS HE, WITH THE LIKE SANCTION, SHALL DETERMINE. FOR THIS PURPOSE, THE LIQUIDATOR MAY SET THE VALUE HE DEEMS FAIR ON A CLASS OR CLASSES OF PROPERTY, AND MAY DETERMINE ON THE BASIS OF THAT VALUATION AND IN ACCORDANCE WITH THE THEN EXISTING RIGHTS OF MEMBERS BOW THE DIVISION IS TO BE CARRIED OUT BETWEEN MEMBERS OR CLASSES OF MEMBERS. THE LIQUIDATOR MAY NOT, HOWEVER, DISTRIBUTE TO A MEMBER WITHOUT HIS CONSENT AN ASSET TO WHICH THERE IS ATTACHED A LIABILITY OR POTENTIAL LIABILITY FOR THE OWNER. REDEMPTION RIGHTS THE A ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE AND ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	50000
		Total aggregate nominal value:	50000
		Total aggregate amount unpaid:	0
Currency:	USD	Total number of shares:	128028492
		Total aggregate nominal value:	16003561.5
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.