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If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your registered holding of Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred, or you sell or otherwise transfer, only part of your registered holding of Shares, please immediately contact your stockbroker, bank or other agent through or by whom the sale or transfer was effected.

# **GULF MARINE SERVICES PLC**

*(incorporated and registered in England and Wales with registered number 08860816)*

## **Circular to Shareholders**

and

## **Notice of Requisitioned General Meeting**

**THE INDEPENDENT DIRECTORS RECOMMEND THAT YOU VOTE AGAINST  
EACH OF THE SEAFOX RESOLUTIONS  
AT THE REQUISITIONED GENERAL MEETING.**

**This document should be read as a whole and in its entirety. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part II of this document, which contains the recommendation of the Independent Directors that Shareholders VOTE AGAINST the Seafox Resolutions to be proposed at the Requisitioned General Meeting.**

Notice convening a Requisitioned General Meeting of the Company, to be held at 12 noon on 10 November 2020, is set out at the end of this document.

The action to be taken by Shareholders in respect of the Requisitioned General Meeting is set out on page 11 of this document. In light of the impact of the COVID-19 pandemic, and in line with the 2020 Act, Shareholders will not be given the opportunity to attend the Requisitioned General Meeting in person. Shareholders will have the right to vote on the resolutions to be considered at the Requisitioned General Meeting, provided that they appoint the Chairman of the meeting as their proxy. As such, you are urged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, by the Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, by no later than 12 noon on 6 November 2020 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

A copy of this document will also be available from the Company's website [www.gmsuae.com](http://www.gmsuae.com). Shareholders are encouraged to refer to the Company's website to review this document and any other communications from the Company in connection with the matters described in this document.

**We strongly encourage you, where possible, to submit your Form of Proxy appointing the Chairman of the Requisitioned General Meeting as your proxy electronically in the event that: (i) there are delays in or suspension of the postal service; or (ii) Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA is closed as a result of COVID-19.**

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document	13 October 2020
Latest time and date for receipt of completed Forms of Proxy	12 noon on 6 November 2020
Requisitioned General Meeting	12 noon on 10 November 2020

**Other than the date of this document, each of the times and dates in the table above is indicative only and may be subject to change. If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service. References to times in this document are to UK time unless stated otherwise.**

**We consider the health and wellbeing of our employees, Shareholders and other stakeholders must continue to be of paramount importance. This necessitates that we have suitable arrangements in place for the Requisitioned General Meeting as well as in our business operations. Our approach towards such arrangements must also take in to account the prevailing public health advice imposed by the UK Government in response to the COVID-19 pandemic. In light of the above, Shareholders will not be given the opportunity to attend the Requisitioned General Meeting in person.**

**We strongly encourage you, where possible, to submit your Form of Proxy appointing the Chairman of the Requisitioned General Meeting as your proxy electronically in the event that: (i) there are delays in or suspension of the postal service; or (ii) Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA is closed as a result of COVID-19.**

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**Note:**

If you have any questions on how to complete the Form of Proxy, please contact the Registrar, Equiniti Limited, on 0371 384 2030. If you are calling from overseas, please call on +44 (0) 121 415 7047. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. – 5.30 p.m. (UK time), Monday to Friday, excluding public holidays in England and Wales. Please note that Equiniti Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## **GENERAL INFORMATION**

### **FORWARD-LOOKING STATEMENTS**

This document may include certain forward-looking statements, beliefs or opinions, including statements with respect to the Company's business, financial condition and results of operations. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other various or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. These statements are made by the Directors in good faith based on the information available to them at the date of this document and reflect the Directors' beliefs and expectations. By their nature these statements involve risk and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, developments in the global economy, changes in regulation and government policies, spending and procurement methodologies and currency fluctuations.

No representation or warranty is made that any of these statements will come to pass. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this document speak only as of their respective dates, reflect the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations and growth strategy. Subject to the requirements of the FCA, the London Stock Exchange, the Listing Rules and the Disclosure Guidance and Transparency Rules (and/or any regulatory requirements) or applicable law, the Company explicitly disclaims any obligation or undertaking publicly to release the result of any revisions to any forward-looking statements in this document that may occur due to any change in the Company's expectations or to reflect events or circumstances after the date of this document.

Any information contained in this document on the price at which shares or other securities in the Company have been bought or sold in the past, or on the yield on such shares or other securities, should not be relied upon as a guide to future performance.

### **NO OFFER OR SOLICITATION**

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

### **PUBLICATION ON WEBSITE AND AVAILABILITY OF HARD COPIES**

A copy of this document, together with all information incorporated into this document by reference to another source, is and will be available for inspection on the Company's website at [www.gmsuae.com](http://www.gmsuae.com) from the time this document is published. For the avoidance of doubt, the contents of the websites referred to in this document are not incorporated into, and do not form part of, this document.

If and to the extent that any document or information incorporated by reference or attached to this document itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this document, except where such information or documents are stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such information.

In particular, information on or accessible through the Company's corporate website at [www.gmsuae.com](http://www.gmsuae.com) does not form part of, and is not incorporated into, this document.

If you have received this document in electronic form, you may request a hard copy of this document and/or any information incorporated into this document by reference to another source by contacting the Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, or between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales), on 0371 384 2030 from within the UK or on +44 (0) 121 415 7047 if calling from outside the UK (calls from outside the UK will be charged at the applicable international rate), with your full name and the full address to which the hard copy may be sent (calls may be recorded and monitored for training and security purposes).

## **CERTAIN DEFINED TERMS**

Certain terms used in this document, including capitalised terms and certain technical and other items, are defined and explained in the section titled “Definitions” in Part III of this document.

## PART I – EXECUTIVE SUMMARY

**The GMS Board believes that a vote for the Seafox Proposal is a vote to destroy the value of your Shares.**

- Your Company will not have proper governance.
- The Board would be comprised entirely of the nominees of a competitor.
- The Management team responsible for the Company’s turnaround might leave.
- Shareholders would be exposed to an acquisition by Seafox at an undervaluation.
- The risk of Shareholders being wiped out by a debt default would increase.

**THE INDEPENDENT DIRECTORS RECOMMEND THAT YOU VOTE AGAINST THE SEAFOX PROPOSAL.**

**The GMS Board believes that a vote against the Seafox Proposal is a vote for a strong, independent future.**

- Your Board would continue to have strong and diverse corporate governance with an appropriate blend of international and regional skills and experience.
- Your Board will continue to represent the interests of all Shareholders.
- The Management team will be free to continue to build on the recent significant improvements in performance.
- Your Board will robustly defend Shareholders against proposals from Seafox to acquire the business at an undervaluation.
- Your Board will continue to be committed to working for the future success of the Company and growth of value for all Shareholders.

For further detail on the reasons for the Independent Directors’ recommendation to vote against the Seafox Resolutions, please refer to the section titled “Reasons for the Independent Directors’ Recommendation to Vote Against the Seafox Resolutions” of Part II (*Letter from the Chairman*) of this document.

## PART II – LETTER FROM THE CHAIRMAN

### GULF MARINE SERVICES PLC

*(a public limited company incorporated in England and Wales with registered number 08860816)*

*Directors*

*Registered Office*

Mr. Tim Summers (*Executive Chairman*)  
Mr. Mo Bississo (*Non-Executive Director*)  
Mr. David Blewden (*Non-Executive Director*)  
Dr. Shona Grant (*Non-Executive Director*)  
Mr. Mike Turner (*Non-Executive Director*)

107 Hammersmith Road  
London  
W14 0QH  
United Kingdom

13 October 2020

*To Shareholders and, for information only, to holders of share options and/or awards under any of the Company's employee share schemes*

Dear Shareholder

### Notice of Requisitioned General Meeting

#### 1 Introduction and background to the Seafox Proposal

For background to the matters to be considered by Shareholders in connection with this Notice of Requisitioned General Meeting, the Board draws your attention to the Company's Circular to Shareholders and Notice of General Meeting dated 8 October 2020 (the "**Warrant Circular**") relating to the issuance of Warrants to the Group's consortium of lending banks as a consequence of the Company having restructured the Group's term loan facilities on 9 June 2020.

In accordance with the Board's obligations under section 304 of the Act, the Company has therefore today convened the Requisitioned General Meeting to be held on 10 November 2020 to allow shareholders to consider the Seafox Resolutions.

We are writing to you to:

- provide notice that the Requisitioned General Meeting is to be held at 12 noon on 10 November 2020; and
- explain why the Independent Directors recommend that you **VOTE AGAINST** the Seafox Resolutions.

**THE INDEPENDENT DIRECTORS RECOMMEND THAT YOU VOTE AGAINST THE SEAFOX RESOLUTIONS.**

#### 2 Reasons for the Independent Directors' Recommendation to Vote Against the Seafox Resolutions

The Independent Directors recommend that you **VOTE AGAINST** the Seafox Resolutions. The Board believes that a vote for the Seafox Proposal is a vote to destroy the value of your Shares. If the Seafox Proposal is successful, the Board believes that:

##### 1. *Your Company will not have proper governance*

If, as a result of the Seafox Proposal, a majority of the Board is no longer comprised of the current Board members, excluding the Executive Chairman, Mr. Tim Summers, Mr. Summers has indicated that he will

step down from the Board with immediate effect and is considering, together with other members of the executive management team (“**Management**”), whether in such a scenario it would be tenable to remain employed in their current roles by the Company.

The Seafox Proposal would therefore result in the entire Board being replaced by the three Seafox Nominees, none of whom has any prior experience of acting as a director of a UK listed Company. In particular, based on a review of their CVs and discussions held with each of the Seafox Nominees by the Company’s Nominations Committee, although some of the candidates have experience on audit committees, none of them have the requisite financial qualifications for the Board to have a properly constituted audit committee that complies with the recommendations of the UK Corporate Governance Code (the “**Code**”).

If the Seafox Proposal is successful, as the Seafox Nominees would comprise the entire Board, independence is questionable.

The Seafox Nominees also all have similar backgrounds and are all male. Therefore, the Board would not have a diverse range of individuals with different experience and skills and, notably, would neither recognise the importance of gender diversity nor benefit from the valuable contribution of female representation.

As a result, the Board believes that the Seafox Proposal, if successful, would result in a Board that would be wholly inappropriate for a UK Premium-listed company and fall well short of UK corporate governance norms and investor expectations. The Board believes that this would be highly damaging, especially at a time when the governance arrangements of UK-listed UAE-based companies is under particular scrutiny due to the high-profile failures of NMC and Finabl.

## ***2. The Board would be comprised entirely of the nominees of a competitor***

Like GMS, Seafox is an offshore jack-up Company that operates in the North Sea and MENA regions. Seafox provides services to support the oil & gas and renewable industries and also offers temporary accommodation units for offshore locations and on-board vessels. As a competitor, Seafox and the Company overlap in service offering, customer bases and core geographic areas.

If the Board is comprised solely of the nominees of a competitor, this could create a conflict of interest for other Shareholders. This risk would be further exacerbated if Seafox is successful in its attempt to have Mr Hassan Heikal, the Chairman of Seafox, re-appointed to the Board.<sup>1</sup> The Board has significant concerns about a competitor having access to the Company’s sensitive commercial information, as well as potential control over the operations of the Company’s business.

Seafox has previously made clear its intentions to act against the interests of GMS. In an announcement released on 4 May 2020, Seafox stated that “...an efficient strategy to deploy its capital would be to acquire new such vessels on its own balance sheet...”, thereby further increasing Seafox’s competitive threat to GMS.

As a competitor, Seafox is interested in maximising its own value, not that of GMS. Seafox cannot be relied upon to act in the interests of the Company’s other Shareholders. Furthermore, Seafox has not provided any information regarding who would chair the Board if the Seafox Proposals are successful. Based on our discussions with each of the Seafox Nominees, none of them has any prior experience serving in the capacity of a Chair of a UK public company.

## ***3. The Management team responsible for the Company’s turnaround might leave.***

GMS’ current Management team has led a strong turnaround in the performance of the business, delivering US\$16.5 million of annual cost savings, significantly improved fleet utilisation and increased profits. Adjusted EBITDA guidance for 2020 has recently been reconfirmed at the upper end of the range given in January 2020, of US\$57 million to US\$62 million.

If the Board were to be controlled by the Seafox Nominees, it believes that there is a serious risk that the existing Management team would either choose to resign or be removed by Seafox. If so, GMS would lose

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<sup>1</sup> On 7 October 2020, Seafox requisitioned another General Meeting of Shareholders of the Company to re-appoint Mr. Heikal to the Board.



critical skills and expertise, deep knowledge of the Company's operating and financial condition, a sound and stable relationship with the Lenders that has been built over the past 15 months, and strong employee and customer relationships.

The Board notes that Seafox has given no indication whatsoever about its intentions for the Management of GMS should its proposal be successful. Seafox either does not know who would run the Company in this scenario or does not want to say. This cannot be in the interests of Shareholders.

#### ***4. Shareholders would be exposed to an acquisition by Seafox at an undervaluation***

Over the last 18 months, Seafox has made two failed attempts to acquire the Company well below its true value. If the Board is comprised of the Seafox Nominees, there is a serious risk that Seafox could have a free hand to structure an acquisition of GMS or its assets.

The Board firmly believes that if Seafox wants to take control of the Company, it should offer to buy-out the other Shareholders at a significant premium, reflecting the true value of their Shares. If as a result of Seafox's latest requisition on 7 October 2020 Mr. Heikal is appointed to the Board, Seafox would acquire effective control of the Board if the Seafox Nominees are unable to effectively represent the interests of the other Shareholders, which could deprive Shareholders of the opportunity to receive such an offer.

#### ***5. The risk of Shareholders being wiped out by a debt default would increase***

The Board believes that Seafox's recent actions clearly demonstrate an intention to disrupt the governance of the Company and have had the effect that the Company's planned equity raise cannot be completed this year.

The Company has received confirmation from its lenders that they "...are not willing to renegotiate any of the terms of the Debt Restructuring and expect the Company to perform all of its obligations under the Common Terms Agreement. This position continues to hold regardless of the composition of the Company's Board or the appointment of new directors".

At no time has Seafox or its (former) representatives on the Board explained to the Company how it would address the capital requirements of the business or deal with its significant debt burden. In particular, Seafox has never explained how it would fund the repayment of the c.US\$430 million in outstanding debt owed to the Lenders if the debt became due upon an event of default under the Common Terms Agreement.

If Seafox does not vote in favour of the planned issue of the Warrants and the Warrants are not issued to the Lenders and the Minimum Proceeds are not raised by the end of 2020, the Company will trigger an event of default under the Common Terms Agreement. If the Lenders enforce their rights thereunder, the Company could be put into administration and Shareholders could lose the entire value of their investment.

Even if this disastrous scenario is avoided, the Board believes that the risks to the Shareholders, as well as the Company's other stakeholders, will remain acute if the Seafox Proposal is successful, given the conflicting interests of Seafox and GMS, the potential for a management vacuum, the increased interest expense as a result of the failure to issue equity, and the potential worsening of the Company's relationship with the Lenders. As a result, Shareholders who support the Seafox Proposal are at an increased risk of losing the entire value of their investment.

### **The Independent Directors recommend that you vote against ALL the resolutions proposed by Seafox.**

The Board believes that a vote against the Seafox Proposal is a vote for a strong, independent future for GMS:

#### ***1. Your Board would continue to have strong and diverse corporate governance with an appropriate blend of international and regional skills and experience***

The Board has been substantially strengthened over the last year and now comprises a balanced and diverse group of individuals, with a wide range of experience of the oil and gas industry, finance, UK public market corporate governance and other relevant skills. There is also strong independent director representation.

The Board is committed to the highest standards of UK corporate governance and complies with the relevant requirements of the Code.

Contrary to Seafox's inaccurate statement that "...the GMS Board does not have any representatives from the Gulf region...", the Board contains two individuals who are based in Abu Dhabi, including Mr. Bississo, who brings extensive financial and investment experience in the region.

The Board, however, continually looks to enhance the range and depth of skills and expertise available to the Company and to augment these where appropriate. Prior to the Seafox Proposal, the Board had already identified the potential benefits of adding a suitably qualified individual to the Board with extensive GCC experience and relationships. Having held preliminary discussions with the Seafox Nominees, the Nominations Committee believes that it is possible that one of these nominees could bring additional skills and experience to the Board. However, the Board firmly believes that any such appointment should be made in accordance with accepted corporate governance procedures, rather than as proposed by Seafox, and that it is vital that any such appointment be considered in light of the composition of the Board as a whole, which must remain balanced, diverse and independent.

## ***2. Your Board will continue to represent the interests of all Shareholders***

Good corporate governance is integral to all aspects of GMS' business, and the Board as currently constituted is accountable to all stakeholders for the achievement of the Company's strategic goals and accurate and comprehensive financial reporting.

With strong, independent representation, the Board's decisions are currently free from the influence or control of any external party that has an acknowledged conflict of interest, such as Seafox.

The current Board has put in place a clear strategic plan, overseen significantly improved operational performance and concluded the Debt Restructuring with the Lenders, thereby providing a firm financial platform to move the business forward through 2020 and beyond.

The current Board is delivering well for all Shareholders. Now is not the time for a wholesale change.

## ***3. The Management team will be free to continue to build on the recent significant improvements in performance***

The Board strongly supports the current Management team, which, notwithstanding difficult market conditions and COVID-19, have:

- delivered a 34% increase in EBITDA in the first six months of 2020;
- stated guidance for 2020 EBITDA, which now stands at US\$57 million – US\$62 million, with recent confirmation that this is now expected to be at the upper end of this range;
- made significant progress on the ongoing programme to reduce costs. The 2019/20 cost saving programme has secured US\$16.5 million in savings, on an annualised basis, significantly exceeding the original target of US\$6.0 million set in March 2019. A new cost savings target of US\$18.5 million has now been set;
- materially improved average fleet utilisation, which is now forecast for FY 2020 to be 83%, a 14 percentage point increase; and
- increased net cash flow before debt service.

The Management team has expressed concerns to the Board about the implications for the business if the Seafox Proposal is successful. As noted above, the Board is concerned that key members of the Management team could choose to leave or be replaced in such a scenario.

The track record of the Management team is strong, and it has an intimate knowledge of the business, its operations, customers, stakeholders and finances. The Board believes that it is damaging to Shareholders' interests for the team to be destabilised.

Voting against the Seafox Proposal will ensure that the Management team has the platform to continue the turnaround of the business and to build on the recent significant improvements in operating and financial performance.

**4. *Your Board will robustly defend Shareholders against proposals from Seafox to acquire the business at an undervaluation***

Your Board is pragmatic and focused on shareholder value creation. The Board will consider any proposal that it believes represents fair value for Shareholders. Seafox's previous offers have, however, significantly undervalued GMS.

On 30 April 2020, Seafox announced a possible offer for GMS at a level of approximately 7.3 pence per Share, which was subsequently increased to a final offer of 10 pence per Share. Both of these offers were rejected by the Board, a stance supported in writing by over 50% of Shareholders. During the week immediately following Seafox's withdrawal of its possible offer, Seafox purchased further Shares at 22 pence each, more than three times the price of its original possible offer. This indicates that even Seafox itself considered that both its initial and final offers fundamentally undervalued the Company.

The offers made by Seafox were an attempt to acquire the Company at the lowest price possible and at a significant discount to its true worth. Following the Board's rejection of the offers, Seafox seems determined to try to bring about significant changes to the governance of the Company and position itself to take control of the Company without paying Shareholders a premium.

This Board will continue to robustly resist Seafox taking control of the Company or its assets without paying a proper price to Shareholders.

**5. *Your Board will continue to be committed to working for the future success of the Company and growth of value for all Shareholders***

Seafox seems to have a totally inconsistent approach to the Company's planned equity raise. On the one hand, it has repeatedly stated its opposition to such an equity raise; and on the other, it has repeatedly claimed that it is alarmed that the Board determined that it could not proceed with the equity raise.

The current Board, by contrast, has been consistent in its approach – it remains committed to raising equity capital to secure the financial future of the Company and to satisfy the conditions of the Common Terms Agreement. Following positive feedback from its engagement with existing and new investors, which was reported to the Board on 8 September 2020 (at which representatives of Seafox were present), the Board was confident about the potential to complete the equity raise before the end of 2020 even without equity contributions from Seafox, Mazrui International and Horizon Group. Seafox claims it is "...not aware of any real effort to raise capital". If that is true, we can only assume its (former) representative directors on the Board did not read the Board materials or listen to the presentation from the Company's advisers (Evercore, B of A Securities, Canaccord Genuity Ltd and Linklaters LLP) at that meeting.

In reality, what Seafox did after that Board meeting (at which its (former) directors did not vote in favour of continuing preparations for the equity raise), was to embark on a further campaign of disruption, with the effect that the future governance of the Company is not sufficiently clear, stable or attractive enough to enable the Company to meaningfully engage with potential investors.

As a result of Seafox's ongoing campaign of disruption, the Board believes, having taken advice from its financial adviser and having sought feedback from its corporate brokers, that it is currently impracticable to proceed with the equity raise and that, therefore, there is no reasonable prospect that the equity raise can be completed prior to the end of 2020.

The Board remains firm in its view that raising equity is the best way to secure the financial future of the Company. Whilst Seafox continues its campaign of disruption, this is likely to prove challenging, as attracting new investors against such a backdrop is difficult. The Board remains committed, nonetheless.

Similarly, the Board is highly focused on ensuring that the Company avoids triggering an event of default under its bank facilities. As a result, the Board has convened a General Meeting on 27 October 2020 to seek shareholder approval to issue the Warrants. The Board notes that the two Seafox directors abruptly resigned

immediately prior to the Board meeting to consider the Warrant Circular. Seafox has not indicated whether it intends to vote in favour of the Warrants. If Seafox votes against its issuance and the Warrants are not issued to the Lenders and the Minimum Proceeds are not raised by the end of 2020, the Company will trigger an event of default under the Common Terms Agreement on 31 December 2020. If the Lenders enforce their rights, the Company could be put into administration and Shareholders could lose the entire value of their investment as a result of Seafox's actions.

As long as this Board remains in place, it will continue to be committed to working for the future success of the Company and growth of value for all Shareholders. Seafox, by contrast, seems committed to putting the future of the Company and the value of your Shares at significant risk.

**For all the reasons above, the Independent Directors are recommending that Shareholders VOTE AGAINST all of the Seafox Resolutions.**

### **3 The Requisitioned General Meeting**

Set out at the end of this document is a notice convening the Requisitioned General Meeting of the Company to be held at 12 noon on 10 November 2020, at which the Seafox Resolutions will be proposed.

The Seafox Resolutions are each ordinary resolutions as set out in the Notice of the Requisitioned General Meeting on page 16 of this document.

**The Independent Directors consider that the Seafox Resolutions are NOT in the best interests of the Company, its Shareholders as a whole and its other stakeholders. Accordingly, the Independent Directors recommend that Shareholders VOTE AGAINST each of the Seafox Resolutions to be proposed at the Requisitioned General Meeting.**

**In light of the impact of the COVID-19 pandemic and the importance that the Company places on the health and wellbeing of our employees and Shareholders, Shareholders will not be given the opportunity to attend the Requisitioned General Meeting in person.**

**The Requisitioned General Meeting will therefore be held in accordance with Paragraph 3 of Schedule 14 to the 2020 Act, with two or more Shareholders or their proxies, each of whom will be a Director or the Company Secretary, being connected by electronic means. Other Shareholders and their proxies will not have the right to attend the Requisitioned General Meeting in person or otherwise participate, other than by voting by appointing the Chairman of the Requisitioned General Meeting as their proxy.**

### **4 Action to be Taken**

Shareholders will find enclosed with the Notice in this document a Form of Proxy for use in connection with the Requisitioned General Meeting. You are urged to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, by the Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, as soon as possible and by no later than 12 noon on 6 November 2020 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

**We strongly encourage you, where possible, to submit your Form of Proxy appointing the Chairman of the Requisitioned General Meeting as your proxy electronically in the event that: (i) there are delays in or suspension of the postal service; or (ii) Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA is closed as a result of COVID-19.**

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the Requisitioned General Meeting.

**5 Recommendation<sup>2</sup>**

**For the reasons given above, the Independent Directors consider that the Seafox Resolutions are NOT in the best interests of the Company, its Shareholders as a whole and its other stakeholders. Accordingly, the Independent Directors therefore recommend that Shareholders VOTE AGAINST each of the Seafox Resolutions to be proposed at the Requisitioned General Meeting.**

Yours faithfully

**Tim Summers**

Executive Chairman

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<sup>2</sup> Dr. Grant, Mr. Bissiso, Mr. Blewden and Mr. Turner did not take part in the Board's consideration of the recommendation in respect of the resolution for their own removal.

## PART III – DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy, unless the context requires otherwise.

<b>2020 Act</b>	the Corporate Insolvency and Governance Act 2020, an Act of Parliament that introduced new, temporary arrangements for the holding of general meetings of UK companies during the COVID-19 pandemic.
<b>Act</b>	the Companies Act 2006 (as amended from time to time).
<b>Board or Directors</b>	the directors of the Company whose names are set out on page 6 of this document.
<b>Business Day</b>	a day not being a Saturday, Sunday or public holiday in England on which clearing banks are open for business in the City of London.
<b>Code</b>	UK Corporate Governance Code.
<b>Common Terms Agreement</b>	the common terms agreement originally dated 29 November 2015 between, among others, the Company, and a group of banks for whom Abu Dhabi Commercial bank PJSC acts as agent (as amended and restated on 9 June 2020)
<b>Company or GMS</b>	Gulf Marine Services PLC.
<b>Debt Restructuring</b>	the restructuring of the Group's term loan facilities pursuant to the amendment and restatement of the Common Terms Agreement on 9 June 2020.
<b>Executive Chairman</b>	Tim Summers.
<b>FCA</b>	the Financial Conduct Authority.
<b>Form of Proxy</b>	the form of proxy for use by Shareholders in connection with the Requisitioned General Meeting and accompanying this document.
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended from time to time).
<b>GCC</b>	the Gulf Cooperation Council, consisting of Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates.
<b>Independent Directors</b>	in relation to: <ul style="list-style-type: none"><li>(i) Seafox Resolutions 1 to 3, Mr. Tim Summers, Mr. Mo Bississo, Mr. David Blewden, Dr. Shona Grant and Mr. Mike Turner;</li><li>(ii) Seafox Resolution 4, Mr. Tim Summers, Mr. Mo Bississo, Mr. David Blewden and Dr. Shona Grant;</li></ul>

	(iii) Seafox Resolution 5, Mr. Tim Summers, Mr. Mo Bississo, Dr. Shona Grant and Mr. Mike Turner;
	(iv) Seafox Resolution 6, Mr. Tim Summers, Mr. David Blewden, Dr. Shona Grant and Mr. Mike Turner; and
	(v) Seafox Resolution 7, Mr. Tim Summers, Mr. Mo Bississo, Mr. David Blewden and Mr. Mike Turner.
<b>Lenders</b>	the Group's consortium of lending banks under the Common Terms Agreement.
<b>Listing Rules</b>	the Listing Rules, as published and amended from time to time by the FCA.
<b>London Stock Exchange</b>	London Stock Exchange plc.
<b>Management</b>	the Company's executive management team, comprising the CEO, the CFO and other direct reports of the CEO.
<b>MENA</b>	Middle East and North Africa.
<b>Minimum Proceeds</b>	Pursuant to the terms of the Common Terms Agreement, the Group is required to raise equity capital and use at least U.S.\$75 million of the net proceeds, subject to certain adjustments, to pay down its outstanding debt by no later than 31 December 2020.
<b>Nominations Committee</b>	the nominations committee of the Company.
<b>Notice</b>	the notice of the Requisitioned General Meeting set out in Part IV of this document.
<b>Registrar</b>	Equiniti Limited.
<b>Regulatory Information Service</b>	any of the services authorised by the FCA from time to time for the purpose of disseminating regulatory announcements.
<b>Requisitioned General Meeting</b>	the general meeting of the Company requested by Seafox and convened by the Directors in accordance with section 304 of the Act and to be held at 12 noon on 10 November 2020, or any adjournment thereof, notice of which is set out at the end of this document.
<b>Seafox</b>	Seafox International Limited, being the Shareholder for the purposes of section 303(2) of the Act.
<b>Seafox Nominees</b>	Mr. Rashad Saif Al Jarwan, Mr. Mansour Al Alami and Mr. Saeed Mer Abdulla Khoory.
<b>Seafox Proposal</b>	the requisition from Seafox by way of written notice dated 22 September 2020 in accordance with section 303 of the Act requiring the Directors to call the Requisitioned General Meeting to consider the Seafox Resolutions.

<b>Seafox Resolutions</b>	the resolutions numbered 1 to 7 in the Notice, each being an ordinary resolution that is to be proposed by Seafox at the Requisitioned General Meeting.
<b>Shareholders</b>	the holders of Shares and “ <b>Shareholder</b> ” shall mean any one of them.
<b>Shares</b>	the ordinary shares of 10 pence each in the share capital of the Company.
<b>United Kingdom or UK</b>	the United Kingdom of Great Britain and Northern Ireland.
<b>Warrant Circular</b>	the Company’s Circular to Shareholders and Notice of General Meeting dated 8 October 2020.
<b>Warrants</b>	the warrants proposed to be issued to the Lenders by 31 December 2020 in an amount equal to 20 per cent. of the issued and outstanding shares of the Company, as further detailed in the Warrant Circular.



## PART IV – NOTICE OF REQUISITIONED GENERAL MEETING

### GULF MARINE SERVICES PLC

*(incorporated in England and Wales with registered number 08860816)*

NOTICE IS HEREBY GIVEN that a general meeting (the “**Requisitioned General Meeting**”) of Gulf Marine Services PLC (the “**Company**”) will be held by electronic means at 12 noon on 10 November 2020 for the purpose of considering the ordinary resolutions below (each a “**Resolution**”). The Requisitioned General Meeting will be held in accordance with Paragraph 3 of Schedule 14 to the Corporate Insolvency and Governance Act 2020, with two or more Shareholders or their proxies, each of whom will be a Director or the Company Secretary, being connected by electronic means.

Each of the Resolutions has been requisitioned pursuant to section 303 of the Companies Act 2006 by Seafox International Limited, the registered holder of c.29.99% of the paid-up capital of the Company carrying voting rights at general meetings of the Company.

### REQUISITIONED ORDINARY RESOLUTIONS

- 1 **THAT** Rashad Saif Al Jarwan be appointed as a director of the Company with immediate effect.
- 2 **THAT** Mansour Al Alami be appointed as a director of the Company with immediate effect.
- 3 **THAT** Saeed Mer Abdulla Khoory be appointed as a director of the Company with immediate effect.
- 4 **THAT** Mike Turner be removed as a director of the Company with immediate effect.
- 5 **THAT** David Blewden be removed as a director of the Company with immediate effect.
- 6 **THAT** Mo Bississo be removed as a director of the Company with immediate effect.
- 7 **THAT** Dr. Shona Grant be removed as a director of the Company with immediate effect.

By order of the Board

**Tony Hunter**  
Company Secretary

Dated: 13 October 2020

*Registered office:*  
107 Hammersmith Road  
London  
W14 0QH  
United Kingdom

*Registered in England and Wales with number 08860816*

## NOTES TO THE NOTICE OF REQUISITIONED GENERAL MEETING

- 1 To be entitled to vote at the Requisitioned General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the register of members of the Company at 6.30 p.m. (UK time) on 6 November 2020 (or, in the event of any adjournment, 6.30 p.m. (UK time) on the date which is two Business Days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Requisitioned General Meeting. There are no other procedures or requirements for entitled Shareholders to comply with in order to vote at the Requisitioned General Meeting. In alignment with best practice for UK listed companies, it is the current intention that each of the resolutions to be put to the Requisitioned General Meeting will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of Shareholders' voting intentions because shareholder votes are counted according to the number of Shares held and all votes tendered are taken into account.
- 2 Members are entitled to appoint a proxy to exercise all or part of their rights to speak and vote on their behalf at the Requisitioned General Meeting. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti Limited (the "Registrar"), on 0371 384 2030 (or from outside the UK: +44 (0) 121 415 7047). Lines are open from 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday, excluding public holidays in England and Wales. **Note that at the Requisitioned General Meeting, due to the COVID-19 pandemic, members and/or their proxies (other than the Chairman of the meeting) will not be able to attend the meeting in person. Accordingly, members will need to appoint the Chairman of the meeting to exercise their voting rights at the meeting. If members appoint the Chairman of the meeting as their proxy, this will ensure that their votes are cast in accordance with their wishes.**
- 3 Alternatively, Electronic Proxy Appointment (EPA) is available for this meeting. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. EPA will not be valid if received after 12 noon on 6 November 2020 and will not be accepted if found to contain a computer virus. Members are strongly encouraged, where possible, to submit their Form of Proxy appointing the Chairman of the meeting as your proxy electronically in the event that: (i) there are delays in or suspension of the postal service; or (ii) Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA is closed as a result of COVID-19.
- 4 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
- 5 Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Requisitioned General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 6 The statement of the rights of Shareholders in relation to the appointment of proxies in notes 2 to 4 and 9 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
- 7 Members meeting the threshold requirements set out in the Act have the right, subject to certain conditions, to: (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Requisitioned General Meeting pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Requisitioned General Meeting, pursuant to section 338A of the Act.
- 8 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Requisitioned General Meeting.
- 9 To be valid, any form of proxy or other instrument appointing a proxy must be received by the Registrar by post or (during normal business hours only) by hand at the address shown on the Form of Proxy, by e-mail

by sending a scanned copy of your completed proxy form to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com) or, in the case of shares held through CREST, via the CREST system (see note 11 below). For proxy appointments to be valid, they must be received by no later than 12 noon (UK time) on 6 November 2020. If you return more than one proxy appointment, the proxy appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities for the receipt of any document or information on proxies are open to all Shareholders and those who use them will not be disadvantaged.

- 10 We strongly encourage you, where possible, to submit your Form of Proxy appointing the Chairman of the Requisitioned General Meeting as your proxy electronically in the event that: (i) there are delays in or suspension of the postal service; or (ii) Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA is closed as a result of COVID-19.**
- 11** CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the Requisitioned General Meeting (and any adjournment of the Requisitioned General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 12** In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers’ agent (ID RA19) by 12 noon (UK time) on 6 November 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers’ agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 13** CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 14** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that no more than one corporate representative exercises powers in relation to the same shares.
- 15** As at 12 October 2020 (being the latest practicable date prior to the publication of this Notice), the Company’s ordinary issued share capital consisted of 350,487,787 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 12 October 2020 were 350,487,787.
- 16** You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company’s website at <http://www.gmsuae.com>.

