

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

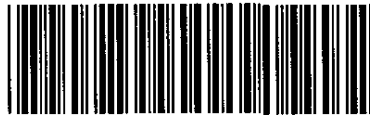
ORDINARY AND SPECIAL

RESOLUTIONS

OF

Nautilus Marine Services PLC (the Company)

Passed 19 June 2018



L78L9YUI

L03

21/06/2018

#78

COMPANIES HOUSE

THURSDAY

At an Annual General Meeting of the Company, duly convened and held on 19 June 2018 the following ordinary and special resolutions were duly passed

ORDINARY RESOLUTION

- 8 **THAT** in substitution for all subsisting authorities to the extent unused the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 Companies Act 2006 (CA 2006) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £119,170.22

The authority conferred on the Directors hereby shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution save that under this authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

SPECIAL RESOLUTION

- 9 **THAT**, subject to the passing of Resolution 8 above being put to the Meeting at which this Resolution is being considered and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised pursuant to section 570 (CA 2006) to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 8, as if section 561(1) CA 2006 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities

(A) in connection with an offer of, or invitation to apply for equity securities:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary

and so that the Directors may impose any limits or restrictions and make any arrangements

which they consider necessary or appropriate to deal with fractional entitlements or securities represented by depositary receipts record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter

- (B) pursuant to the terms of any share option scheme adopted by the Company, and
- (C) (otherwise than under paragraphs (A) and (8) of this Resolution 9) up to an aggregate nominal amount of £36 112.19

and shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution, except that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired


Director