

Company No. 06436264

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of

SUBSEA ASSET LOCATION TECHNOLOGIES LIMITED  
(the "Company")

Passed on 21<sup>st</sup> October 2008

The following written resolutions of the members of the Company were passed in the case of resolutions 1 to 5 below as ordinary resolutions and resolution 6 below as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006.

**Ordinary Resolutions**

1. THAT the authorised share capital of the Company be increased to £1,000 by the creation of 900 ordinary shares of £1.00.
2. THAT the existing issued 1 ordinary share of £1.00 of the Company be and is hereby subdivided into 10 ordinary shares of £0.10, each having attached thereto and being subject to the rights and restrictions specified in the Articles of Association of the Company.
3. THAT the existing authorised but unissued 99 ordinary shares of £1.00 each of the Company be and they are hereby subdivided into 990 ordinary shares of £0.10, each having attached thereto and being subject to the rights and restrictions specified in the Articles of Association of the Company.
4. THAT the newly authorised but unissued 900 ordinary shares of £1.00 each of the Company be and they are hereby subdivided into 9,000 ordinary shares of £0.10, each having attached thereto and being subject to the rights and restrictions specified in the Articles of Association of the Company.
5. THAT:
  - (a) the directors be generally and unconditionally authorised for the purpose of s80 Companies Act 1985 to allot relevant securities up to the amount of the authorised but unissued share capital of the Company to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this resolution, this authority being in addition to any part of any pre-existing authorisation not already exercised at the date of the passing of this resolution; and
  - (b) the Company may at any time prior to the expiry of that authority make an offer or agreement which would or might require relevant securities to be

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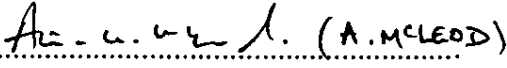
allotted pursuant to that authority after its expiration and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

**Special Resolution**

6. THAT:

- (a) the directors of the Company be empowered pursuant to s95(1) Companies Act 1985 to allot equity securities pursuant to the authority conferred by ordinary resolution 5. above as if s89(1) of that Act did not apply to the allotment and as if any right of pre-emption (however expressed) contained in the Company's Articles of Association did not apply to any such allotment, provided that this power shall expire at the end of five years from the date of the passing of this resolution; and
- (b) the Company may at any time prior to the expiration of that power make an offer or agreement which would or might require equity securities to be allotted pursuant to that power after its expiration and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

For the purposes of this resolution, the expression "equity securities" and references to the allotment of equity securities shall respectively have the meanings given to them in s94 Companies Act 1985.

  
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Secretary