

# BRISTOW AVIATION HOLDINGS LIMITED

(Registered No.3234500)

We being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby resolve in accordance with section 381A of the Companies Act 1985 (the "Act"):

"THAT

article 1.1 of the articles of association of the Company be and is hereby altered by the deletion of the existing definition of "Subordination Agreement" and the substitution of the following definition:

"Subordination Agreement" means the Subordination Agreement between Bristow Helicopter Group Limited (1), the Company (2), Offshore Logistics, Inc. and Offshore Logistics International, Inc. (3), Caledonia Investments plc and Caledonia Industrial & Services Limited (4) and National Westminster Bank Plc as security trustee (5) dated 26th January 1998".

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For and on behalf of Caledonia  
Industrial & Services Limited

Date:

\_\_\_\_\_  
For and on behalf of Offshore  
Logistics International, Inc.

Date: 23/2/98

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For and on behalf of Offshore  
Logistics, Inc.

Date: 23/2/98

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Andreas K. L. Ugland

Date: 23/2/98

