



Transocean Shareholders Approve All Proposals At Annual General Meeting; Company to Discontinue Dividend Payment

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HOUSTON, May 9, 2002 (BUSINESS WIRE) -- At the company's Annual General Meeting held today in St. James, Barbados, shareholders of Transocean Sedco Forex Inc. approved the company's name change to Transocean Inc. (NYSE:RIG). Because the new name is similar to the previous name, the company's CINS (CUSIP International Numbering System) number pertaining to its ordinary shares will remain G90078109.

In addition, shareholders approved the re-election of Ronald L. Kuehn, Paul B. Loyd, Jr., Roberto L. Monti and Ian C. Strachan to the company's Board of Directors for three-year terms. Mr. Kuehn is former Chairman of the Board and a current director of El Paso Corporation. Mr. Loyd is former Chairman of the Board and Chief Executive Officer of R&B Falcon Corporation, which was acquired by the company in January 2001. Mr. Monti is the retired Executive Vice President of Exploration and Production at Repsol YPF. Mr. Strachan is former Deputy Chairman of Invensys plc.

Finally, shareholders approved the appointment of Ernst & Young LLP as independent auditors for 2002.

Following the Annual General Meeting, the company's Board of Directors voted to discontinue the payment of a cash dividend as part of a continuing effort to implement strategies that contribute to an optimal capital structure and more efficient allocation of cash flow. The elimination of the cash dividend will become effective following the payment of a final \$0.03 per share dividend declared today by the company's Board. The final cash dividend will be payable on June 13, 2002, to shareholders of record on May 30, 2002.

In addressing the decision to eliminate the payment of a cash dividend, J. Michael Talbert, Chief Executive Officer of Transocean Inc., said, "Since early 2001, we have closed several financial transactions designed to establish the most advantageous capital structure for our company. These transactions, which included debt retirement, debt exchanges and fixed to floating interest rate swaps, immediately provide enhanced financial and operational flexibility. The elimination of a cash dividend represents a continuation of these efforts. Additionally, we believe the annual \$39 million in cash required to produce a dividend yield that has averaged less than one half percent over the past six years could be used more effectively to achieve enhanced shareholder returns."

Talbert added, "Through mergers, acquisitions and new rig construction completed over the past 30 months, Transocean Inc. has become a company possessing sound financial strength and capacity which is best defined by a fleet contract backlog of estimated revenues in excess of \$3 billion, growing cash balances of approximately \$600 million at present, a declining level of net debt, declining capital expenditure requirements, a non-core asset divestiture program and \$800 million in undrawn credit facilities."

Statements regarding future financial status of the company, revenues from contract backlog, growth of cash balances, declining net debt level and capital expenditure requirements, asset divestiture program and availability of credit facilities, as well as any other statements that are not historical facts in this release, are forward-looking statements that involve certain risks, uncertainties and assumptions. These include but are not limited to the future price of oil and gas, demand for rigs, operating hazards and delays, risks associated with international operations, actions by customers and other third parties, competition, risks of drilling, contract terminations or suspensions and other factors detailed in the company's most recent Form 10-K for the year ended December 31, 2001 and other filings with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated.

Transocean Inc. is the world's largest offshore drilling contractor with more than 150 fully or partially owned or operated mobile offshore drilling units, inland drilling barges and other assets utilized in the support of offshore drilling activities worldwide. The company's mobile offshore drilling fleet is considered one of the most modern and versatile in the world with 31 high-specification semisubmersibles and drillships, 28 other semisubmersibles and one drillship and 54 jackup drilling rigs, of which 28 are located in the U.S. Gulf of Mexico. Transocean Inc. specializes in technically demanding segments of the offshore drilling business, including industry-leading positions in deepwater and harsh environment drilling services. With a current equity market capitalization in excess of \$11.5 billion, the company's ordinary shares are traded on the New York Stock Exchange under the symbol "RIG."

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