

Company No. 01902584

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ACERGY SERVICES LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company have proposed that the resolution below is passed by the members of the Company as a special resolution

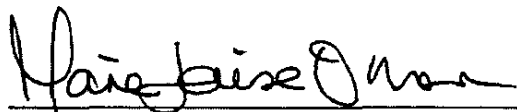
We, the undersigned sole member of the Company, being entitled as at 14 June 2012, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company.

SPECIAL RESOLUTION

THAT pursuant to section 641(1) of the 2006 Act, the Company's share capital be reduced by way of this resolution supported by a solvency statement from £31,641,500 to £500 of paid up nominal share capital by cancelling 10,449,500 shares of £1 00 each held by the sole shareholder, reducing the share premium account of the Company from £427,500 to zero and reducing the additional paid in capital account from £20,764,000 to zero.

Agreement of Sole Member

The undersigned, being the sole member of the Company on the date of this resolution, irrevocably agrees to the special resolution set out above.



For and on behalf of Subsea 7 Contracting (UK) Limited

Date of signature. 14 June 2012



NOTES:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

- **By Hand:** delivering the signed copy to Kim Alcantara, 200 Hammersmith Road, London, W6 7DL.
- **By Post:** returning the signed copy by post to Kim Alcantara 200 Hammersmith Road, London, W6 7DL.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Kim.Alcantara@Subsea7.com

If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply

- 2 Unless, by the date that is fifteen (15) days from the date of circulation of this resolution, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
- 3 Once given, your agreement to the resolution may not be revoked.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
- 6 A copy of the directors' solvency statement dated 14 June 2012 is attached to this resolution.