

OS IN01

# Registration of an overseas company opening a UK establishment

FINC55904511/50



A fee is payable with this form  
Please see 'How to pay' on the last page

☒ What this form is for  
You may use this form to register a  
UK establishment

☒ What this form is NOT for  
You cannot use this form to change  
the details of an existing company  
officer or establishment

TUESDAY  
SATURDAY



A34  
\*A4NHZLKM\*  
10/07/2010  
COMPANIES HOUSE  
31

A11  
\*AA5YLL92\*  
29/06/2010  
COMPANIES HOUSE  
105

## Part 1

## Overseas company details (Name)

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A1**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**  
Please complete in typescript (10pt  
or above), or in bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

**A1**

### Corporate company name

Corporate name<sup>①</sup>

TIDEWATER MARINE INTERNATIONAL, INC

① This must be the corporate name in  
the home state or country in which  
the company is incorporated under  
which you propose to carry on  
business in the UK

**A2**

### Alternative name

The company wishes to register an alternative name under which it proposes to  
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name<sup>②</sup>

Alternative name  
(if applicable)<sup>③</sup>

② Please give your corporate name  
as incorporated in your home state  
or country

③ A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006

**A3**

### Overseas company name restrictions<sup>④</sup>

This section does not apply to a European Economic Area (EEA) company  
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

④ **Overseas company name  
restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**Part 2 Overseas company details**

<b>B1</b>	<b>Particulars previously delivered</b>	
	Have particulars about this company been previously delivered in respect of another UK establishment ❶ → No Go to <b>Section B2</b> → Yes Please enter the registration number below and then go to <b>Part 5</b> of the form Please note the original UK establishment particulars must be filed up to date.	❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
<b>B2</b>	<b>Credit or financial institution</b>	
	Is the company a credit or financial institution? ❷ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	❷ Please tick one box
<b>B3</b>	<b>Company details</b>	
	If the company is registered in its country of incorporation, please enter the details below	❸ This includes whether the company is a private or public company or whether or not the company is limited ❹ This will be the registry where the company is registered in its parent country
Legal form ❸	COMPANY LIMITED BY SHARES	
Country of incorporation *	CAYMAN ISLANDS	
Identity of register in which it is registered ❹	REGISTRAR OF COMPANIES	
Registration number in that register	CA-229814	
<b>B4</b>	<b>EEA or non-EEA member state</b>	
	Was the company formed outside the EEA? → Yes Complete <b>Sections B5 and B6</b> → No Go to <b>Section B6</b>	
<b>B5</b>	<b>Governing law and accounting requirements</b>	
	Please give the law under which the company is incorporated	❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state
Governing law ❺	LAWS OF THE CAYMAN ISLANDS	
	Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below → No Go to <b>Part 3</b>	

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Please give the period for which the company is required to prepare accounts by parent law

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months		
--------	--	--

**B6**

### Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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## Part 3

## Constitution

**C1**

### Constitution of company<sup>①</sup>

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution  
☐ I enclose a certified translation, if applicable

<sup>①</sup> A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator

A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator

**C2**

### EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3  
→ No Go to Part 4 'Officers of the company'

**C3**

### Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'  
→ No If any of the above details are not included in the constitutional documents, please enter them in Section C4

The information is not required if it is contained within the constitutional documents accompanying this registration

**C4**

### Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation <sup>①</sup>

<sup>①</sup> This address will appear on the public record

<sup>②</sup> Please give a brief description of the company's business.

<sup>③</sup> Please specify the amount of shares issued and the value

Building name/number

69

Street

DR ROY'S DRIVE, PO BOX 1043

Post town

GRAND CAYMAN

County/Region

Postcode

K Y 1 - 1 1 0 2

Country

CAYMAN ISLANDS

Please give the objects of the company and the amount of issued share capital

Objects of the company<sup>②</sup>

OPERATION OF OFFSHORE OIL & GAS SUPPORT VESSELS

Amount of issued share capital<sup>③</sup>

\$50,000 US DOLLAR, MADE UP OF 50,000 \$1 COMMON SHARES

CHFP000

10/09 Version 2 0

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## Part 4

## Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- No Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

### Continuation pages

Please use a continuation page if you need to enter more officer details

## Secretary

### D1

### Secretary details<sup>①</sup>

Use this section to list all the secretaries of the company  
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	DAVID C
Surname	CAMBRE
Former name(s) <sup>②</sup>	

#### ① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

### D2

### Secretary's service address<sup>③</sup>

Building name/number	C/O TIDEWATER INC
Street	601 POYDRAS STREET
	SUITE 1900
Post town	NEW ORLEANS
County/Region	LA
Postcode	7 0 1 3 0
Country	USA

#### ③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

### D3

### Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority	<input checked="" type="checkbox"/> Limited <sup>④</sup> <input type="checkbox"/> Unlimited
---------------------	--

Description of limited authority, if applicable	SEE SEC 98 OF THE MEN + ARTS OF ASSOC, COPY ENCLOSED
---	--

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone  
☐ Jointly<sup>⑤</sup>

If applicable, name(s) of person(s) with whom you are acting jointly	
--	--

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

## **BORROWING POWERS OF DIRECTORS**

- 94 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party

## **OFFICERS**

- 95 The officers of the Company shall hold offices until their successors are chosen and qualified in their stead Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors If the office of any officer becomes vacant for any reason, the vacancy must be filled by the Board of Directors
- 96 The President shall be the chief executive officer of the Company, he shall preside at all meetings of the shareholders and directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Company, and shall see that all orders and resolutions of the Board are carried into effect He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Company, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Company
- 97 The Vice-President shall, in case of disability of the President, or his absence from the particular place where the act is to be performed, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe
- 98 The Secretary shall attend all sessions of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be He shall keep in safe custody the Seal of the Company, and when authorised by the Board, affix the same to any instrument requiring it
- 99 The Treasurer shall have the custody of the Company funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Company and shall deposit all monies and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors He shall disburse the funds of the Company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation

## **THE SEAL**

- 100 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence
- 101 The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority

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### Secretary

<b>D1 Secretary details<sup>①</sup></b>		<b>① Corporate details</b> Please use Sections E1-E5 to enter corporate secretary details.  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
Please use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E5.		
Full forename(s)	BRUCE	
Surname	LUNDSTROM	
Former name(s) <sup>②</sup>		
<b>D2 Secretary's service address<sup>③</sup></b>		
Building name/number	C/O TIDEWATER INC	<b>③ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.
Street	601 POYDRAS STREET	
	SUITE 1900	
Post town	NEW ORLEANS, LA	
County/Region	USA	
Postcode	7 0 1 3 0	
Country	USA	
<b>D3 Secretary's authority</b>		
Please enter the extent of your authority as secretary. Please tick one box.		
Extent of authority	<input checked="" type="checkbox"/> Limited <sup>④</sup> <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	SEE SEC 98 OF THE MEN & ARTICLES OF ASSOC COPY EN	
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>⑤</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

## **BORROWING POWERS OF DIRECTORS**

- 94 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party

## **OFFICERS**

- 95 The officers of the Company shall hold offices until their successors are chosen and qualified in their stead Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors If the office of any officer becomes vacant for any reason, the vacancy must be filled by the Board of Directors
- 96 The President shall be the chief executive officer of the Company, he shall preside at all meetings of the shareholders and directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Company, and shall see that all orders and resolutions of the Board are carried into effect He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Company, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Company
- 97 The Vice-President shall, in case of disability of the President, or his absence from the particular place where the act is to be performed, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe
-  The Secretary shall attend all sessions of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be He shall keep in safe custody the Seal of the Company, and when authorised by the Board, affix the same to any instrument requiring it
- 99 The Treasurer shall have the custody of the Company funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Company and shall deposit all monies and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors He shall disburse the funds of the Company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation

## **THE SEAL**

- 100 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence
- 101 The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority



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**Corporate secretary**

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b>		<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5. Please use a continuation page if necessary		
Name of corporate body or firm	CALEDONIAN TRUST (CAYMAN) LIMITED		
Building name/number	CALEDONIAN HOUSE		
Street	69 DR ROY'S DRIVE		
	P O BOX 1043		
Post town	GRAND CAYMAN		
County/Region			
Postcode	K Y 1 - 1 1 0 2		
Country	CAYMAN ISLANDS		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate secretary registered within the European Economic Area (EEA)?		
	→ Yes Complete Section E3 only → No Complete Section E4 only		
<b>E3</b>	<b>EEA companies<sup>②</sup></b>		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered <sup>③</sup>			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm	LIMITED COMPANY		
Governing law	CAYMAN ISLANDS		
If applicable, where the company/firm is registered <sup>④</sup>	CAYMAN ISLANDS		
If applicable, the registration number	2633		

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E5

### Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box	
Extent of authority	<input checked="" type="checkbox"/> Limited <sup>①</sup> <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	SEE SEC 98 OF THE MEN + ARTS OF ASSOC, COPY ENCLOSED	<sup>①</sup> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below  <sup>②</sup> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
	Are you authorised to act alone or jointly? Please tick one box  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>②</sup>	
If applicable, name(s) of person(s) with whom you are acting jointly		

## **BORROWING POWERS OF DIRECTORS**

- 94 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party

## **OFFICERS**

- 95 The officers of the Company shall hold offices until their successors are chosen and qualified in their stead Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors If the office of any officer becomes vacant for any reason, the vacancy must be filled by the Board of Directors
- 96 The President shall be the chief executive officer of the Company, he shall preside at all meetings of the shareholders and directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Company, and shall see that all orders and resolutions of the Board are carried into effect He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Company, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Company
- 97 The Vice-President shall, in case of disability of the President, or his absence from the particular place where the act is to be performed, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe

The Secretary shall attend all sessions of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be He shall keep in safe custody the Seal of the Company, and when authorised by the Board, affix the same to any instrument requiring it

- 99 The Treasurer shall have the custody of the Company funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Company and shall deposit all monies and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors He shall disburse the funds of the Company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation

## **THE SEAL**

- 100 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence
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## Director

**F1**

### Director details <sup>①</sup>

Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	DEAN																
Surname	TAYLOR																
Former name(s) <sup>②</sup>																	
Country/State of residence <sup>③</sup>	USA/MISSISSIPPI																
Nationality	USA																
Date of birth	<table><tr><td>d</td><td>3</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>8</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>4</td><td>y</td><td>8</td></tr></table>	d	3	d	1	m	0	m	8	y	1	y	9	y	4	y	8
d	3	d	1	m	0	m	8	y	1	y	9	y	4	y	8		
Business occupation (if any) <sup>④</sup>																	

#### ① Corporate details

Please use Sections G1-G5 to enter corporate director details.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in Section F3.

#### ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

**F2**

### Director's service address <sup>⑤</sup>

Building name/number	C/O TIDEWATER INC								
Street	601 PYDRAS STREET								
	SUITE 1900								
Post town	NEW ORLEANS								
County/Region	LA								
Postcode	<table><tr><td>7</td><td>0</td><td>1</td><td>3</td><td>0</td><td></td><td></td><td></td></tr></table>	7	0	1	3	0			
7	0	1	3	0					
Country	USA								

#### ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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### Director

<b>F1</b>	<b>Director details ①</b>		<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3  <b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	BRUCE		
Surname	LUNDSTROM		
Former name(s) ②			
Country/State of residence ③	USA/TEXAS		
Nationality	US		
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>4</div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>3</div> </div>		
Business occupation (if any) ④			
<b>F2</b>	<b>Director's service address ⑤</b>		<b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record
Building name/number	C/O TIDEWATER INC		
Street	601 POYDRAS STREET		
	SUITE 1900		
Post town	NEW ORLEANS		
County/Region	LA		
Postcode	<div> <div>7</div> <div>0</div> <div>1</div> <div>3</div> <div>0</div> <div></div> <div></div> <div></div> </div>		
Country	USA		

# OS IN01

Registration of an overseas company opening a UK establishment

F4

## Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

**OS IN01 - continuation page**  
Registration of an overseas company opening a UK establishment

**F4**

**Director's authority**

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details <sup>①</sup></b>	
	Please use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5	
Full forename(s)	QUINN	
Surname	FANNING	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	USA/TEXAS	
Nationality	US	
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>6</div> <div>m</div> <div>0</div> <div>m</div> <div>9</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>3</div> </div>	
Business occupation (if any) <sup>④</sup>		

**① Corporate details**  
Please use Sections G1 G5 to enter corporate director details

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years  
Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section F3

**④ Business occupation**  
If you have a business occupation, please enter here If you do not, please leave blank

<b>F2</b>	<b>Director's service address <sup>⑤</sup></b>	
Building name/number	C/O TIDEWATER INC	
Street	601 POYDRAS STREET	
	SUITE 1900	
Post town	NEW ORLEANS	
County/Region	LA	
Postcode	<div> <div>7</div> <div>0</div> <div>1</div> <div>3</div> <div>0</div> <div></div> <div></div> <div></div> </div>	
Country	USA	

**⑤ Service address**  
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record



**OS IN01 - continuation page**  
Registration of an overseas company opening a UK establishment

**F4**

**Director's authority**

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate director

<b>G1</b>	<b>Corporate director details <sup>①</sup></b>	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
<b>G3</b>	<b>EEA companies <sup>②</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>G4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

**OS IN01****Registration of an overseas company opening a UK establishment****G5****Corporate director's authority**

Extent of authority	<p>Please enter the extent of your authority as corporate director Please tick one box</p> <p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly	<p></p> <p></p> <p></p>	

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 5

### UK establishment details

**H1**

#### Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**
- **Yes** Please enter the UK establishment number below and then go to **Section H2**

UK establishment  
registration number

B R

**H2**

#### Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment  
registration number

B R

Sections H3 and H4 must be completed in all cases

**H3**

#### Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment

- ☒ In respect of this establishment. Please go to **Section H4**
- ☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

● Please tick the appropriate box

UK establishment  
registration number

B R

**OS IN01**

Registration of an overseas company opening a UK establishment

**H4****Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment									
Name of establishment	TIDEWATER MARINE INTERNATIONAL, INC									
Building name/number										
Street	SOUTERHEAD ROAD, ALTENS INDUSTRIAL ESTATE,									
	ABERDEEN									
Post town	ABERDEEN									
County/Region	ABERDEEN CITY									
Postcode	A	B	1	3		3	L	F		
Country	UK									
	Please give the date the establishment was opened and the business of the establishment									
Date establishment opened	<sup>d</sup> 0	<sup>d</sup> 1	<sup>m</sup> 0	<sup>m</sup> 5	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 1	<sup>y</sup> 0		
Business carried on at the UK establishment	OPERATION OF OFFSHORE OIL & GAS SUPPORT VESSELS									

**① Address**

This is the address that will appear on the public record

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

### J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company  
Please complete Sections J1-J4

#### Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s) RICHARD

Surname HART

### J2 Permanent representative's service address <sup>①</sup>

Building name/number

Street SOUTERHEAD ROAD, ALTENS INDUSTRIAL ESTATE

Post town ABERDDEN

County/Region ABERDEEN CITY

Postcode A B 1 2 3 L F

Country UK

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

### J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative  
Please tick one box

Extent of authority

- ☐ Limited <sup>②</sup>  
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone  
☐ Jointly <sup>③</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 7

### Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☐ If there is no such person, please tick this box

## K1

### Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below  
Please complete Sections K1-K2

#### Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

MARK

Surname

HANDIN

## K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

Street

SOUTERHEAD ROAD, ALTENS INDUSTRIAL ESTATE

Post town

ABERDEEN

County/Region

ABERDEEN CITY

Postcode

A B 1 2 3 L F

Country

UK

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. This may be the registered office or principal office address or the address of the UK establishment as the case may be. Please note a DX address would not be acceptable.

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 8**

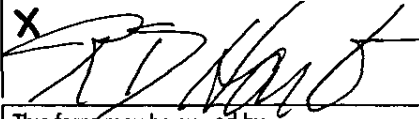
**Signature**

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by  
Director, Secretary, Permanent representative



# OS IN01

Registration of an overseas company opening a UK establishment



## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name RICHARD HART

Company name TIDEWATER

Address SOUTERHEAD ROAD

ALTENS INDUSTRIAL ESTATE

Post town ABERDEEN

County/Region ABERDEEN CITY

Postcode A B 1 2 3 L F

Country UK

DX

Telephone 01224 293000



## Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



## Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



## How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



## Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

### England and Wales:

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

### Scotland:

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

### Northern Ireland:

The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
DX 481 N R Belfast 1

### Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)


This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

OFFICER'S CERTIFICATE

I, D Clayton Cambre, hereby certify that I am the Assistant Secretary of Tidewater Marine International, Inc , a Cayman Island corporation ("TMII") I certify that I have the necessary authority on behalf of TMII to provide this Certificate

I further certify that the attached Amended and Restated Memorandum and Articles of Association of Tidewater Marine International, Inc (Amended by Special Resolution dated 13 August 2009) is a correct and true copy of the current documents on file in the Cayman Islands

I have signed this certificate on the 24th day of May 2010.

  
\_\_\_\_\_  
D Clayton Cambre

THE COMPANIES LAW (AS AMENDED)  
COMPANY LIMITED BY SHARES  
AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
TIDEWATER MARINE INTERNATIONAL, INC.  
(AMENDED BY SPECIAL RESOLUTION DATED 13 AUGUST 2009)

**A TRUE COPY**

*David C. Cambre*  
**NOTARY PUBLIC**



OFFICIAL SEAL  
DAVID C. CAMBRE  
BAR ROLL # 26833  
STATE OF LOUISIANA  
PARISH OF ORLEANS  
My commission is for life.

**WALKERS**

Walker House 87 Mary Street George Town  
Grand Cayman KY1-9001 Cayman Islands  
T 345 949 0100 F 345 949 7886 www.walkersglobal.com

REF: PD/rp/T153-88846

**THE COMPANIES LAW (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION**

**OF**

**TIDEWATER MARINE INTERNATIONAL, INC.**

**(AMENDED BY SPECIAL RESOLUTION DATED 13 AUGUST 2009)**

- 1 The name of the Company is Tidewater Marine International, Inc (the "**Company**")
- 2 The registered office of the Company will be situated at the offices of **Caledonian Trust (Cayman) Limited, Caledonian House, 69 Dr. Roy's Drive, P.O. Box 1043, Grand Cayman KY1-1102, Cayman Islands** or at such other location as the Directors may from time to time determine
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law of the Cayman Islands (the "**Law**")
- 4 The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Law
- 5 The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands, provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands
- 6 The liability of the shareholders of the Company is limited to the amount, if any, unpaid on the shares respectively held by them
- 7 The capital of the Company is **US\$ 50,000** divided into **50,000** common shares of a nominal or par value of **US\$ 1.00** each, provided always that subject to the Law and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided
- 8 The Company may exercise the power contained in Section 226 of the Law to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction

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**COMPANIES LAW (AS AMENDED)**  
**COMPANY LIMITED BY SHARES**  
**AMENDED AND RESTATED**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**TIDEWATER MARINE INTERNATIONAL, INC.**  
**(AMENDED BY SPECIAL RESOLUTION DATED 13 AUGUST 2009)**

**TABLE A**

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Law shall not apply to Tidewater Marine International, Inc (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company

**INTERPRETATION**

- 1 In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context

"**Articles**" means these articles of association of the Company, as amended or substituted from time to time,

"**Class**" or "**Classes**" means any class or classes of Shares as may from time to time be issued by the Company,

"**Directors**" means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof,

"**Law**" means the Companies Law of the Cayman Islands,

"**Memorandum of Association**" means the memorandum of association of the Company, as amended or substituted from time to time,

"**Office**" means the registered office of the Company as required by the Law,

"**Ordinary Resolution**" means a resolution

- (a) passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled, or
- (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed,

"**paid up**" means paid up as to the consideration payable in respect of the issue of any Shares and includes credited as paid up,

**"Person"** means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires,

**"Register"** means the register of Members of the Company required to be kept pursuant to the Law,

**"Seal"** means the common seal of the Company (if adopted) including any facsimile thereof,

**"Secretary"** means any Person appointed by the Directors to perform any of the duties of the secretary of the Company,

**"Share"** means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share,

**"Shareholder"** or **"Member"** means a Person who is registered as the holder of Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber,

**"signed"** means bearing a signature or representation of a signature affixed by mechanical means, and

**"Special Resolution"** means a special resolution of the Company passed in accordance with the Law, being a resolution

- (a) passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled, or
- (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed

2 In these Articles, save where the context requires otherwise

- (a) words importing the singular number shall include the plural number and vice versa,
- (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require,
- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative,
- (d) reference to a dollar or dollars (or \$) and to a cent or cents is reference to dollars and cents of the United States of America,
- (e) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force,



- (f) reference to any determination by the Directors shall be construed as a determination by the Directors in their sole and absolute discretion and shall be applicable either generally or in any particular case, and
- (g) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one and partly another

3 Subject to the last two preceding Articles, any words defined in the Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles

#### **PRELIMINARY**

4 The business of the Company may be commenced at any time after incorporation

5 The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine

6 The expenses incurred in the formation of the Company and in connection with the offer for subscription and issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine

7 The Directors shall keep, or cause to be kept, the Register at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office

#### **SHARES**

8 Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may

- (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, and
- (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto,

and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued

9 The Directors may authorise the division of Shares into any number of Classes and the different Classes shall be authorised, established and designated (or re-designated as the case may be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) may be fixed and determined by the Directors or by a Special Resolution

10 The Company may insofar as may be permitted by law, pay a commission to any Person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any Shares. Such commissions may be satisfied by the payment of cash or the lodgement of fully

or partly paid-up Shares or partly in one way and partly in the other. The Company may also pay such brokerage as may be lawful on any issue of Shares.

- 11 The Directors may refuse to accept any application for Shares, and may accept any application in whole or in part, for any reason or for no reason.

#### **MODIFICATION OF RIGHTS**

- 12 Whenever the capital of the Company is divided into different Classes the rights attached to any such Class may, subject to any rights or restrictions for the time being attached to any Class, only be materially adversely varied or abrogated with the consent in writing of the holders of not less than two-thirds of the issued Shares of the relevant Class, or with the sanction of a resolution passed at a separate meeting of the holders of the Shares of such Class by a majority of two-thirds of the votes cast at such a meeting. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one or more Persons at least holding or representing by proxy one-third of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to any rights or restrictions for the time being attached to the Shares of that Class, every Shareholder of the Class shall on a poll have one vote for each Share of the Class held by him. For the purposes of this Article the Directors may treat all the Classes or any two or more Classes as forming one Class if they consider that all such Classes would be affected in the same way by the proposals under consideration, but in any other case shall treat them as separate Classes.
- 13 The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, subject to any rights or restrictions for the time being attached to the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of any Shares of any Class by the Company.

#### **CERTIFICATES**

- 14 No Person shall be entitled to a certificate for any or all of his Shares, unless the Directors shall determine otherwise.

#### **FRACTIONAL SHARES**

- 15 The Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to any unpaid amount thereon, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share. If more than one fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

#### **LIEN**

- 16 The Company has a first and paramount lien on every Share (whether or not fully paid) for all amounts (whether presently payable or not) payable at a fixed time or called in respect of that Share. The Company also has a first and paramount lien on every Share registered in the name of a Person indebted or under liability to the Company (whether he is the sole registered holder of a Share or one of two or more joint holders) for all amounts owing by him or his estate to the Company (whether or not presently payable). The Directors may at any time declare a Share to

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be wholly or in part exempt from the provisions of this Article The Company's lien on a Share extends to any amount payable in respect of it

- 17 The Company may sell, in such manner as the Directors in their absolute discretion think fit, any Share on which the Company has a lien, but no sale shall be made unless an amount in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing, demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the Persons entitled thereto by reason of his death or bankruptcy
- 18 For giving effect to any such sale the Directors may authorise some Person to transfer the Shares sold to the purchaser thereof The purchaser shall be registered as the holder of the Shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale
- 19 The proceeds of the sale after deduction of expenses, fees and commission incurred by the Company shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the Shares prior to the sale) be paid to the Person entitled to the Shares immediately prior to the sale

#### **CALLS ON SHARES**

- 20 The Directors may from time to time make calls upon the Shareholders in respect of any moneys unpaid on their Shares, and each Shareholder shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on such Shares
- 21 The joint holders of a Share shall be jointly and severally liable to pay calls in respect thereof
- 22 If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest upon the sum at the rate of eight percent per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part
- 23 The provisions of these Articles as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, on account of the amount of consideration payable in respect of the Share as if the same had become payable by virtue of a call duly made and notified
- 24 The Directors may make arrangements on the issue of partly paid Shares for a difference between the Shareholders, or the particular Shares, in the amount of calls to be paid and in the times of payment
- 25 The Directors may, if they think fit, receive from any Shareholder willing to advance the same all or any part of the moneys uncalled and unpaid upon any partly paid Shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding without the sanction of an Ordinary Resolution, eight percent per annum) as may be agreed upon between the Shareholder paying the sum in advance and the Directors

## **FORFEITURE OF SHARES**

- 26 If a Shareholder fails to pay any call or instalment of a call in respect of partly paid Shares on the day appointed for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued
- 27 The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited
- 28 If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a resolution of the Directors to that effect
- 29 A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit
- 30 A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited
- 31 A statutory declaration in writing that the declarant is a Director, and that a Share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts in the declaration as against all Persons claiming to be entitled to the Share
- 32 The Company may receive the consideration, if any, given for a Share on any sale or disposition thereof pursuant to the provisions of these Articles as to forfeiture and may execute a transfer of the Share in favour of the Person to whom the Share is sold or disposed of and that Person shall be registered as the holder of the Share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the disposition or sale
- 33 The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, on account of the amount of consideration payable in respect of the Share as if the same had been payable by virtue of a call duly made and notified

## **TRANSFER OF SHARES**

- 34 The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if in respect of a nil or partly paid up Share, or if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares
- 35 The Directors may in their absolute discretion decline to register any transfer of Shares without assigning any reason therefor

- 36 The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine
- 37 All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same

#### **TRANSMISSION OF SHARES**

- 38 The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only Person recognised by the Company as having any title to the Share
- 39 Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy
- 40 A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company

#### **ALTERATION OF SHARE CAPITAL**

- 41 The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe
- 42 The Company may by Ordinary Resolution cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled
- 43 The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by law

#### **REDEMPTION AND PURCHASE OF SHARES**

- 44 Subject to the Law, the Company may
- (a) issue Shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder on such terms and in such manner as the Directors may, before the issue of such Shares, determine,
  - (b) purchase its own Shares (including any redeemable Shares) on such terms and in such manner as the Directors may determine and agree with the Shareholder, and
  - (c) make a payment in respect of the redemption or purchase of its own Shares in any manner authorised by the Law, including out of its capital, profits or the proceeds of a fresh issue of Shares

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- 45 Any Share in respect of which notice of redemption has been given shall not be entitled to participate in the profits of the Company in respect of the period after the date specified as the date of redemption in the notice of redemption
- 46 The redemption or purchase of any Share shall not be deemed to give rise to the redemption or purchase of any other Share
- 47 The Directors may when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the agreement of the holder of such Shares, make such payment either in cash or in specie

#### **GENERAL MEETINGS**

- 48 The Directors may, whenever they think fit, convene a general meeting of the Company
- 49 General meetings shall also be convened on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding at least a majority of the voting share capital of the Company deposited at the Office specifying the objects of the meeting for a date no later than 21 days from the date of deposit of the requisition signed by the requisitionists, and if the Directors do not convene such meeting for a date not later than 45 days after the date of such deposit, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company
- 50 If at any time there are no Directors, any two Shareholders (or if there is only one Shareholder then that Shareholder) entitled to vote at general meetings of the Company may convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors

#### **NOTICE OF GENERAL MEETINGS**

- 51 At least ten (10) days' notice in writing counting from the date service is deemed to take place as provided in these Articles specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, shall be given in the manner hereinafter provided or in such other manner (if any) as may be prescribed by the Company by Ordinary Resolution to such Persons as are, under these Articles, entitled to receive such notices from the Company, but with the consent of all the Shareholders entitled to receive notice of some particular meeting and attend and vote thereat, that meeting may be convened by such shorter notice or without notice and in such manner as those Shareholders may think fit
- 52 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Shareholder shall not invalidate the proceedings at any meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 53 All business carried out at a general meeting shall be deemed special with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, any report of the Directors or of the Company's auditors, the appointment and removal of Directors and the fixing of the remuneration of the Company's auditors. No special business shall be transacted at any general meeting without the consent of all Shareholders entitled to receive notice of that meeting unless notice of such special business has been given in the notice convening that meeting

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- 54 No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, one or more Shareholders holding at least a majority of the paid up voting share capital of the Company present in person or by proxy and entitled to vote at that meeting shall form a quorum.
- 55 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Shareholder or Shareholders present and entitled to vote shall form a quorum.
- 56 If the Directors wish to make this facility available for a specific general meeting or all general meetings of the Company, participation in any general meeting of the Company may be by means of a telephone or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
- 57 The chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company.
- 58 If there is no such chairman, or if at any general meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director or Person nominated by the Directors shall preside as chairman, failing which the Shareholders present in person or by proxy shall choose any Person present to be chairman of that meeting.
- 59 The chairman may with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 60 The Directors may cancel or postpone any duly convened general meeting at any time prior to such meeting, except for general meetings requisitioned by the Shareholders in accordance with these Articles, for any reason or for no reason, upon notice in writing to Shareholders. A postponement may be for a stated period of any length or indefinitely as the Directors may determine.
- 61 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or one or more Shareholders present in person or by proxy entitled to vote, and unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 62 If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 63 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

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- 64 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

#### **VOTES OF SHAREHOLDERS**

- 65 Subject to any rights and restrictions for the time being attached to any Share, on a show of hands every Shareholder present in person and every Person representing a Shareholder by proxy shall, at a general meeting of the Company, each have one vote and on a poll every Shareholder and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder.
- 66 In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register.
- 67 A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote in respect of Shares carrying the right to vote held by him, whether on a show of hands or on a poll, by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, may vote in respect of such Shares by proxy.
- 68 No Shareholder shall be entitled to vote at any general meeting of the Company unless all calls, if any, or other sums presently payable by him in respect of Shares carrying the right to vote held by him have been paid.
- 69 On a poll votes may be given either personally or by proxy.
- 70 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.
- 71 An instrument appointing a proxy may be in any usual or common form or such other form as the Directors may approve.
- 72 The instrument appointing a proxy shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting no later than the time for holding the meeting or, if the meeting is adjourned, the time for holding such adjourned meeting.
- 73 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 74 A resolution in writing signed by all the Shareholders for the time being entitled to receive notice of and to attend and vote at general meetings of the Company (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

- 75 Any corporation which is a Shareholder or a Director may by resolution of its directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any meeting of holders of a Class or of the Directors or of a committee of Directors, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder or Director.



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## **DIRECTORS**

- 76 The name(s) of the first Director(s) shall either be determined in writing by a majority (or in the case of a sole subscriber that subscriber) of, or elected at a meeting of, the subscribers of the Memorandum of Association
- 77 The Company may by Ordinary Resolution appoint any natural person or corporation to be a Director
- 78 Subject to these Articles, a Director shall hold office until such time as he is removed from office by Ordinary Resolution
- 79 The minimum number of Directors shall be three (3) and the maximum number of Directors shall be seven (7)
- 80 The remuneration of the Directors may be determined by the Directors or by Ordinary Resolution
- 81 There shall be no shareholding qualification for Directors unless determined otherwise by Ordinary Resolution
- 82 The Directors shall have power at any time and from time to time to appoint a natural person or corporation as a Director, either as a result of a casual vacancy or as an additional Director, subject to the maximum number (if any) imposed by Ordinary Resolution

## **ALTERNATE DIRECTOR OR PROXY**

- 83 Any Director may in writing appoint another Person to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to sign written resolutions on behalf of the appointing Director, but shall not be required to sign such written resolutions where they have been signed by the appointing director, and to act in such Director's place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an officer of the Company and shall be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them.
- 84 Any Director may appoint any Person, whether or not a Director, to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director, or in the absence of such instructions at the discretion of the proxy, at a meeting or meetings of the Directors which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

## **POWERS AND DUTIES OF DIRECTORS**

- 85 Subject to the Law, these Articles and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.

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- 86 The Directors may from time to time appoint any natural person or corporation, whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of president, one or more vice-presidents, treasurer, assistant treasurer, manager or controller, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any natural person or corporation so appointed by the Directors may be removed by the Directors or by the Company by Ordinary Resolution. The Directors may also appoint one or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.
- 87 The Directors may appoint any natural person or corporation to be a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors or by the Company by Ordinary Resolution.
- 88 The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 89 The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys or authorised signatory (any such person being an "**Attorney**" or "**Authorised Signatory**", respectively) of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such Attorney or Authorised Signatory as the Directors may think fit, and may also authorise any such Attorney or Authorised Signatory to delegate all or any of the powers, authorities and discretion vested in him.
- 90 The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following Articles shall not limit the general powers conferred by this Article.
- 91 The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any natural person or corporation to be a member of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such natural person or corporation.
- 92 The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any natural person or corporation so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- 93 Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

## **BORROWING POWERS OF DIRECTORS**

- 94 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party

## **OFFICERS**

- 95 The officers of the Company shall hold offices until their successors are chosen and qualified in their stead Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors If the office of any officer becomes vacant for any reason, the vacancy must be filled by the Board of Directors
- 96 The President shall be the chief executive officer of the Company, he shall preside at all meetings of the shareholders and directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Company, and shall see that all orders and resolutions of the Board are carried into effect He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Company, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Company
- 97 The Vice-President shall, in case of disability of the President, or his absence from the particular place where the act is to be performed, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe
- 98 The Secretary shall attend all sessions of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be He shall keep in safe custody the Seal of the Company, and when authorised by the Board, affix the same to any instrument requiring it
- 99 The Treasurer shall have the custody of the Company funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Company and shall deposit all monies and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors He shall disburse the funds of the Company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation

## **THE SEAL**

- 100 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence
- 101 The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority

of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose.

- 102 Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

#### **DISQUALIFICATION OF DIRECTORS**

- 103 The office of Director shall be vacated, if the Director
- (a) becomes bankrupt or makes any arrangement or composition with his creditors,
  - (b) dies or is found to be or becomes of unsound mind,
  - (c) resigns his office by notice in writing to the Company,
  - (d) is removed from office by Ordinary Resolution,
  - (e) is removed from office by notice addressed to him at his last known address and signed by all of his co-Directors (not being less than two in number), or
  - (f) is removed from office pursuant to any other provision of these Articles.

#### **PROCEEDINGS OF DIRECTORS**

- 104 The Directors may meet together (either within or without the Cayman Islands) for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and a Secretary or assistant Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 105 A Director may participate in any meeting of the Directors, or of any committee appointed by the Directors of which such Director is a member, by means of telephone or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
- 106 The quorum necessary for the transaction of the business of the Directors shall be a majority of the members of the board of Directors, unless there is only one Director in which case the quorum shall be one. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.
- 107 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may

thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration

- 108 A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting of the Directors whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement
- 109 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company
- 110 The Directors shall cause minutes to be made in books or loose-leaf folders provided for the purpose of recording
- (a) all appointments of officers made by the Directors,
  - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and
  - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors
- 111 When the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings
- 112 A resolution in writing signed by all the Directors or all the members of a committee of Directors entitled to receive notice of a meeting of Directors or committee of Directors, as the case may be (an alternate Director, subject as provided otherwise in the terms of appointment of the alternate Director, being entitled to sign such a resolution on behalf of his appointer), shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of Directors or committee of Directors, as the case may be. When signed a resolution may consist of several documents each signed by one or more of the Directors or his duly appointed alternate
- 113 The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number, or of summoning a general meeting of the Company, but for no other purpose

- 114 The Directors may elect a chairman of their meetings and determine the period for which he is to hold office but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting
- 115 Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting
- 116 A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present and in case of an equality of votes the chairman shall have a second or casting vote
- 117 All acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director

#### **DIVIDENDS**

- 118 Subject to any rights and restrictions for the time being attached to any Shares, the Directors may from time to time declare dividends (including interim dividends) and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor
- 119 Subject to any rights and restrictions for the time being attached to any Shares, the Company by Ordinary Resolution may declare dividends, but no dividend shall exceed the amount recommended by the Directors
- 120 The Directors may, before recommending or declaring any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the absolute discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit
- 121 Any dividend may be paid in any manner as the Directors may determine. If paid by cheque it will be sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to any one of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct
- 122 The Directors when paying dividends to the Shareholders in accordance with the foregoing provisions of these Articles may make such payment either in cash or in specie
- 123 Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the amounts paid up on the Shares

- 124 If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share
- 125 No dividend shall bear interest against the Company

#### **ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION**

- 126 The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors
- 127 The books of account shall be kept at the Office, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors
- 128 The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution
- 129 The accounts relating to the Company's affairs shall only be audited if the Directors so determine, in which case the financial year end and the accounting principles will be determined by the Directors
- 130 The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands

#### **CAPITALISATION OF RESERVES**

- 131 Subject to the Law, the Directors may, with the authority of an Ordinary Resolution
- (a) resolve to capitalise an amount standing to the credit of reserves (including a capital redemption reserve and profit and loss account), whether or not available for distribution,
  - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the consideration paid for the Shares (whether or not fully paid) held by them respectively and apply that sum on their behalf in or towards
    - (i) paying up the amounts (if any) for the time being unpaid on Shares held by them respectively, or
    - (ii) paying up in full unissued Shares or debentures of a nominal amount equal to that sum,and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other, but the capital redemption reserve and profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued Shares to be allotted to Shareholders credited as fully paid,
  - (c) make any arrangements they think fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit,

- (d) authorise a Person to enter (on behalf of all the Shareholders concerned) into an agreement with the Company providing for either
- (i) the allotment to the Shareholders respectively, credited as fully paid, of Shares or debentures to which they may be entitled on the capitalisation, or
  - (ii) the payment by the Company on behalf of the Shareholders (by the application of their respective proportions of the reserves resolved to be capitalised) of the amounts or part of the amounts remaining unpaid on their existing Shares,
- and any such agreement made under this authority being effective and binding on all those Shareholders, and
- (e) generally do all acts and things required to give effect to the resolution

#### **SHARE CAPITAL ACCOUNT**

- 132 The Directors shall in accordance with Section 34 of the Companies Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the

#### **NOTICES**

- 133 Any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by posting it airmail or air courier service in a prepaid letter addressed to such Shareholder at his address as appearing in the Register, or by electronic mail to any electronic mail address such Shareholder may have specified in writing for the purpose of such service of notices, or by cable, telex or facsimile should the Directors deem it appropriate. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders
- 134 Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened
- 135 Any notice or other document, if served by
- (a) post, shall be deemed to have been served five days after the time when the letter containing the same is posted,
  - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient,
  - (c) recognised courier service, shall be deemed to have been served 48 hours after the time when the letter containing the same is delivered to the courier service, or
  - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service



136 Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share

137 Notice of every general meeting of the Company shall be given to

- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them, and
- (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting

No other Person shall be entitled to receive notices of general meetings

#### INDEMNITY

138 Every Director (including for the purposes of this Article any alternate Director appointed pursuant to the provisions of these Articles), Secretary, assistant Secretary, or other officer for the time being and from time to time of the Company (but not including the Company's auditors) and the personal representatives of the same (each an "**Indemnified Person**") shall be indemnified and secured harmless against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere

139 No Indemnified Person shall be liable

- (a) for the acts, receipts, neglects, defaults or omissions of any other Director or officer or agent of the Company, or
- (b) for any loss on account of defect of title to any property of the Company, or
- (c) on account of the insufficiency of any security in or upon which any money of the Company shall be invested, or
- (d) for any loss incurred through any bank, broker or other similar Person, or
- (e) for any loss occasioned by any negligence, default, breach of duty, breach of trust, error of judgement or oversight on such Indemnified Person's part, or
- (f) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of such Indemnified Person's office or in relation thereto,

unless the same shall happen through such Indemnified Person's own dishonesty, wilful default or fraud

#### **NON-RECOGNITION OF TRUSTS**

- 140 Subject to the proviso hereto, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or (except only as otherwise provided by these Articles or as the Law requires) any other right in respect of any Share except an absolute right to the entirety thereof in each Shareholder registered in the Register, provided that, notwithstanding the foregoing, the Company shall be entitled to recognise any such interests as shall be determined by the Directors

#### **WINDING UP**

- 141 If the Company shall be wound up, the liquidator may, with the sanction of an Ordinary Resolution divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability

#### **AMENDMENT OF ARTICLES OF ASSOCIATION**

- 142 Subject to the Law and the rights attaching to the various Classes, the Company may at any time and from time to time by Special Resolution alter or amend these Articles in whole or in part

#### **CLOSING OF REGISTER OR FIXING RECORD DATE**

- 143 For the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at any meeting of Shareholders or any adjournment thereof, or those Shareholders that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Shareholder for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period which shall not exceed in any case 40 days. If the Register shall be so closed for the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at a meeting of Shareholders the Register shall be so closed for at least ten days immediately preceding such meeting and the record date for such determination shall be the date of the closure of the Register
- 144 In lieu of or apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Shareholders that are entitled to receive notice of, attend or vote at a meeting of the Shareholders and for the purpose of determining those Shareholders that are entitled to receive payment of any dividend the Directors may, at or within 90 days prior to the date of declaration of such dividend, fix a subsequent date as the record date for such determination
- 145 If the Register is not so closed and no record date is fixed for the determination of those Shareholders entitled to receive notice of, attend or vote at a meeting of Shareholders or those Shareholders that are entitled to receive payment of a dividend, the date on which notice of the meeting is posted or the date on which the resolution of the Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Shareholders

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When a determination of those Shareholders that are entitled to receive notice of, attend or vote at a meeting of Shareholders has been made as provided in this Article, such determination shall apply to any adjournment thereof

#### **REGISTRATION BY WAY OF CONTINUATION**

- 146 The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company

#### **DISCLOSURE**

- 147 The Directors, or any service providers (including the officers, the Secretary and the registered office agent of the Company) specifically authorised by the Directors, shall be entitled to disclose to any regulatory or judicial authority any information regarding the affairs of the Company including without limitation information contained in the Register and books of the Company



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC029707

UK Establishment No. BR014690

The Registrar of Companies hereby certifies that

**TIDEWATER MARINE INTERNATIONAL, INC**

has this day been registered under the Companies Act 2006 as having  
established a branch in the United Kingdom.

Given at Companies House on **12th July 2010.**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES