

number of company 102042/42

Form No. 3a
Filing Fee (£20)

THE COMPANIES ACTS 1948 TO 1976

annual return of a
company having a share capital
pursuant to sections 124 and 126 of the companies Act 1948

Annual return of OCEANEERING INTERNATIONAL SERVICES

Limited*

made up to the 14TH JANUARY, 19 79
(Being the fourteenth day after the date of the Annual General Meeting for the year 19 79)
* Delete "Limited" if not applicable.

1.

Address of the Registered Office of the company DOCK TAVERN LANE, RIVERSIDE ROAD, GORLESTON-ON-SEA, GREAT YARMOUTH, NORFOLK. NR31 6OP

2. Summary of Share Capital and Debentures

(a) Nominal Share Capital

(1) Nominal Share Capital £ 100.00 divided into:

| Number | Class | Value |
|--------|----------|----------------------|
| 100 | ORDINARY | Shares of £1.00 each |
| | | Shares of each |
| | | Shares of each |
| | | Shares of each |

(b) Issued Share Capital and Debentures

| | Number | Class | |
|---|--------|----------|--------|
| (2) Number of shares of each class taken up to the date of this Return (which number must agree with the total shown in the list as held by existing members) | 100 | ORDINARY | Shares |
| | | | Shares |
| | | | Shares |
| | | | Shares |
| (3) Number of shares of each class issued subject to payment WHOLLY IN CASH | | | Shares |
| | | | Shares |
| | | | Shares |
| | | | Shares |
| (4) Number of shares of each class issued as fully paid up for a CONSIDERATION OTHER THAN CASH | | | Shares |
| | | | Shares |
| | | | Shares |
| | | | Shares |

Clydesdale
£20 009796.

Summary of Share Capital and Debentures—continued

(5) Number of shares of each class issued as partly paid up for a CONSIDERATION OTHER THAN CASH and extent to which each such share is so paid up

| issued as paid up to the extent of | Shares |
|------------------------------------|-----------|
| per Share | Shares |
| issued as paid up to the extent of | per Share |
| Shares | Shares |
| issued as paid up to the extent of | per Share |
| Shares | Shares |
| issued as paid up to the extent of | per Share |

(6) Number of shares (if any) of each class issued at a discount

| Number | Class | Shares |
|--------|-------|--------|
| | | Shares |
| | | Shares |
| | | Shares |
| | | Shares |

(7) Amount of discount on the issue of shares which has not been written off at the date of this return £

| Number | Class | Shares |
|--|--------------------|--------|
| (8) Amount called up on number of shares of each class | £.....per Share on | Shares |
| | £.....per Share on | Shares |
| | £.....per Share on | Shares |
| | £.....per Share on | Shares |

(9) Total amount of calls received, (Note 1) £

| Number | Class | Shares |
|--|----------|--------|
| (10) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as FULLY PAID UP for a CONSIDERATION OTHER THAN CASH | £.....on | Shares |
| | | Shares |
| | | Shares |
| | | Shares |

| Number | Class | Shares |
|---|----------|--------|
| (11) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as PARTLY PAID UP for a CONSIDERATION OTHER THAN CASH | £.....on | Shares |
| | | Shares |
| | | Shares |
| | | Shares |

(12) Total amount of Calls unpaid £

(13) Total amount of the sums (if any) paid by way of commission in respect of any Shares or Debentures £

(14) Total amount of the sums (if any) allowed by way of discount in respect of any Debentures since the date of the last return £

Summary of Share Capital and Debentures—*continued*

| | Number | Class | Shares |
|--|--------|-----------------------------|--------------------------------------|
| (15) Total number of Shares of each class forfeited | | | Shares Shares Shares Shares |
| (16) Total amount paid (if any) on Shares forfeited | | £ | |
| (17) Total amount of Shares for which Share Warrants to Bearer are outstanding | | £ | |
| (18) Total amount of Share Warrants to Bearer issued and surrendered respectively since the date of the last return | | Issued: £ Surrendered: £ | |
| (19) Number of Shares comprised in each Share Warrant to Bearer, specifying in the case of Warrants of different kinds, particulars of each kind | | | |

3. PARTICULARS OF INDEBTEDNESS

Total amount of indebtedness of the Company in respect of all Mortgages and charges which are required to be registered with the Registrar of Companies. (Note 2)

£

Presented by

DAVID COLIN TAIT

COMPANY SECRETARY

Presenter's Reference

37 CRAIGPARK PLACE,
ELLON,
ABERDEENSHIRE.

The appropriate certificate on page 7 must be completed before this Return is lodged for Registration.

A Banking Company, in order to avail itself of the benefit of Section 432 of the Companies Act 1948, must add to this Return a statement of the names of the several places where it carries on business (Form 24). (Note 20)

4. List of past and

| Folio in Register ledger containing particulars | NAMES AND ADDRESSES |
|---|--|
| 3 | OCEANEERING INTERNATIONAL, INC., 10575 KATY FREEWAY, 4TH FLOOR, P.O. BOX 19464, HOUSTON, TEXAS 77024. |
| 5 | THOMAS CADDEN EARLS, THE LITTLE MANOR HOUSE, LESSINGHAM, NORFOLK. |
| 6 | WILLIAM HERBERT PEACH, 1 WAVENEY COTTAGES, SIDING ROAD, BARNBY, SUFFOLK. |

5. SITUATION OF THE REGISTERS OF MEMBERS AND DEBENTURE HOLDERS.

(a) Register of members BROADFOLD ROAD, BRIDGE OF DON, ABERDEEN.

(Note 9)

present members (Notes 3, 4 and 5)

ACCOUNT OF SHARES

| Number of Shares or amount of Stock held by existing Members at date of Return (Notes 6 and 7) | Particulars of Shares transferred since the date of the last Return, or, in the case of the first Return, of the incorporation of the Company, by (a) persons who are still Members, and (b) persons who have ceased to be Members (Note 8) | | Remarks |
|--|---|--|---------|
| | Number (Note 7) | Date of Registration of Transfer (a) (b) | |
| 98 | — | — | |
| 1 | — | — | |
| 1 | — | — | |

IF KEPT AT AN ADDRESS OTHER THAN THE REGISTERED OFFICE.

(b) Register of debenture holders.

(Note 10)

6. Particulars of the Persons who are Directors (Note 11)

| Name, nationality and date of birth (where applicable) (Notes 12, 13 and 14) | Address (Note 15) | Business occupation and particulars of other directorships (Note 16) |
|--|--|--|
| DAVID L. BLOOM BRITISH | 24 Newburgh Rd, Bridge of Don, Aberdeen. | |
| DAVID G. TAFT BRITISH | 37 Craigpark Pl, Ellen, Aberdeenshire. | <i>David G. Taft</i> |
| RODNEY W. STANLEY AUSTRALIAN | 50 Hawtrey Road, London. NW3 | |
| ROBERT H. HOLLAND BRITISH | "Sunnybrae", Bourtie, By Inverurie, Aberdeenshire. | |
| BRUCE GILMAN AMERICAN | 10575 Katy Free- way, P.O. Box 19464, Houston, Texas 77024 | |
| EDWARD WARDWELL AMERICAN | 663 "E" Del Parque, Santa Barbara, California, CA 93103 | |

Particulars of the secretary of the company at the date of this return

| Name (Notes 12, 13, 17 and 18) | Address (Notes 18 and 19) |
|--------------------------------|---|
| DAVID C. TAIT | 37 CRAIGPARK PLACE, ELLON, ABERDEENSHIRE. |

CERTIFICATION

DELETE ANY CERTIFICATE WHICH DOES NOT APPLY

Delete if not a Private Company

A We certify that the Company has not since the date of the last Annual Return (or, if this is the first Return made, since the date of incorporation of the Company) issued any invitation to the public to subscribe for any shares or debentures of the Company.

Delete if not a private company or, if a private company, if the No. of members of the company does not exceed 50

B We certify that the excess of the number of members of the Company over fifty consists wholly of persons who under Section 28 (1) (b) of the Companies Act 1948, are not to be included in the reckoning of fifty.

 