

**COMPANY NUMBER 3195445**

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

**of**

**IMC GEOPHYSICS INTERNATIONAL LIMITED**

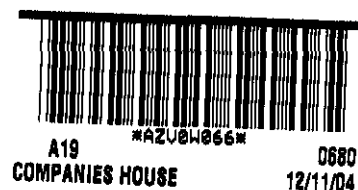
**(PURSUANT TO Section 380 of the Companies Act 1985)**

At an extraordinary general meeting of the above Company duly convened and held on 10 November 2004 the following resolutions were duly passed as Special Resolutions of the Company:

**SPECIAL RESOLUTIONS**

**1. THAT**

- the authorised share capital of the Company of £1000 divided into 1000 shares of £1 each should be sub-divided into two classes of Ordinary shares, namely 520 Ordinary A Shares and 480 Ordinary B Shares each such share to rank equally pari passu in all respects, and that
- the holders of the A Shares shall be entitled, by written notice signed by or on behalf of the holders of at least 51% of the nominal value of the shares in such class then in issue and served on the Company, to appoint any three persons to be A Directors of the Company and may by like notice remove any person so nominated, and that
- the holders of the B Shares shall be entitled, by written notice signed by or on behalf of the holders of at least 51% of the nominal value of the shares in such class then in issue and served on the Company, to appoint any two persons to be B Directors of the Company and may by like notice remove any person so nominated.



- 2       **THAT** regulation 5 in the existing Memorandum of Association be and is hereby amended as follows:

**“The Company’s share capital, as amended by Special Resolution on 10 November 2004, is £1000 divided into 520 Ordinary A Shares of £1 each and 480 Ordinary B Shares of £1 each, such shares to rank equally pari passu in all respects.”**

- 3       **THAT** regulation 18 in the existing Articles of Association be and is hereby deleted and replaced with the following regulation 18:

**“the holders of the A Shares shall be entitled, by written notice signed by or on behalf of the holders of at least 51% of the nominal value of the shares in such class then in issue and served on the Company, to appoint any three persons to be A Directors of the Company and may by like notice remove any person so nominated, and that**

**the holders of the B Shares shall be entitled, by written notice signed by or on behalf of the holders of at least 51% of the nominal value of the shares in such class then in issue and served on the Company, to appoint any two persons to be B Directors of the Company and may by like notice remove any person so nominated and that**

**every such appointment or removal shall be in writing and signed by or on behalf of the member or members making the same and shall take effect on delivery at the registered office of the Company”**

4.       **THAT** an additional regulation be and is hereby included as regulation 6A of the Articles of Association as follows:

**“The Company’s share capital, as amended by Special Resolution on 10 November 2004, is £1000 divided into 520 Ordinary A Shares of £1 each and 480 Ordinary B Shares of £1 each, such shares to rank equally pari passu in all respects.”**

5.       **THAT** an additional regulation be and is hereby included as regulation 9A of the Articles of Association as follows:

**“No business shall be transacted at any General Meeting unless a quorum is present. One person representing the A Shares and one person representing the B Shares each entitled to vote upon the business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum”**

6. **THAT** regulation 11 in the existing Articles of Association be and is hereby deleted and replaced with the following new regulation 11:

**“The minimum number of directors shall be two, being one A Director and one B Director and quorum for all directors’ meetings shall be one A Director and one B Director .”**

A handwritten signature in black ink, appearing to read "J. Hott", is written over a horizontal dotted line.

**CHAIRMAN**