

# HALLIN MARINE SUBSEA INTERNATIONAL PLC

(Registered number 107479C)

## FORM OF PROXY

For use at the Annual General Meeting on Thursday 7 May 2009

I/We .....

Of .....

Or, failing whom, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 7 May 2009 and at any adjournment thereof.

Please indicate by inserting an X in the appropriate space below the manner in which the proxy is to vote. In the absence of any specific directions, the proxy may vote or abstain as he/she thinks fit, whether on any of the resolutions set out below or on any other matter which may properly come before the meeting and any adjournment thereof.

	Ordinary Resolution	For	Against
1	To receive and adopt the Report of the Directors and the financial statements for the year ended 31 December 2008		
2	To approve the final dividend.		
3	To confirm and ratify the appointment of Mr M Arnold and Mr J Attenburrow to the board of the company		
4	To re-elect the following directors, previously appointed by the Board of Directors: Mr M Arnold and Mr J Attenburrow.		
5	To re-elect the following directors retiring by rotation: Mr J Giddens and Mr D Harris.		
6	To consider and if thought fit pass the following resolution: 'That Mazars LLP be and is hereby re-appointed as Auditor to the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company at a remuneration to be agreed by the Directors.'		
7	To consider and if thought fit pass the following resolution: 'That the Directors of the Company be authorised pursuant to Article 7-3 of the Articles of Association to allot equity securities (as defined in the Articles of Association) as if the pre-emption provisions in Article 7-3 of the Articles of Association did not apply, provided that such authority be limited to the allotment of equity securities for cash up to a nominal sum of £62,000 representing approximately 15% of the Company's issued share capital hereof provided that such authority is to expire at the conclusion of the next Annual General Meeting of the Company or 15 months from the date of this resolution, whichever is earlier.'		
8	To consider and if thought fit pass the following resolution: 'That the authorised share capital of the Company be increased to 100,000,000 Ordinary Shares of 1p each, each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.'		

Signed.....

Dated.....

### Notes

- 1 A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll vote in his place. A proxy need not be a member of the Company.
- 2 To be valid, this form of proxy must be signed and lodged with the Company's registrars, Neville Registrars, not later than 48 hours before the time appointed for the meeting. Any power of attorney or other authority under which this form is signed or a notarially certified copy of such power or authority must be lodged with this form.
- 3 In case of a corporation, this form must be signed as a deed or under a hand of an officer or attorney duly authorised in that behalf.
- 4 In the case of joint holders, the signature of any one holder will be sufficient but the names of all joint holders should be stated. Completion and return of a form of proxy will not prevent a member from attending the meeting and voting in person should the member so wish.