

# HALLIN MARINE SUBSEA INTERNATIONAL PLC

(Registered number 107479C)

## FORM OF PROXY

For use at the Extraordinary 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 Extraordinary 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.

	<b>Special Resolution</b>	<b>For</b>	<b>Against</b>
1	To consider and if thought fit pass the following special resolution: ‘That, in accordance with section 10 of the Companies Act 1931, the following new Article 83 be and is hereby inserted in the Articles of Association to the exclusion of the existing Article 83: “83 Until otherwise determined by a General Meeting the number of Directors shall not be less than two nor more than eight. The Company may by ordinary resolutions from time to time vary the minimum and maximum number of Directors.”		
2	To consider and if thought fit pass the following special resolution: ‘That, in accordance with section 10 of the Companies Act 1931, the following new Articles 149, 151 and 153 be and are hereby inserted in the Articles of Association to the exclusion of the existing Articles 149, 151 and 153 respectively: “149 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice or other document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register or by giving it using electronic communication to an address for the time being notified to the Company by the Member. For the purposes of Articles 149, 151 and 153, the term ‘electronic communication’ has the meaning ascribed to that term in the Electronic Transactions Act 2000 and the term ‘address’, in relation to electronic communications, includes any number or address used for the purposes of such communications.” “151 Any Member described in the Register by an address not within the British Islands who shall from time to time give the Company an address within the British Islands at which notices may be served upon him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices served upon him at such address, but otherwise no such member shall be entitled to receive any notice from the Company.” “153 Any notice or other document if served by first class post (or by airmail post if to an address outside the British Islands) shall be deemed to have been served on the day following and, if served by second class post, shall be deemed to have been served on the second day following that on which the letter containing the same is posted and, if sent by electronic communication, shall be deemed to have been given at the expiration of 24 hours after the electronic communication was sent. In proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and posted as a prepaid letter or prepaid registered letter (as the case may be) or, in the case of a notice sent by electronic communication, to prove that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.”		

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.