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THE COMPANIES ACTS 1948 TO 1981

Annual return of a company having a share capital

Pursuant to sections 124 and 126 of the Companies Act 1948





To the Registrar of Companies

Annual return of

For official use

Company number 1023217

Please complete legibly, preferably in black type, or boild block lettering

*Delete if inappropriate.

Oceaneering International Services

Limited*

made up to the 13 January 19 86 (hereinafter called 'the date of this return')

being the fourteenth day after the date of the annual general meeting for the year 19 85

Address of registered office of the company

Dock Tavern Lane, Gorleston on Sea

Gt. Yarmouth, Norfolk

†Scottish companies see also note 2.

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 1)†

NONE

If the register of members or any register of debenture holders is kept at a place other than the registered office, insert the address of the place where it is kept, or, if such a register is kept otherwise than in a 'egible form and the place for inspection of the register is elsewhere than at the registered office, insert the address where inspection may be made (see note 3).

Register of members

Pitmedden Road, Dyce

Aberdeen, Scotland

Register of debenture holders

Pitmedden Road, Dyce

Aberdeen, Scotland

Particulars of the person who is the secretary at the date of this return

Name (notes 4, 5 and 6) George William Sheaman Previous name(s) (note 4) 40c Braemar Place, Aberdeen, Scotland Address (notes 5, 6 and 7)

‡Enter number of continuation s: eets attached.

We certify this return which comprises pages 1, 2 and 3 [plus ‡_

_____ continuation

sheets1*

Signed.

Director, and

For official use

Secretary

Presentor's name, address and reference (if any):

General section

Form F110 (No. 8a) Fourmat Publishing 27 & 28 St Albans Place London N1 ONX January 1984

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Summary of share capital and debentures

Nominal share capital divided into:

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Class	May lanimole each share
ordinar	£,
	£
	£
	£
	OO Class ordinar

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*Per share

Issued share capital and debentures				Number	Class
1 Number of shares of each class taken up to the date of this return (which must agree with the total shown in the list as held by existing members)				100	ordinary
2 Number of shares of each class issued subject to payment wholly in cash				100	ordinary
3 Number of shares of each class issued as fully paid up for a consideration other than cash			_		e provincia
	A	mou	nt		
4 Number of shares of each class issued as partly paid up for a considera- tion other than cash and extent to which each such share is so paid up	£	12.00	*	None	
5 Number of shares (if any) of each class issued at a discount				None	<u> </u>
6 Amount of discount on the issue of shares which has not been written off at the date of this return	N	one			
7 Amount called up on number of shares of each class	£	i	*	100	ordinary
8 Total amចចាt of calls received (note 8)	£				*
9 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a conside ation other than cash	£			None	
10 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	£			None	
11 Total amount of calls unpaid	£	Ní	.1		
12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures	£	Ni	.1		
13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return	£	Ni	1		
14 Total number of shares of each class forfeited				None	
15 Total amount paid (if any) on shares forfeited	£	N	1		
16 Total amount of shares for which share warrants to becrer are outstanding		N	1		
17 Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return	£	N:	11		
surrendered respectively since the date of the last return Surgennersh	I t.			PANTA MARKET	******

Folio in register ledger containing particulars	Names and addresses
3	Oceaneering International Inc. 16001 Park Ten Place, Suite 600,
	Houston, Texas 77084, USA
8	Marinav Oceaneering Limited,
	Dock Tavern Lane,
	Gorleston - on - Sea
	Norfolk

18 Number of shares comprised in each share warrant to bearor, specifying In the case of warrants of different kinds, particulars of each kind

SURPENDERED £

LIST OF PAST

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Important
The particulars to be given are those referred to in section 200 of the Companies Act 1948 as amended by section 95 of the Companies Act 1981.

*Enter particulars of other directorships held or previously held (see note 10). If this space is insufficient use a continuation sheet.

Particulars of the director(s) of the company at the date of the return (note 9)

Name (note 4) Michael Dendle John	Business occupation		
	Manager		
Previous name(s) (note 4)	Nationality		
Address (note 7) 12 Earlswell View,	British		
Cults, Aberdeen	Date of birth (note 11) //		
Other directorships* Oceaneering Data Services	Limited, S O Management		
Services Limited, Marinav Oceaneering Limit			

Name (note 4) Robert Harold Holland	Business occupation		
	Manager		
Previous name(s) (note 4)	Nationality		
Address (note 7) Sunnybrae, Bourtie	British		
nr Inverurie	Date of birth (note 11)		
Other directorships* Oceaneering Data Servi	ces Limited, S O Management		

Other directorships* Oceaneering Data Services Limited, S O Management
Services Limited, Marinav Oceaneering Limited

Name (note 4) Dr. Peter Lane	Business occupation	
Win Leter Hand	Manager	
Previous name(s) (note 4)	Nationality	
Address (note 7) Pine Lodge	British	
River Road, Taplon,	Date of birth (note 11)	
Maidenhead, Berks		
Other directorships* Trafalgar House Oil & Gas	Limited	
Trafalgar House Offshore	Limited	

AND PRESENT MEMBERS (notes 12, 13 and 14)

	Ad	count of shares		
Number of shares or amount of stock held by existing members at date	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 17)		return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and	
of return (notes 15 and 16)	Number (note 16)	Date of registra (a)	ation of transfer (b)	
99				
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