

VANTAGE DRILLING INTERNATIONAL LTD
WHISTLEBLOWER POLICY

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Vantage Drilling International Ltd

Policy for Reporting Complaints and Concerns About Accounting, Code of Conduct, and Anti-Corruption Compliance Matters

A. Purpose

To establish “whistleblower” procedures pursuant to Section 301 of the Sarbanes-Oxley Act of 2002, Section 10A of the Securities Exchange Act of 1934, as amended, Rule 10A-3 thereunder and the Charter of the Audit Committee (the “Committee”) of the Board of Directors of Vantage Drilling International Ltd (the “Company”).

B. Policy

The Committee has created this policy to establish and maintain a program to facilitate the receipt, retention and treatment of complaints received by the Company regarding (1) its accounting, internal accounting controls or auditing matters, (2) violations of the Company’s Code of Business Conduct and Ethics, and (3) violations of the Company’s Anti-Corruption Compliance Policy and Procedures. The confidential, anonymous submission by employees of the Company and its subsidiaries, of concerns regarding questionable accounting, internal controls, auditing matters, employee conduct and Anti-Corruption Compliance matters are of utmost importance to the Company. Complaints regarding problems and/or concerns regarding these matters are referred to in these procedures as “Policy Concerns”.

C. Receipt of Complaints and Concerns

1. Persons with Policy Concerns may report them verbally or in writing, including through e-mails and letters, to the Compliance Officer of the Company (the “Manager”) (c/o Vantage Drilling International Ltd, Emaar Business Park, Building #1, 5th floor, Office No. 520, The Greens, Dubai, UAE, PO Box 282292) or through the internet at <https://vantage.alertline.com>. In addition, the Company has a Compliance Hotline (1-888-448-4947) for the receipt of Policy Concerns.
2. The Manager will be responsible for administration of the Compliance Hotline and the internet reporting system and will receive timely reports of any Policy Concerns reported through these systems.
3. Policy Concerns received from Company employees will, at the employee’s request, remain confidential or anonymous to the extent and as described in paragraph D(6) below.
4. Directors or employees, other than the Manager, who receive Policy Concerns that are communicated through other channels or as a component of a different type of complaint (e.g., as part of an employment-related grievance), will forward the Policy Concerns to the Manager so that the concerns are subject to the procedures of this policy.

D. Treatment of Policy Concerns

1. The Manager will maintain a record of all Policy Concerns received under the procedures of this policy by date of receipt. In addition, the Manager will retain a copy of each Policy Concern, if received in written form, or the transcription of any Policy Concern that is received orally, and copies of any memoranda relating to the consideration of such Policy Concerns for a period of at least six years.
2. The Manager will provide to the Company's Chief Financial Officer (the "CFO") a copy of each Policy Concern pertaining to any accounting, internal controls, or auditing matter received (each, an "Accounting Policy Concern") in written form and the transcription of each Accounting Policy Concern received orally regardless of the apparent materiality of the concern or the credibility of the source. The CFO will then promptly provide the Chairman of the Committee a copy of each material Accounting Policy Concern received in written form and the transcription of each material Accounting Policy Concern received orally. If, for any reason, the CFO is unable to objectively assess the materiality of an Accounting Policy Concern, he or she will promptly forward a written copy, or a written transcription if received orally, of such Accounting Policy Concern to the Chairman of the Committee. The Manager shall report directly to the Company's Chief Executive Officer (the "CEO"), and shall not report to the CFO.
3. The Chairman of the Committee will notify the Company's CEO of the receipt of a material Accounting Policy Concern as soon as possible, unless the Accounting Policy Concern relates to the conduct of the CEO.
4. The Chairman of the Committee will report all material Accounting Policy Concerns to the Committee at its next regularly scheduled meeting, or sooner as the Chairman deems appropriate, so that the Committee can determine whether and how it should conduct any inquiry or investigation into such Accounting Policy Concern. In making such determination, the Committee may consult with the CFO and/or the CEO as to how the concern should be addressed, unless the Accounting Policy Concern relates to the conduct of the CFO or the CEO, as applicable. The Committee shall have the ultimate authority over the treatment and resolution of any material Accounting Policy Concerns, and shall have the authority to engage and obtain assistance and advice from such legal, accounting and other advisors as it deems appropriate in connection with its treatment and resolution of any material Accounting Policy Concern.
5. Any member of the Committee may promptly obtain an up-to-date report of all material Accounting Policy Concerns received between meetings by contacting the Chairman of the Committee or anyone designated by the Committee to oversee the consideration of the Accounting Policy Concern.
6. The Committee will preserve the confidentiality of any employees who request such confidentiality to the greatest possible extent consistent with the need to conduct a thorough investigation of each material Accounting Policy Concern. In

all events, the Committee and the Company may disclose information relating to the source of the concern to the extent required by law, or in a regulatory or other proceeding.

7. The Committee will oversee any inquiry or investigation of an Accounting Policy Concern to a resolution. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Committee.
8. With respect to all Policy Concerns that are not Accounting Policy Concerns, the Manager shall work with members of management and the appropriate personnel to determine the steps to be taken to address the Policy Concern and remedy any violation or suspected violation of the Company's Code of Business Conduct and Ethics or Anti-Corruption Compliance Policy and Procedures.

E. Communication of Procedures

The Company will distribute to all employees of the Company a notice (the "Notice") in the form attached as **Exhibit A** that, among other things, (i) advises employees of their ability to make complaints about the Company's accounting, internal accounting controls, auditing matters, violations of the Code of Business Conduct and Ethics, or violations of the Company's Anti-Corruption Compliance Policy and Procedures, and (ii) provides employees with the contact information for making complaints. The Notice will be distributed in a manner designed to reach all employees (including those who do not have access to e-mail).

The Company will include a reference to these procedures in the Company's Code of Business Conduct and Ethics and on the Company's internet site. All Company personnel will be instructed to provide the Compliance Hotline number and the email address to any person inquiring about the means to submit a Policy Concern. At least annually, the Company will describe these procedures to the Company's employees.

F. Retaliation is Prohibited

Any employee reporting an actual or suspected Policy Concern, or participating in an investigation of a Policy Concern, in good faith will not be subject to retaliation of any kind. Retaliation against an individual for reporting a Policy Concern or for participating in an investigation of a Policy Concern is a serious violation of this policy and may be subject to disciplinary action up to and including separation from employment and if applicable, referral to the authorities for prosecution.

Exhibit A

Procedures for Submitting Complaints or Concerns About Accounting, Code of Conduct, and Anti-Corruption Compliance Matters

The Audit Committee of the Board of Directors of Vantage Drilling International (the “Company”) has established procedures for the receipt, retention and treatment, and the confidential, anonymous submission by employees of concerns and complaints with respect to the Company’s:

- accounting, internal accounting controls or auditing matters;
- violations of the Company’s Code of Business Conduct and Ethics; and
- violations of the Company’s Anti-Corruption Compliance Policy and/or Procedures.

If you have any good faith complaints or concerns about the Company’s accounting, internal accounting controls, auditing matters, violations of the Company’s Code of Business Conduct and Ethics, or violations of the Company’s Anti-Corruption Compliance Policy and/or Procedures, we encourage you take advantage of these procedures.

The Company has retained the services of an independent Hotline Service Provider to receive any information regarding these matters at the following, phone number and internet address. If you lose this notice, the contact information is also set forth on the Company’s Internet site at <http://vantagedrilling.com/>. You may submit complaints or concerns in this manner at any time (7 days a week and 24 hours a day).

Compliance Hotline Reporting: 1-888-448-4947

Compliance Internet Reporting: <https://vantage.alertline.com>

An employee of the Company may submit a complaint or concern anonymously and request that the complaint or concern be treated in a confidential manner.

The Company and its management are prohibited from discharging, demoting, suspending, threatening, harassing or in any manner discriminating against any employee in the terms and conditions of his or her employment based upon any lawful actions of the employee with respect to a complaint relating to the Company’s accounting, internal accounting controls or auditing matters that is made in good faith.