

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE ATTACHMENT

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ SEE ATTACHMENT

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHMENT

Blank lines for providing other necessary information.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ [Handwritten Signature] Date ▶ 17 December, 2018

Print your name ▶ STEPHAN L. HAYES Title ▶ Sr. Vicepresident Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

TRANSOCEAN LTD.

EIN: 98-0599916

Attachment to IRS Form 8937

PART II: ORGANIZATIONAL ACTION

***** YOU ARE URGED TO CONSULT YOUR TAX ADVISOR *****

NOTE: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. You are urged to consult your own tax advisor regarding the particular consequences of the Offer to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws.

Item 14. Description of Organizational Action:

On December 5, 2018, Transocean Ltd. ("Transocean"), Transocean Oceanus Holdings Limited, a newly-formed, direct, wholly-owned subsidiary of Transocean ("Holdco"), Transocean Oceanus Limited, a newly-formed, indirect, wholly-owned subsidiary of Transocean ("Merger Sub"), and Ocean Rig UDW Inc. ("ORIG") completed the merger (the "Merger") contemplated by the agreement and plan of merger among Transocean, Holdco, Merger Sub, and ORIG dated September 3, 2018 (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into ORIG, with ORIG being the surviving entity as a direct subsidiary of Holdco and an indirect, wholly-owned subsidiary of Transocean. At the effective time of the Merger, each issued and outstanding share of ORIG immediately prior to such time (other than certain ORIG shares that were canceled as set forth in the Merger Agreement), were canceled and automatically converted into the right to receive 1.6128 newly issued shares of Transocean (the "Consideration Shares") and USD 12.75 in cash.

Item 15. Description of the Quantitative Effect of the Organizational Action:

An ORIG shareholder's initial U.S. tax basis in each full Consideration Share received in the Merger is USD 9.32.

Item 16. Description of the Calculation of the Change in Basis:

The U.S. tax basis in each full Consideration Share received in the Merger is its fair market value. There are several possible methods for determining the fair market value of Transocean shares. One possible approach is to utilize the New York Stock Exchange market closing price on December 5, 2018, for Transocean common stock (USD 9.32 per share, based on the previous day's closing price as the market was closed on December 5, 2018) as an indication of the fair market value. Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining the fair market value of Transocean common stock.

Item 17. List of Applicable Internal Revenue Code Sections:

Sections 1001, 1011, and 1012 of the Code.

Item 18. Recognition of Loss:

Loss may generally be recognized as a result of exchanging ORIG shares pursuant to the Merger.

Item 19. Other Information:

For more information regarding the Offer, please read the Joint Proxy Statement/Prospectus by Transocean Ltd. and Ocean Rig UDW Inc. on Form S-4, dated September 24, 2018 (Registration No. 333-227487), noting especially the discussion on pages 117-123 under “Material U.S. Federal Income Tax Consequences.” The Joint Proxy Statement/Prospectus is available at www.sec.gov.