



The Companies Acts 1985 and 1989

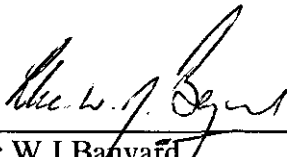
Ordinary Resolutions of Abbot Group plc

An Extraordinary General Meeting of Abbot Group plc (the "Company") was held at 11.47am on 24th May 2006 at Minto Drive, Altens, Aberdeen AB12 3LW. The following ordinary resolutions were passed:

1. THAT the proposed acquisition by the Company or any subsidiary of the Company of all or any part of the share capital of Songa Drilling AS ("Songa Drilling") on the terms and subject to the conditions of the offer set out in the offer document despatched to shareholders of Songa Drilling on 8 May 2006 ("Offer Document"), or on terms and subject to the conditions of any amended, varied, revised, extended, additional or other offer or offers as may be approved by the directors of the Company ("Directors") (or any duly constituted committee thereof) any such amendment, variation, revision, extension to such items and conditions not being of a material nature ("Offer") be and is hereby approved and ratified and that the Directors be and are hereby authorised to waive, amend, vary or extend any of the terms and/or conditions of the Offer and to do all such things as they may consider necessary or appropriate in connection with the Offer.
2. Subject to and conditional upon the Offer becoming or being declared unconditional in all respects (other than as to Admission of the New Ordinary Shares of the Company) THAT:
 - 2.1 the authorised share capital of the Company be and is hereby increased from £36,900,000 to £46,000,000 by the creation of 60,666,666 new Abbot Shares of 15 pence each to rank *pari passu* in all respects with the existing ordinary shares of 15 pence each in the Company;
 - 2.2 the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("Act") to exercise all powers of the Company to allot relevant securities (as defined in sub-section 80(2) of the Act) in the capital of the Company up to an aggregate nominal amount of £9,100,000 being the maximum share consideration payable pursuant to the terms of the Offer. This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007 or the date being 15 months following the passing of this Resolution, whichever is the earlier, except that the Company may, before such expiry, make an offer or agreement which would or might require the relevant securities to be allotted after such expiry date and the Directors shall have the power and authority to allot such relevant securities as if the power conferred hereby had not expired; and

- 2.3 the Directors be generally and unconditionally authorised pursuant to Section 80 of the Act to exercise all powers of the Company to allot relevant securities (as defined in sub-section 80(2) of the Act) in the capital of the Company up to an aggregate nominal amount of £9,205,840. This authority conferred on the Directors by this resolution shall be in substitution for and to the exclusion of any earlier such authority conferred on the Directors and additional to the authority contained in Resolution 2.2 and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007 or the date being 15 months following the passing of this Resolution, whichever is the earlier, except that the Company may, before such expiry, make an offer or agreement which would or might require the relevant securities to be allotted after such expiry date and the Directors shall have the power and authority to allot such relevant securities as if the power conferred hereby had not expired.
3. THAT the Board be given sanction and authority to incur, and/or permit to subsist, borrowings of the Group in excess of the restriction contained in Article 123.2 of the Company's Articles of Association including, without limitation, any borrowings by any member of the Group under the US\$950,000,000 Facility Agreement dated 23 April 2006 between inter alia, the Company and specified subsidiaries as borrowers and certain financial institutions as lenders.

By Order of the Board


Alec W J Banyard
Company Secretary

Registered Office:
3 Colmore Circus
Birmingham
B4 6BH