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COMPANY NUMBER 6033274

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COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

IMC GEOPHYSICS HOLDINGS LIMITED

(PURSUANT TO Section 380 of the Companies Act 1985)

At an extraordinary general meeting of the above Company duly convened and held on 9 January 2007 the following resolutions were duly passed as Special Resolutions of the Company:

SPECIAL RESOLUTIONS

1. THAT

- the authorised share capital of the Company of £100 divided into 100,000 shares of £0.001 each should be sub-divided into two classes of Ordinary shares, namely 52,000 Ordinary A Shares and 48,000 Ordinary B Shares, each such share to rank equally pari passu in all respects, and that
- the holders of each class of share 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 person to be a Director of the Company and may by like notice remove any person so nominated, and that
- each Director appointed on behalf of such class of shareholder shall be entitled to attend General Meetings of the Company on behalf of that class of Shareholder and to vote on behalf of the respective class of shares, each share carrying one vote.

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 9 January 2007, is £100 divided into 52,000 Ordinary A Shares of £0.001 each and 48,000 Ordinary B Shares of £0.001 each, such shares to rank equally pari passu in all respects.

3. THAT regulation 13.2 in the existing Articles of Association be and is hereby amended to add the words **"in any class"** after **"of the voting rights..."** in line 1.

4. THAT an additional regulation be and is hereby included as regulation 3.1A of the Articles of Association as follows:

"The Company's share capital, as amended by Special Resolution on 9 January 2007, is £100 divided into 52,000 Ordinary A Shares of £0.001 each and 48,000 Ordinary B Shares of £0.001 each, such shares to rank equally pari passu in all respects".

5. THAT an additional regulation be and is hereby included as regulation 7A of the Articles of Association as follows:

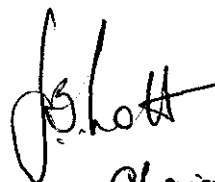
"A Director appointed on behalf of any class of shareholder shall be entitled to attend General Meetings of the Company on behalf of that class of Shareholder and shall vote on behalf of that respective class of shares, each share carrying one vote"

6. THAT an additional regulation be and is hereby included as regulation 9.1A 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".

7. THAT regulation 11.2 of the Articles of Association be deleted and replaced with the following:

"The maximum number of the directors may be determined from time to time by ordinary resolution. 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".


Chairman