



**GENERAL MEETING**

The General Meeting of Gulf Marine Services PLC will be held by electronic means at 12 noon (UK time) on 27 October 2020.

In light of the impact of the COVID-19 pandemic, and in line with the Corporate Insolvency and Governance Act 2020, members and/or their proxies will not be given the opportunity to attend the General Meeting in person. Instead, members are strongly encouraged to appoint the Chairman of the meeting as their proxy. If members appoint the Chairman of the meeting as their proxy, this will ensure that their votes are cast in accordance with their wishes.

Shareholder Reference Number

**Notification of Availability**

Dear Shareholder,

This is a notification to inform you that a Shareholder Circular, which includes a Notice of General Meeting, is now available on the Company's website and can be accessed via [www.gmsuae.com](http://www.gmsuae.com). A hard copy of the Shareholder Circular is also included for ease of reference.

Should you prefer to receive this notification via email in future, you may register with the Company's registrar, Equiniti, at [www.shareview.co.uk](http://www.shareview.co.uk) and follow the online instructions.

Yours sincerely,

**Tony Hunter**  
Company Secretary

Registered Office: 107 Hammersmith Road, London W14 0QH United Kingdom. Registered in England and Wales. Registered No. 08860816

**Gulf Marine Services PLC  
FORM OF PROXY**

Voting ID

Task ID

Shareholder Reference Number

I/We being (a) member(s) of the above named company hereby appoint the Chairman of the meeting/or

to act as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held by electronic means at 12 noon (UK time) on 27 October 2020 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. In the absence of any instructions, the proxy will be deemed to have authority to vote or abstain as he/she thinks fit on any business arising at the meeting (including any motion to amend a resolution or adjourn the meeting).

**THE BOARD UNANIMOUSLY RECOMMENDS VOTING FOR ALL RESOLUTIONS.  
PLEASE EXERCISE YOUR RIGHT TO VOTE.**

**ORDINARY RESOLUTIONS**

1. THAT subject to and conditional upon Resolution 2 being duly passed, and in addition to all existing authorities, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £8,762,194.70, pursuant to or in connection with the Warrants, such authority to apply until 26 October 2025, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements 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 the authority given by this resolution has expired.

For	Against	Vote withheld (Note 3)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SPECIAL RESOLUTIONS**

2. THAT subject to and conditional upon Resolution 1 being duly passed, and in addition to all existing powers, the directors of the Company be given power pursuant to section 571 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) pursuant to the authority conferred by Resolution 1 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, such power to be limited to the allotment of equity securities pursuant to the authority granted by Resolution 2 up to an aggregate nominal amount of £8,762,194.70, such power to apply until 26 October 2025, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted after the power given by this resolution has expired.

For	Against	Vote withheld (Note 3)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**THE BOARD UNANIMOUSLY RECOMMENDS VOTING FOR ALL RESOLUTIONS.  
PLEASE EXERCISE YOUR RIGHT TO VOTE.**

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_ 2020

Donnelley Financial Solutions 166591

## NOTES

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), you must be registered in the register of members of the Company at 6.30 p.m. (UK time) on 23 October 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 attend and vote at the General Meeting.
2. You may appoint the Chairman of the meeting or anyone else to be your proxy at the General Meeting. **Note that at this 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.** To appoint the Chairman as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the form of proxy – leave all other proxy appointment details blank.
3. The 'Vote withheld' option is provided to enable you to abstain on the resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
4. To be effective, this Form of Proxy appointing the Chairman of the meeting as a proxy must be deposited with the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom not later than 12 noon on 23 October 2020. For further detail on how to submit your proxy, please refer to Notes 2, 3, 9, and 11 to 13 to the Notice of General Meeting.
5. 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 23 October 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 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.
6. Members mailing the Form of Proxy from outside the United Kingdom will need to attach appropriate postage to the response envelope in order to ensure that their votes are received in time.
7. Where the member is a corporation, this form must be executed as a deed or signed by an officer, attorney or other person duly authorised by the corporation.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
9. CREST members wishing to appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system must ensure that, in order for such CREST Proxy Instruction to be effective, it is received by the Company's agent, Equiniti (ID number RA19), no later than 12 noon on 23 October 2020 or no later than 48 hours (excluding non-working days) before any adjournment of the meeting, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. For further information relating to the CREST proxy system, please refer to the CREST manual and the notes to the Notice of General Meeting.



Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU