

Company No: 02074427

WRITTEN RESOLUTIONS

of

SUBSEA 7 M.S. LIMITED  
("the Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulated on 30 August 2018 ("the Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company proposed that the following resolutions be passed as Special and Ordinary Resolutions:-

AS SPECIAL RESOLUTIONS:-

"That pursuant to section 84(1)(b) of the Insolvency Act 1986 the Company be wound up voluntarily."

"That the Liquidator shall divide among the members according to their rights and interests any surplus assets of the Company in specie or the proceeds of sale thereof or partly in one way and partly in the other as in the absolute discretion thereof the Liquidator shall decide."

AS ORDINARY RESOLUTIONS:-

"That pursuant to sections 84(1) and 91 of the Insolvency Act 1986 Gordon MacLure of Johnston Carmichael LLP, Bishops Court, 29 Albyn Place, Aberdeen, AB10 1YL be appointed Liquidator of the Company for the purposes of winding up the Company's affairs and distributing its assets."

"That the sum due for acting as liquidator, as agreed upon in the engagement terms, will be settled by Subsea 7 (UK Service Company) Limited."

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the above resolutions.

The undersigned, being a member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the foregoing resolutions:

  
.....  
Alexandre Bringer  
For Subsea 7 Senior Holdings (UK) Limited  
Sole Shareholder

Date: 5 September 2018

