

**Special Resolutions
of
Gulf Marine Services plc
(the "Company")**

Company No: 08860816

At an Annual General Meeting of the Company, duly convened and held at the offices of Linklaters LLP, One Silk Street, London, EC2Y 8HQ, on Wednesday 6 May 2015 at 11.30 a.m. the following resolutions were passed:

Special Resolutions

Authority to allot ordinary shares

14. To authorise the directors generally and unconditionally, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares of the Company:

- (a) up to a maximum aggregate nominal amount of £11,650,927; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) of the Company up to a further nominal amount of £11,650,927 in connection with an offer by way of a rights issue.

These authorities shall apply in substitution for all previous authorities pursuant to section 551 of the Act and expire on the date of the next Annual General Meeting or on 30 June 2016, whichever is the earlier, but in each case the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this resolution, "**rights issue**" means an offer to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. people who are holders of other equity securities if this is required by the rights of those securities or as the directors otherwise consider necessary,

to subscribe further securities, subject in both cases to such exclusions or other arrangements as the directors may consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Authority to disapply pre-emption rights

15. Subject to the passing of resolution 14, to empower the directors generally in accordance with section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash:

(a) pursuant to the authority given by paragraph (a) of resolution 14 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act in each case:

- i. in connection with a pre-emptive offer; and
- ii. otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,747,639; and

(b) pursuant to the authority given by paragraph (b) of resolution 14 in connection with a rights issue, as if section 561(1) of the Act did not apply to any such allotment.

This power shall expire on the date of the next Annual General Meeting of the Company or on 30 June 2016, whichever is the earlier, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such an offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this resolution:

- i. **“rights issue”** has the same meaning as in resolution 14;
- ii. **“pre-emptive offer”** means an offer of equity securities open for acceptance for a period fixed by the directors to (a) holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- iii. references to an allotment of equity securities shall include a sale of treasury shares; and
- iv. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for, or convert any securities into, shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Purchase of own shares

16. To authorise the Company generally and unconditionally for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 34,952,780;
- (b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is 10 pence;
- (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to the higher of:
 - i. 105% of the average closing price of an ordinary share, as derived from the London Stock Exchange Daily Official List for the five business days prior to the day on which the purchase is made; and
 - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as stipulated by Article 5(1) of Commission Regulation (EC)No. 2273/2003 (relating to buy-back programmes and stabilisation of financial instruments).

This authority shall expire on the date of the next Annual General Meeting of the Company or on 30 June 2016, whichever is the earlier, but, in each case, save that the company may, before such expiry, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

Notice of general meetings, other than annual general meetings

17, THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

For further information please contact:

John Brown
Company Secretary
Gulf Marine Services PLC
Tel: +971 (02) 5028888

