

Company No: SC111458

SPARROWS BARICON LIMITED(the *Company*)

Private company limited by shares

WRITTEN RESOLUTIONS OF THE SOLE MEMBER**BACKGROUND**

As part of a corporate simplification of the Company's group, it is intended that the UK trades of the Company, Sparrows Fluid Power Limited (*Fluids*), Sparrows Global Services Limited (*SGSL*) and Servtech Limited (*STL*) be consolidated into Sparrows Offshore Services Limited (*SOSL*) as contemplated by a steps paper prepared by PricewaterhouseCoopers LLP (*PwC*) dated 28 August 2014 entitled "Sparrows Offshore Group: Consolidation of UK trades" (the *PwC Steps Paper*).

In order to effect the corporate simplification, and pursuant to step 1 of the PwC Steps Paper, it was proposed that the Company would transfer its assets and liabilities to SOSL (the *Transaction*) on the terms and subject to the conditions contained in the asset transfer deed to be entered into between the Company and SOSL (the *Deed*).

The consideration to be paid in respect of the Transaction by SOSL to the Company will be the aggregate price of the assets and liabilities of the Company being transferred as on the Effective Date (as defined in the Deed) (the *Consideration*).

SPECIAL RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions (the *Resolutions*) be passed as special resolutions of the Company:

"THAT,

1. the Company transfers its assets and liabilities to SOSL on the terms and subject to the conditions contained in the Deed; and
2. any director of the Company be and is hereby authorised on behalf of the Company to sign and/or despatch any documents or notices and to do all other acts or things as may be necessary to give effect to the Transaction or which might otherwise be desirable in connection therewith."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on 2 September 2014 (the *Circulation Date*) hereby irrevocably agree to the Resolutions.



And. L. L.

on behalf of Sparrows Offshore International Group Limited

Name: Andrew Gren

Capacity: Director

Date 2 September 2014

NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- (a) **Post:** returning the signed copy by post to Chloe Wilson at Pinsent Masons LLP, 13 Queen's Road, Aberdeen, AB15 4YL, United Kingdom.
- (b) **E-mail** by attaching a scanned copy of the signed document to an email and sending it to Chloe Wilson (chloe.wilson@pinsentmasons.com).

2. If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

A copy of these Resolutions has been sent to the Company's auditors.