
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: February 14, 2019

Commission File Number 001-35345

PACIFIC DRILLING S.A.

**8-10, Avenue de la Gare
L-1610 Luxembourg
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On February 14, 2019, we issued a press release announcing that the Company's Board has recommended a share repurchase program and has provided a Notice of Extraordinary General Meeting of Shareholders and Proxy Statement (the "Notice") to its shareholders of record as of February 8, 2019 for an Extraordinary General Meeting of Shareholders scheduled for February 22, 2019 (the "EGM").

A copy of the press release is attached to this report on Form 6-K as Exhibit 99.1. A copy of the Notice is attached to this report on Form 6-K as Exhibit 99.2. Also attached to this report on Form 6-K as Exhibit 99.3 are the proxy cards relating to the EGM.

The press release shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless the Company specifically incorporates the information by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.

By filing this report on Form 6-K and furnishing this information, the Company makes no admission as to the materiality of any information contained in this report. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although the Company may do so from time to time as management believes is warranted.

The following exhibits are filed as part of this Form 6-K and are incorporated herein by reference:

Exhibit	Description
99.1	Press Release announcing that the Board has recommended a Share Repurchase Program, and provided a Notice of Extraordinary General Meeting of Shareholders
99.2	Notice of Extraordinary General Meeting of Shareholders and Proxy Statement
99.3	Extraordinary General Meeting Proxy Cards

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 14, 2019

Pacific Drilling S.A.

(Registrant)

By /s/ Lisa Manget Buchanan

Lisa Manget Buchanan

SVP, General Counsel & Secretary



News Release

Pacific Drilling Board Recommends Share Repurchase Program; Provides Notice of Extraordinary General Meeting of Shareholders

LUXEMBOURG (February 14, 2019) — Pacific Drilling S.A. (NYSE: PACD) (the “Company”) announced today that it has provided a notice of an Extraordinary General Meeting of Shareholders to be held on February 22, 2019 (the “EGM”), at which the Company’s Board of Directors will recommend that shareholders approve a share repurchase program for a total expenditure of up to \$15.0 million over a two-year period.

The Notice of Extraordinary General Meeting of Shareholders and proxy statement are being distributed to the Company’s common shareholders of record as of February 8, 2019 in advance of the EGM, which will be held on February 22, 2019, at 10:00 a.m. (Central European Time) at the Company’s registered office, located at 8-10 Avenue de la Gare, L-1610 Luxembourg.

Upon shareholder approval, the Company will be authorized to acquire on the open market or otherwise, in one or several transactions, up to a number of the Company’s issued and outstanding common shares that may be acquired with a total expenditure of \$15.0 million, within a two-year period from the date of the EGM.

CEO Bernie Wolford commented, “The share repurchase program is intended to enable the Company to take advantage of trading prices that do not fully reflect the value of our Company. The proposed program illustrates our commitment to increase shareholder value, and share repurchases will occur when such purchases are believed to be in the best interests of the Company and its shareholders.”

The repurchases will be funded using cash on hand and the Company will have the right to begin, suspend or discontinue repurchases without notice at any time during the period authorized. Management will consider a variety of factors that it deems appropriate in making repurchases, including management’s view of whether the common shares are undervalued in the market at the time and the potential for the repurchase to increase earnings per share. The Company gives no assurances regarding the number of shares that will ultimately be repurchased or the timing of such repurchases, if any. Any shares repurchased will be held as treasury shares of the Company which may be disposed of in the future in the Board’s discretion. Voting rights for any repurchased shares will be suspended and such shares will not be entitled to dividends or other distributions as long as they are held by the Company.

Additional details of the EGM will be provided to shareholders in the Notice of Extraordinary General Meeting of Shareholders, which is available on the Company website at www.pacificdrilling.com in the “Events & Presentations” subsection of the “Investor Relations” section.

About Pacific Drilling

With its best-in-class drillships and highly experienced team, Pacific Drilling is committed to becoming the industry’s preferred high-specification, deepwater drilling contractor. Pacific Drilling’s fleet of seven drillships represents one of the youngest and most technologically advanced fleets in the world. Pacific Drilling has its principal offices in Luxembourg and Houston. For more information about Pacific Drilling, including our current Fleet Status, please visit our website at www.pacificdrilling.com.

Forward-Looking Statements

Certain statements and information contained in this press release constitute “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, and are generally identifiable by their use of words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “intend,” “our ability to,” “may,” “plan,” “potential,” “predict,” “project,” “projected,” “should,” “will,” “would”, or other similar words which are not generally historical in nature. The forward-looking statements speak only as of the date hereof, and we undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

Our forward-looking statements express our current expectations or forecasts of possible future results or events, including future financial and operational performance and cash balances; revenue efficiency levels; market outlook; forecasts of trends; future client contract opportunities; contract dayrates; our business strategies and plans or objectives of management; estimated duration of client contracts; backlog; expected capital expenditures; projected costs and savings; and the potential impact of our completed Chapter 11 proceedings on our future operations and ability to finance our business.

Although we believe that the assumptions and expectations reflected in our forward-looking statements are reasonable and made in good faith, these statements are not guarantees, and actual future results may differ materially due to a variety of factors. These statements are subject to a number of risks and uncertainties and are based on a number of judgments and assumptions as of the date such statements are made about future events, many of which are beyond our control. Actual events and results may differ materially from those anticipated, estimated, projected or implied by us in such statements due to a variety of factors, including if one or more of these risks or uncertainties materialize, or if our underlying assumptions prove incorrect.

Important factors that could cause actual results to differ materially from our expectations include: the global oil and gas market and its impact on demand for our services; the offshore drilling market, including reduced capital expenditures by our clients; changes in worldwide oil and gas supply and demand; rig availability and supply and demand for high-specification drillships and other drilling rigs competing with our fleet; costs related to stacking of rigs; our ability to enter into and negotiate favorable terms for new drilling contracts or extensions; our ability to successfully negotiate and consummate definitive contracts and satisfy other customary conditions with respect to letters of intent and letters of award that we receive for our drillships; possible cancellation, renegotiation, termination or suspension of drilling contracts as a result of mechanical difficulties, performance, market changes or other reasons; our ability to execute our business plans; the effects of our completed Chapter 11 proceedings on our future operations; and the other risk factors described under the heading “Risk Factors” in our Registration Statement on Form F-1 filed

with the Securities and Exchange Commission (“SEC”) on December 18, 2018 and available through our website at www.pacificdrilling.com or through the SEC’s website at www.sec.gov.

Investor Contact: Johannes (John) P. Boots
Pacific Drilling S.A.
+713 334 6662
Investor@pacificdrilling.com

Media Contact: Amy L. Roddy
Pacific Drilling S.A.
+713 334 6662
Media@pacificdrilling.com

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Pacific Drilling S.A.
Société anonyme

Registered Office: 8-10, Avenue de la Gare, L-1610 Luxembourg

R.C.S. Luxembourg B 159.658

Dear Shareholders:

The Board of Directors (the “ **Board** ”) of Pacific Drilling S.A. (the “ **Company** ”) hereby provides notice that an Extraordinary General Meeting of Shareholders of the Company (the “ **EGM** ”) will be held in Luxembourg on February 22, 2019 at 10:00 a.m. Central European Time with the following agenda:

AGENDA

1. Consideration and approval of a share repurchase program (the “ **Share Repurchase Program** ”) to be implemented (i) by using the available free reserves of the Company, (ii) in compliance with and for all purposes allowed by applicable laws and regulations and in all cases in accordance with the objectives, conditions and restrictions provided by the Luxembourg law of 10 August 1915 on commercial companies, as amended (the “ **Companies Law** ”), and (iii) by authorizing the Board - as they deem appropriate within the granted authorizations - within a period from February 22, 2019 until February 22, 2021 to acquire on the open market or otherwise by any means (including but not limited to a Rule 10b5-1 plan as may be approved by the Board) on one or several occasions up to a number of the Company’s issued and outstanding common shares that may be acquired with a total expenditure of USD 15,000,000 (the “ **Repurchase Shares** ”) provided that the total purchase price paid for, and respectively the total number of the Repurchase Shares so acquired, does not exceed at any time (i) USD 15,000,000 out of Company’s available free reserves (*réserves disponibles*) and (ii) with an acquisition price per Repurchase Share which shall not exceed (A) for purchases in the trading market, the highest independent bid or the last independent transaction price, whichever is higher, quoted or reported in the consolidated system at the time the purchase is effected, and (B) for other purchases, the most recent closing price of the common shares on the primary trading market at the time the purchase is effected, and which shall not be less than the par value per common share (together with the additional provisions thereof, the “ **Share Repurchase Program Terms and Conditions** ”); and
2. Authorization and empowerment of the Board, the Chief Executive Officer, Chief Financial Officer, and any other officer of the Company in the name and on behalf of the Company, with option to delegate such power to the management of the Company and/or give mandate to financial institutions and/or broker-dealers to be commissioned by the Board when relevant, to take or cause to be taken any and all actions which they may deem necessary, appropriate, convenient or desirable in its, his or her sole discretion to implement the resolutions to be adopted on the basis of the present agenda in accordance with the provisions of Luxembourg law and the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange (i) to implement the Share Repurchase Program (i.e. to proceed with the acquisition of the Repurchase Shares) on one or more occasions up to the limits and under the Share Repurchase Program Terms and Conditions, (ii) to take such additional actions as it, he or she deems necessary or expedient in its, his or her absolute discretion from time to time in connection with and for the purposes and intent of the Share Repurchase Program and in particular to disclose, disseminate, certify, deliver, file, notify and/or record (when relevant) any pertaining information and/or press releases with respect to the Share Repurchase Program with relevant authorities (including, without limitation, the Luxembourg authorities, the

Securities and Exchange Commission and the New York Stock Exchange) and/or with specialized financial media and more generally (iii) to do whatever is necessary, useful or desirable in its, his or her sole discretion - however within the limits of the granted authorization by the shareholders - to implement the Share Repurchase Program.

Luxembourg, 14 February 2019

/s/ Bernie G. Wolford, Jr.

Bernie G. Wolford Jr.

Chief Executive Officer and Director

Notes :

1. *The Board has fixed the close of business on February 8, 2019, as the record date for the determination of the shareholders entitled to vote at the extraordinary general meeting or any adjournment thereof.*
2. *At the extraordinary general meeting, the proposed resolutions shall be adopted by a simple majority vote and each share is entitled to one vote.*
3. *No shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Company, to reach the Registered Office no later than five (5) business days prior to the meeting. A shareholder may grant a written proxy or power of attorney to another person, shareholder or otherwise, in order to be represented at the meeting.*

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY.

IF YOU ARE A SHAREHOLDER OF THE COMPANY REGISTERED IN THE UNITED STATES , TO VOTE YOUR SHARES YOU CAN (1) USE THE INTERNET AS DESCRIBED ON YOUR PROXY CARD; (2) CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED ON YOUR PROXY CARD; OR (3) COMPLETE, SIGN AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.

**INFORMATION CONCERNING SOLICITATION AND VOTING
FOR THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
PACIFIC DRILLING S.A.**

COMPANY PROPOSALS

PROPOSAL 1 –APPROVAL

The Board has considered the Share Repurchase Program, in accordance with the Share Repurchase Program Terms and Conditions, to be implemented (i) by using the available free reserves (*réserves disponibles*) of the Company, (ii) in compliance with and for all purposes allowed by applicable laws and regulations and in all cases in accordance with the objectives, conditions and restrictions provided by the Companies Law, and (iii) by authorizing the Board - as they deem appropriate within the granted authorizations - within a period from February 22, 2019 until February 22, 2021 to acquire on the open market or otherwise by any means (including but not limited to a Rule 10b5-1 plan, as may be approved by the Board) on one or several occasions up to a number of the Company's issued and outstanding common shares that may be acquired with a total expenditure of USD 15,000,000, provided that the total purchase price paid for, and respectively the total number of the Repurchase Shares so acquired, does not exceed at any time (i) USD 15,000,000 out of Company's available free reserves (*réserves disponibles*) and (ii) with an acquisition price per Repurchase Share which shall not exceed (A) for purchases in the trading market, the highest independent bid or the last independent transaction price, whichever is higher, quoted or reported in the consolidated system at the time the purchase is effected, and (B) for other purchases, the most recent closing price of the common shares on the primary trading market at the time the purchase is effected, and which shall not be less than the par value per common share.

The Board recommends that the shareholders of the Company approve the Share Repurchase Program .

PROPOSAL 2 –AUTHORIZATION TO TAKE ACTION

The Board recommends that the Shareholders approve the authorization and empowerment of each the Board, the Chief Executive Officer, Chief Financial Officer, and any other officer of the Company in the name and on behalf of the Company, with option to delegate such power to the management of the Company and/or give mandate to financial institutions and/or broker-dealers to be commissioned by the Board when relevant, to take or cause to be taken any and all actions which they may deem necessary, appropriate, convenient or desirable in its, his or her sole discretion to implement the resolutions to be adopted on the basis of the present agenda in accordance with the provisions of Luxembourg law and the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange (i) to implement the Share Repurchase Program (i.e. to proceed with the acquisition of the Repurchase Shares) on one or more occasions up to the limits and under the Share Repurchase Program Terms and Conditions, (ii) to take such additional actions as it, he or she deems necessary or expedient in its, his or her absolute discretion from time to time in connection with and for the purposes and intent of the Share Repurchase Program and in particular to disclose, disseminate, certify, deliver, file, notify and/or record (when relevant) any pertaining information and/or press releases with respect to the Share Repurchase Program with relevant authorities (including, without limitation, the Luxembourg authorities, the Securities and Exchange Commission and the New York Stock Exchange) and/or with specialized financial media and more generally (iii) to do whatever is necessary, useful or desirable in its, his or her sole discretion - however within the limits of the granted authorization by the Shareholders - to implement the Share Repurchase Program .

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the extraordinary general meeting other than that stated in this notice of extraordinary general meeting.

SHARE REPURCHASE PROGRAM TERMS AND CONDITIONS

Maximum authorized amount of the Share Repurchase Program	USD 15,000,000
Maximum number of Repurchase Shares covered by the Share Repurchase Program	Maximum number of the Company's issued and outstanding common shares that may be acquired with the maximum authorized amount
Minimum acquisition price per Repurchase Share	Par value of the Company's common shares
Maximum acquisition price per Repurchase Share	Maximum price (i) for purchases in the trading market shall not exceed the highest independent bid or the last independent transaction price, whichever is higher, quoted or reported in the consolidated system at the time the purchase is effected, and (2) for other purchases shall not exceed the most recent closing price of the commons shares on the primary trading market at the time the purchase is effected.
Share Repurchase Program's main objective(s)	Acquire Company common shares when management believes such purchase would be in the best interests of the Company and its shareholders, taking into account management's view of whether the common shares are undervalued in the market, the potential for the repurchase to increase earnings per share and other factors as management deems appropriate.
Duration of the Share Repurchase Program	Share Repurchase Program will begin at the earliest on February 22, 2019 and is to be completed at the latest by February 22, 2021

THIS IS A VOTING INSTRUCTION FORM.
 You are receiving this voting instruction form because you hold shares in the above Security. You have the right to vote on proposals being presented at the upcoming Extraordinary General Meeting to be held on:

VOTING INSTRUCTIONS

X

ESB124-SB1866

THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.

Please check this box if you plan to attend the Meeting and vote these shares in person.

The Board recommends you vote FOR the following proposal(s): 1 and 2

	For	Against	Abstain
1. Approval of the Share Repurchase Program as implemented (i) by using the available free reserves (reserves available) of the Company, (ii) in accordance with and for all purposes allowed by applicable laws and regulations and in all cases in accordance with the objectives, conditions and restrictions provided by the Companies Law, and (iii) by authorizing the Board - as they deem appropriate within the granted authorizations - within a period from February 22, 2019 until February 22, 2021 to acquire on the open market or otherwise by any means (including but not limited to a Rule 10b5-1 plan as may be approved by the Board) on one or several occasions up to a number of the Company's issued and outstanding common shares that may be acquired with a total expenditure of USD 15,000,000 provided that the total purchase price paid for, and respectively the total number of the Repurchase Shares so acquired, does not exceed at any time (i) USD 15,000,000 out of Company's available free reserves (reserves available) and (ii) with an acquisition price per Repurchase Share which shall not exceed (A) for purchases in the trading market, the highest independent bid or the last independent transaction price, whichever is higher, quoted or reported in the consolidated system at the time the purchase is effected, and (B) for other purchases, the most recent closing price of the common shares on the primary trading market at the time the purchase is effected, and which shall not be less than the par value per common share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Authorization and empowerment of the Board, the Chief Executive Officer, Chief Financial Officer, and any other officer of the Company in the name and on behalf of the Company, with option to delegate such power to the management of the Company and/or give mandates to financial institutions and/or broker-dealers to be contemplated by the Board when relevant, or take or cause to be taken any and all actions which they may deem necessary, appropriate, convenient or desirable in his, his or her sole discretion to implement the resolutions to be adopted on the basis of the present agenda in accordance with the provisions of Luxembourg law and the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange (i) to implement the Share Repurchase Program (i.e. to proceed with the acquisition of the Repurchase Shares) on one or more occasions up to the limits and under the Share Repurchase Program Terms and Conditions, (ii) to take such additional actions as to, he or she deems necessary or expedient in his, his or her absolute discretion from time to time in connection with and for the purpose and in aid of the Share Repurchase Program and in particular to disclose, disseminate, certify, deliver, file, notify and/or record (where relevant) any pertinent information and/or press releases with respect to the Share Repurchase Program with relevant authorities (including, without limitation, the Luxembourg authorities, the Securities and Exchange Commission and the New York Stock Exchange) and/or with specialized financial media and more generally (iii) to do whatever is necessary, useful or desirable in his, his or her sole discretion - however within the limits of the granted authorization by the shareholders - to implement the Share Repurchase Program.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Such other business as may properly come before the meeting or any adjournment thereof.

Note: Read the Proxy Statement and have the voting instruction form before at hand. Please note that the telephone and Internet voting terms will be 11:59 p.m. ET on February 18, 2019.

HOUSEHOLDING ELECTION - Please indicate if you consent to receive only one future communication and one package per household.

Yes No

Signature [PLEASE SIGN WITHIN BOX]	Date
------------------------------------	------

0 ■

PACIFIC DRILLING S.A. (the "COMPANY")

Registered Office: 8-10 Avenue de la Gare, L-1610 Luxembourg

R.C.S. Luxembourg B 159.658

Proxy Solicited for Extraordinary General Meeting on February 22, 2019

The undersigned hereby authorize(s) and appoints any director, Chief Financial Officer or Secretary of the Company or any other officer of the Company each acting under his/her sole signature, to represent the undersigned at the extraordinary general meeting of shareholders of the Company to be held in Luxembourg on February 22, 2019 at 10:00 a.m. (Central European Time) or any adjournment thereof, for the purposes set forth below and in the notice of extraordinary general meeting issued by the Company on or around February 14, 2019.

(Continued and to be signed on the reverse side.)

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
PACIFIC DRILLING S.A.**

February 22, 2019

PROXY VOTING INSTRUCTIONS

INTERNET - Access www.votaproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



Vote online/phone until 11:59 PM EST February 19, 2019.

MAIL - Sign, date and mail your proxy card in the envelope provided before February 20, 2019

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.asfinancial.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL.
The Notice of Meeting, Proxy Statement, and Proxy Card are available at
<http://www.pacificdrilling.com/Investor-Relations/Events-and-Presentations/default.aspx>

Please detach along perforated line and mail in the envelope provided if you are not voting via telephone or the Internet.

00030000003000000000 1

022219

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1 AND 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. The Board has fixed the close of business on February 9, 2019, as the record date for the determination of the shareholders entitled to vote at the extraordinary general meeting or any adjournment thereof.

2. At the extraordinary general meeting, the proposed resolutions shall be adopted by a simple majority vote and each share is entitled to one vote.

3. No shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notariately-certified copy of that power of attorney, is sent to the Company, to reach the Registered Office no later than five (5) business days prior to the meeting. A shareholder may grant a written proxy or power of attorney to another person, shareholder or otherwise, in order to be represented at the meeting.

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY.
IF YOU ARE A SHAREHOLDER OF THE COMPANY REGISTERED IN THE UNITED STATES, TO VOTE YOUR SHARES YOU CAN (1) USE THE INTERNET AS DESCRIBED ON YOUR PROXY CARD; (2) CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED ON YOUR PROXY CARD; OR (3) COMPLETE, SIGN AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____ Date: _____ Signature of Shareholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

1. Approval of the Share Repurchase Program to be implemented (i) by using the available free reserves (balance sheet) of the Company (j) in compliance with and for all purposes allowed by applicable laws and regulations and in all cases in accordance with the objectives, conditions and restrictions provided by the Companies Law, and (k) by authorizing the Board - as they deem appropriate within the granted authorizations - within a period from February 23, 2019 until February 23, 2021 to acquire on the open market or otherwise by any means (including but not limited to a Rule 10b5-1 plan) (a) to be approved by the Board) on one or several occasions up to a number of the Company's issued and outstanding common shares that may be acquired with a total expenditure of USD 10,000,000, provided that the total purchase price paid for, and respectively the total number of the Repurchase Shares acquired, does not exceed at any time (j) USD 10,000,000 out of Company's available free reserves (balance sheet) (k) with an acquisition price per Repurchase Share which shall not exceed (i) for purchases in the trading market, the highest independent bid or the best independent bid or offer price, whichever is higher, quoted or recorded in the consolidated system of the time the purchase is effected, and (b) for other purchases, the most recent closing price of the common shares or the primary listing market at the time the purchase is effected, and which shall not be less than the par value per common share.

FOR AGAINST ABSTAIN

2. Authorization and empowerment of the Board, the Chief Executive Officer, Chief Financial Officer, and any other officer of the Company - in the name and on behalf of the Company - with full and complete power to the management of the Company and/or give mandate to financial institutions and/or broker-dealers to be commissioned by the Board when relevant, to take or cause to be taken any and all actions which they may deem necessary, appropriate, convenient or desirable in its, his or her sole discretion to implement the repurchase to be authorized on the basis of the present proxy and in accordance with the provisions of Luxembourg law and the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange (i) to implement the Share Repurchase Program (i.e. to proceed with the acquisition of the Repurchase Shares) on one or more occasions up to the limit and end of the Share Repurchase Program Termination Conditions, (ii) to take such additional actions as it, he or she deems necessary or expedient in its, his or her sole discretion from time to time in connection with and for the purposes and intent of the Share Repurchase Program and in particular to disclose, disseminate, verify, deliver, file, notify and/or report (when relevant) any pertinent information and/or presentations with respect to the Share Repurchase Program with relevant authorities including, without limitation, the Luxembourg authorities, the Securities and Exchange Commission and the New York Stock Exchange) and/or with associated financial media and news generally (iii) to do what ever is necessary, useful or desirable in its, his or her sole discretion - however within the limit of the granted authorization by the shareholders - to implement the Share Repurchase Program.

FOR AGAINST ABSTAIN