

## Offshore Hydrocarbon Mapping plc

### General Meeting held at 111 Old Broad Street, London on 1st November 2010

All the resolutions put in front of the shareholders were unanimously passed by a show of hands. A summary of the proxy votes received by the Company's Registrars was as follows:

| Resolution | Type of resolution | Number of shareholders voting by proxy | Votes in favour | Votes allowing discretion | Votes withheld | Votes against |
|------------|--------------------|--|-----------------|---------------------------|----------------|---------------|
| 1          | Ordinary           | 50                                     | 25,054,128      | 12,590                    | 49,819,186     | 11,658        |
| 2          | Special            | 50                                     | 25,054,128      | 12,590                    | 49,819,186     | 11,658        |
| 3          | Special            | 50                                     | 74,871,085      | 12,590                    | 2,229          | 11,658        |
| 3          | Ordinary           | 50                                     | 25,054,128      | 12,590                    | 49,816,957     | 13,887        |

One form of proxy votes received was adjudged to be invalid.

The Company's allotted, called-up and fully paid share capital on the 14<sup>th</sup> October 2010, which was the date when the Notice of the Annual General Meeting was sent to shareholders, was 99,517,689 ordinary shares of 1p each. There was no change in the total share capital between the date when Notice was sent to shareholders and the date of the General Meeting.

**The resolutions passed at the Company's General Meeting on 1<sup>st</sup> November 2010 are listed below.**

#### ORDINARY RESOLUTION

##### Resolution 1

**THAT**, conditional upon the Subscription Agreement (as such term is defined in the circular sent to the Company's shareholders dated 14 October 2010 (the "**Circular**")) becoming unconditional in all respects (save only for the passing of the Resolutions and Admission, as such terms are defined in the Circular) and it not being terminated in accordance with its terms and in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this Resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company (together "**Securities**") provided that this authority shall be limited to:

- (i) the allotment of 11,000,000 new ordinary shares of 1 pence each in the capital of the Company in connection with the Placing (as such term is defined in the Circular) (the "**Placing**"); and
- (ii) the allotment (other than pursuant to paragraph (i) above) of Securities up to an aggregate nominal amount of £368,392 being approximately one third of the issued share capital of the Company immediately following the Placing;

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 15 months from the date of the passing of this Resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require Securities to be allotted after such expiry and the directors may allot Securities in pursuance of such an offer or agreement as if this authority had not expired.

## **SPECIAL RESOLUTIONS**

### **Resolution 2**

**THAT**, conditional upon the passing of Resolution 1 and the Subscription Agreement becoming unconditional in all respects (save only for the passing of the Resolutions and Admission, as such terms are defined in the Circular) and it not being terminated in accordance with its terms and in substitution for any such power which may have been given to the directors prior to the date of the passing of this Resolution, the directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by Resolution 1 and/or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment provided that the power conferred by this Resolution shall be limited to the allotment of 11,000,000 new ordinary shares of 1 pence each in the capital of the Company in connection with the Placing (as defined in the Circular) and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the date which is 15 months from the date of the passing of this Resolution and the conclusion of the next annual general meeting of the Company except that the Company may before the expiry of this power 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 this power had not expired

### **Resolution 3**

**THAT**, conditional upon the passing of Resolution 1 and in addition to the authority given by Resolution 2 the directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by Resolution 1 and/or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment provided that the power conferred by this Resolution shall be limited to:

- (i) the allotment of equity securities of the Company in connection with an issue or offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their respective holdings of such shares (excluding any shares held by the Company as treasury shares (as defined in section 724 of the Act)) on the record date for such allotment or in accordance with the rights attached to such shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange, in any territory; and
- (ii) the allotment, otherwise than pursuant to paragraph (i) above, of equity securities of the Company up to an aggregate nominal value equal to £110,517 (representing approximately ten per cent. of the enlarged issued ordinary share capital of the Company following the Placing as defined in Resolution 1);

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the date which is 15 months from the date of the passing of this Resolution and the conclusion of the next annual general meeting of the Company except that the Company may before the expiry of this power 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 this power had not expired.

## **ORDINARY RESOLUTION**

### **Resolution 4**

**THAT**, the sale of the entire issued share capital of each OHM Limited and OHM Surveys Sdn Bhd to OHM Surveys Holding AS on the terms set out in the Sale Agreement (as defined in the Circular) be and is hereby approved.