

**SEADRILL PARTNERS LLC  
NOTICE OF ANNUAL MEETING OF MEMBERS  
TO BE HELD ON DECEMBER 18, 2020**

NOTICE IS HEREBY given that the 2020 Annual Meeting (the “**Meeting**”) of the members (the “**Members**”) of Seadrill Partners LLC (the “**Company**”) will be held on December 18, 2020, at 11:00 a.m., London time, at 2<sup>nd</sup> Floor, Building 11, Chiswick Business Park, 566 Chiswick High Road, London W4 5YS, United Kingdom, for the following purposes, which are more completely set forth in the accompanying proxy statement:

To consider and vote upon the following proposals:

1. To elect John Darlington as a Class I Director of the Company whose term will expire at the 2023 Annual Meeting of Members (“**Proposal 1**”) and
2. To transact other such business as may properly come before the Meeting or any adjournment or postponement thereof.

Adoption of Proposal 1 require the affirmative vote of a plurality of the outstanding common units of the Company represented at the Meeting. The number of “outstanding” common units is determined by the Company’s First Amended and Restated Operating Agreement dated as of October 24, 2012, as amended.

The Board of Directors of the Company (the “**Board**”) has fixed the close of business on November 23, 2020 as the record date for the determination of the Members entitled to receive notice and vote at the Meeting or any adjournment or postponement thereof.

Pursuant to the Company’s First Amended and Restated Operating Agreement dated as of October 24, 2012, as amended, certain holders of the Company’s common units may be prohibited from voting a portion of their common units at the Meeting.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, IT IS IMPORTANT THAT YOUR UNITS BE REPRESENTED AND VOTED AT THE MEETING. ACCORDINGLY, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE, WHICH DOES NOT REQUIRE POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON.

By Order of the Board

John Roche  
CEO

Dated: November 11, 2020

**SEADRILL PARTNERS LLC**

2<sup>nd</sup> Floor, Building 11, Chiswick Business Park, 566 Chiswick High Road, London W4 5YS,  
United Kingdom

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**PROXY STATEMENT  
FOR  
SEADRILL PARTNERS LLC  
ANNUAL MEETING OF MEMBERS  
TO BE HELD ON DECEMBER 18, 2020**

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**INFORMATION CONCERNING SOLICITATION AND VOTING**

GENERAL

The enclosed proxy is solicited on behalf of the members of the board of directors (each, a “**Director**” and collectively, the “**Board**”) of Seadrill Partners LLC, a Marshall Islands limited liability company (the “**Company**”), for use at the Company’s 2020 Annual Meeting (the “**Meeting**”) of its members (the “**Members**”) to be held at the 2<sup>nd</sup> Floor, Building 11, Chiswick Business Park, 566 Chiswick High Road, London W4 5YS, United Kingdom, on December 18, 2020 at 11.00 a.m., London time, or at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Members. This Proxy Statement and the accompanying form of proxy are expected to be mailed to Members entitled to vote at the Meeting on or about November 23, 2020.

VOTING RIGHTS AND OUTSTANDING UNITS

On November 23, 2020 (the “**Record Date**”), the Company had outstanding 7,527,830 common units, representing limited liability company interests in the Company (the “**Common Units**”). Each Member of record at the close of business on the Record Date, subject to certain conditions, is entitled to one vote for each Common Unit then held. Members holding Common Units representing at least 33 $\frac{1}{3}$ % of the total voting rights of the Common Units outstanding present in person or by proxy at the Meeting shall constitute a quorum for the purposes of the Meeting. The number of “outstanding” common units is determined by the Company’s First Amended and Restated Operating Agreement dated as of October 24, 2012, as amended (the “**Operating Agreement**”). The Common Units represented by any proxy in the enclosed form will be voted in accordance with the instructions given on the proxy if the proxy is properly executed and is received by the Company prior to the close of voting at the Meeting or any adjournment or postponement thereof. Any proxies returned without instructions will be voted FOR the proposals set forth on the Notice of Annual Meeting of Members.

Pursuant to the Operating Agreement, certain holders of the Common Units may be prohibited from voting a portion of their Common Units at the Meeting.

The Common Units are traded on the OTCQB under the symbol “SDLPF.”

REVOCABILITY OF PROXIES

A Member giving a proxy may revoke it at any time before it is exercised. A proxy may be revoked by filing with the Secretary of the Company at the Company’s registered office, 2<sup>nd</sup> Floor, Building 11, Chiswick Business Park, 566 Chiswick High Road, London W4 5YS, United Kingdom, a written notice of revocation by a duly executed proxy bearing a later date, or by attending the Meeting and voting in person.

**PROPOSALS**

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**PROPOSAL 1 - ELECTION OF CLASS I DIRECTOR**

In accordance with the Company’s Operating Agreement, the Board consists of up to three Directors (the “**Appointed Directors**”) appointed by Seadrill Member LLC (the “**Seadrill Member**”), the owner of the Seadrill Member Interest, which is a non-economic limited liability company interest in the Company, and four Directors who are elected by the holders of the Common Units (the “**Elected Directors**”).

As provided in the Company’s Operating Agreement, the Appointed Directors serve as directors for terms determined by Seadrill Member. There are currently three Appointed Directors. The four Elected Directors are divided into three classes serving staggered terms. The Board has nominated John Darlington, a Class I Director, for re-election as Directors whose term would expire at the 2023 Annual Meeting of Members of the Company.

Unless the proxy is marked to indicate that such authorization is expressly withheld, the persons named in the enclosed proxy intend to vote the Common Units authorized thereby FOR the election of the following nominee. It is expected that the nominee will be able to serve, but if before the election it develops that the nominee is unavailable, the persons named in the accompanying proxy will vote for the election of such substitute nominee as the current Board may recommend.

**Nominee For Election To The Company’s Board Of Directors**

Information concerning the nominee for election to the Board as Class I Director is set forth below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
John Darlington	61	Class I Director

Certain biographical information about the nominee is set forth below.

John Darlington was originally appointed to the board of directors by the Seadrill Member in December 2018 and was appointed by the elected directors in January 2020 as an elected director. Mr. Darlington also serves on the Company's audit and conflicts committees. Mr. Darlington's previous experience includes serving as a Partner of KPMG from 2006 to 2013. He was Executive Chairman of Linpac Group Holdings Ltd. (2010-2012), a multinational packaging group, and Executive Chairman of Sunseeker International Ltd. (2009-2010), the luxury yacht manufacturer. He has significance experience of stakeholder management, public relations and acquisitions and disposals.

*Required Vote:* Approval of Proposal 1 require the affirmative vote of the plurality of the votes cast by holders of the outstanding Common Units present in person or represented by proxy at the Meeting.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF THE ELECTION OF THE PROPOSED DIRECTOR. UNLESS REVOKED AS PROVIDED ABOVE, PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED IN FAVOR OF THE ELECTION OF SUCH PROPOSED DIRECTOR UNLESS A CONTRARY VOTE OR VOTES IS SPECIFIED.**

#### EFFECT OF ABSTENTIONS

Abstentions will not affect the vote on Proposal 1.

#### SOLICITATION

The cost of preparing and soliciting proxies will be borne by the Company. Solicitation on behalf of the Board may be made primarily by mail, but holders of Common Units may be solicited by telephone, e-mail, other electronic means or personal contact. Copies of materials for the Meeting will be supplied to brokers, dealers, banks and voting trustees, or their nominees, for the purpose of soliciting proxies from beneficial owners and will also be available on the Company's website at [www.seadrillpartners.com](http://www.seadrillpartners.com).

#### ANNUAL REPORT AND OTHER MATERIAL FOR MEETING

The Company's Annual Report on Form 20-F for the year ended December 31, 2019 (the "**Annual Report**") and copies of the materials for the Meeting are available on the Company's website at [www.seadrillpartners.com](http://www.seadrillpartners.com). Any holder of Common Units may receive a hard copy of the Annual Report free of charge upon request by writing to us at: 2<sup>nd</sup> Floor, Building 11, Chiswick Business Park, 566 Chiswick High Road, London W4 5YS, UK, or sending an e-mail to: [Seadrillpartners@seadrill.com](mailto:Seadrillpartners@seadrill.com)

#### **OTHER BUSINESS**

Management knows of no business that will be presented for consideration at the Meeting other than that stated in the Notice of Annual Meeting of Members. Should any additional matter come before the Meeting, it is intended that proxies in the accompanying form will be voted in accordance with the judgement of the person or persons named in the proxy.

By Order of the Board of Directors

John Roche  
CEO

November 11, 2020

London, United Kingdom