

10 - 01 - 97

No. 3234500

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

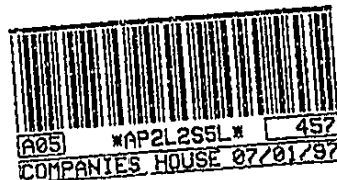
**SPECIAL RESOLUTIONS OF
BRISTOW AVIATION HOLDINGS LIMITED**

(Passed on 19 December 1996)

At an **EXTRAORDINARY GENERAL MEETING** of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 19 December 1996 the following resolutions were duly passed as Special Resolutions:-

"1. **THAT:**

- (A) the existing Shares of £1 each in the capital of the Company be redesignated as C Ordinary Shares of £1 each;
- (B) the authorised share capital of the Company be increased from £100 to £10,000,000 by the creation of 4,900,000 new 'A' Ordinary Shares of £1 each, 4,900,000 new 'B' Ordinary Shares of £1 each and 199,900 new 'C' Ordinary Shares of £1 each, all having the respective rights attached to them as set out in the New Articles of Association of the Company proposed to be adopted pursuant to the Resolution numbered 2 set out in this Notice;
- (C) for the purposes of Section 80 of the Companies Act 1985 ("Act") the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £9,999,998 provided that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of that period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- (D) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(1) of the Act), pursuant to the authority conferred by paragraph (C) of this Resolution as if Section 89(1) of the Act did not apply; and



2. THAT subject to and with effect from Completion in all respects of the Master Agreement dated 12 December 1996, the Articles of Association of the Company in the form annexed to this Resolution and initialled by the Chairman for the purposes of identification be and they are hereby adopted as the New Articles of Association of the Company in substitution for the existing Articles of Association of the Company.



CHAIRMAN