

Notice of meeting 2008



THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Offshore Hydrocarbon Mapping plc (the "Company"), please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

OFFSHORE HYDROCARBON MAPPING plc

(a company incorporated in England and Wales and registered with number 04329960)

Annual General Meeting on Tuesday 10 February 2009

Your attention is drawn to the letter from the Chairman of Offshore Hydrocarbon Mapping plc which is set out on pages 3 to 6 of this document and which contains, amongst other matters, the Board's recommendation to vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 12:00 noon on Tuesday 10 February 2009 at the offices of KBC Peel Hunt Ltd, 111 Old Broad Street, London, EC2N 1PH is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received, in the case of any appointment made otherwise than through CREST, as soon as possible by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU but in any event so as to be received by them by 9:00am on Monday 9 February 2009. In the case of any appointment made through CREST, the CREST message must also be received by the issuer's agent R010 by 9:00am on Monday 9 February 2009. Completion and return of a form of proxy will not preclude Shareholders from attending, speaking and voting in person at the Annual General Meeting should they so wish.

Copies of this document are available free of charge until 10 February 2009 at the Company's offices during usual business hours or from the investors section of the Company's website (www.ohmsurveys.com).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and posting to Shareholders	12 January 2009
Latest time and date for receipt of appointments of proxy	by 9:00am on Monday 9 February 2009
Time and date of Annual General Meeting	12:00 noon on Tuesday 10 February 2009

DEFINITIONS

Act	the Companies Act 1985, as amended
Annual General Meeting or AGM	the annual general meeting of the Company convened for 12:00 noon on Tuesday 10 February 2009 and any adjournment thereof, notice of which is set out at the end of this document
Articles	the articles of association of the Company in force as at the date of this document
Board or Directors	the directors of the Company at the date of this document whose names are set out on page 3 of this document
Business Day	any day (other than a Saturday, Sunday or a public holiday in England) on which clearing banks in the City of London are open for the transaction of normal sterling banking business
CA 2006	the Companies Act 2006
Company	Offshore Hydrocarbon Mapping plc
London Stock Exchange	London Stock Exchange plc
New Articles	means the new articles of association proposed to be adopted pursuant to Resolution 8
Notice	the notice convening the Annual General Meeting which is set out on pages 7 to 8 of this document
Ordinary Shares	ordinary shares of 1 penny each in the capital of the Company
Resolutions	the resolutions set out in the Notice
Shareholders	holders of Ordinary Shares

**Offshore Hydrocarbon Mapping plc**

c/o Pinsent Masons LLP
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London
EC1R 0ER
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David Pratt, Executive Chairman
Dr. Lucy MacGregor, Chief Scientific Officer
Bob Auckland, Finance Director
Keith Lough, (Senior Independent Director and Non-executive Director)
Thierry Le Roux (Non-executive Director)

12 January 2009
Notice of meeting 2008

To Shareholders and, for information only, to the holders of options or warrants over Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting

A notice is set out at the end of this document convening the Annual General Meeting of the Company to be held at the offices of KBC Peel Hunt Ltd, 111 Old Broad Street, London, EC2N 1PH at 12:00 noon on Tuesday 10 February 2009.

At the AGM, Resolutions will be proposed as explained below.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for these Resolutions to be passed, a majority of the votes cast must be in favour of the Resolutions. Resolutions 7 to 9 are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolutions.

Resolution 1: Report and financial statements

The directors of the Company must present the financial statements to the meeting.

Resolution 2: Re-appointment of auditors

The Company is required to appoint auditors at each general meeting at which financial statements are presented to the shareholders for adoption. It is proposed that BDO Stoy Hayward LLP be re-appointed as the Company's auditors and that the board be authorised to fix their remuneration.

Resolutions 3 and 4: Appointment of directors

The Company's Articles provide that one third of the Directors is obliged to retire by rotation at each general meeting together with any Directors appointed since the last annual general meeting.

Mr. Bob Auckland is to retire by rotation at the AGM. Mr Bob Auckland is to offer himself up for re-election as a director.

M. Thierry Le Roux who, having been appointed since the date of the last annual general meeting, retires pursuant to Article 83.1 of the Articles and is to offer himself up for re-election as a director.

Resolutions 3 and 4 will be considered and voted on separately.

Resolution 5: Increase authorised share capital

To increase the authorised share capital of the Company from £500,000 to £600,000 by the creation of 10,000,000 new ordinary shares of 1 penny each ranking in all respects pari passu with the existing ordinary shares in the capital of the Company.

Resolution 6: Authority to allot shares

The Company has authorised but unissued share capital. The resolution permits the Directors to allot unissued Ordinary Shares up to the nominal value of £143,917 (being one third of the current issued share capital of the Company, in accordance with institutional shareholder voting guidelines) subject to Resolution 7 in the case of issues for cash. The authority expires at the sooner of the conclusion of the next annual general meeting or fifteen months from the date of the passing of the resolution.

Resolution 7: Authority to disapply pre-emption rights

If the Directors wish to allot any of the unissued shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders. There may be occasions when Directors need the flexibility to allot such shares without invoking these pre-emption rights, for instance, in financing an acquisition or to take advantage of stock market conditions to raise further working capital. The resolution would grant Directors authority:

- (i) to allot shares in connection with an offer of such securities by way of rights to holders of equity securities in proportion to their respective holdings and subject to certain exclusions and other arrangements; or
- (ii) to allot securities in the Company for cash up to an aggregate nominal amount equal to £21,588 (being approximately 5% of the current issued share capital of the Company).

In accordance with institutional shareholder voting guidelines, this resolution empowers the directors to allot equity securities up to an aggregate nominal value of £21,588, being equal to approximately 5% of the Company's issued ordinary share capital as at the date of this notice, for cash without first offering them to existing shareholders. The authority expires at the sooner of the conclusion of the next annual general meeting or fifteen months from the date of the passing of the resolution. The Directors recommend that this authority be granted for the reasons set out above.

Resolution 8: Adoption of New Articles

A number of provisions of CA 2006 came into force on 1 October 2007, 6 April 2008 and 1 October 2008. It is proposed to adopt the New Articles to update the Articles to reflect these changes to English company law. The principal changes to the Articles are set out below. Changes which are of a minor, technical or consequential nature are not highlighted here and the attention of Shareholders is drawn to the New Articles. A copy of the New Articles is available for inspection as noted on page 8 of this document.

Approach to CA 2006

The New Articles have been generally conformed to reflect provisions contained in CA 2006. Certain examples of such provisions including provisions as to the use of proxies and the appointment of corporate representatives are detailed below. However, there will be new provisions of CA 2006 which will apply to the Company whether or not such provisions are specifically incorporated in the New Articles.

Form of resolution

The concept of extraordinary resolutions is no longer used and is not referred to in CA 2006. Reference to extraordinary resolutions is being replaced in the New Articles with a reference to special resolutions.

Convening general and annual general meetings

The provisions in the Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in CA 2006. In particular, a general meeting to consider a special resolution can now be convened on 14 days' notice whereas previously 21 days' notice was required.

Proxies and Corporate Representatives

Under CA 2006 proxies are entitled to vote on a show of hands whereas under the Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by CA 2006 so that articles of association cannot provide that they should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being excluded for this purpose.

Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by a Shareholder. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Delivery of an appointment of proxy shall not preclude a member from attending, speaking or voting at a meeting or any adjournment of it.

Multiple corporate representatives may be appointed (but if they purport to exercise their rights in different ways, then the power is treated as not being exercised).

The New Articles reflect all of these new provisions.

Director age limit

The 70 year age limit for directors was repealed with effect from 6 April 2007. This has been reflected in the New Articles.

Electronic and web communications

Provisions of CA 2006 that came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document for information.

Directors' indemnities

CA 2006 has in some areas widened the scope of the powers of a company to indemnify directors in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

Conflicts of Interest

CA 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under CA 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation.

CA 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. CA 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. Firstly, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision, the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

A copy of the revised New Articles marked to show changes being proposed by this Resolution are available for inspection as noted on page 8 of this document.

Future changes

Due to phased implementation of CA 2006, it is likely that future changes to the Company's articles of association will be proposed at future general meetings to reflect and incorporate provisions of CA 2006 which are yet to come into force.

Resolution 9: Authorisation to make market purchases

Under Resolution 9, which is proposed as a special resolution, the Company will seek a limited authority to make purchases in the market of its own Ordinary Shares, subject to specified limits including the minimum and maximum prices which may be paid. The maximum number of Ordinary Shares which the Company may purchase pursuant to this authority is limited to a maximum of 4,317,511 Ordinary Shares (being approximately 10% of the Company's current issued share capital).

In seeking this authority the Board is not indicating any commitment to buy back Ordinary Shares. The Board will only exercise the authority if, in the light of market conditions prevailing at the time, it considers that the purchases of Ordinary Shares can be expected to result in an increase in earnings per share and be in the best interests of Shareholders generally. The Directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. This authority replaces the authority given to the Directors on 19 December 2007 and shall (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company or the date which is fifteen months after the date on which the resolution is passed.

Action to be taken

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event so as to be received by the registrars no later than 9:00am on Monday 9 February 2009. In the case of any appointment made through CREST, the CREST message must also be received by the issuer's agent R010 by 9:00am on Monday 9 February 2009. The completion and return of the form of proxy will not preclude you from attending the Annual General Meeting, speaking and voting in person should you wish to do so.

Recommendation

The Directors consider that all the Resolutions in this Notice are in the best interests of the Company and its Shareholders as a whole and they recommend that you vote in favour of them as the Directors intend to do in respect of their own beneficial holdings of 929,686 Ordinary Shares representing 2.2 per cent of the current issued share capital of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'D. Pratt', written over a horizontal line.

David Pratt
Chairman

OFFSHORE HYDROCARBON MAPPING plc

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the Company will be held at 12.00 noon on 10 February 2009 at the offices of KBC Peel Hunt Ltd, 111 Old Broad Street, London, EC2N 1PH for the following purposes:

Ordinary resolutions

1. That, the financial statements for the year ended 31 August 2008 and the reports of the directors and auditors thereon be received and considered.
2. That BDO Stoy Hayward LLP, Chartered Accountants, be re-appointed as auditors from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the members and to authorise the directors to fix their remuneration.
3. That Mr. Bob Auckland, who retires by rotation, be re-appointed as a director of the Company.
4. That M. Thierry Le Roux, who, having been appointed since the date of the last annual general meeting, retires pursuant to Article 83.1 of the Articles, be re-appointed as a director of the Company.
5. That the authorised share capital of the Company be increased from £500,000 to £600,000 by the creation of 10,000,000 new ordinary shares of 1 penny each ranking in all respects *pari passu* with the existing ordinary shares in the capital of the Company.
6. That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company; provided that this authority shall be limited to the allotment of relevant securities up to a maximum nominal amount of £143,917; provided further that this authority for the allotment of relevant securities shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company or the date falling fifteen months from the date of the passing of this resolution except that the Company may before the expiry of the authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this paragraph had not expired and this authority shall be in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act.

Special Resolutions

7. That, subject to the passing of Resolution 6 above, the directors of the Company be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by Resolution 6 above as if section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of such securities by way of rights (including, without limitation, a rights issue, open offer or similar arrangements) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the law of any territory or requirements of any regulatory body or stock exchange in any territory or in connection with fractional entitlements or shares represented by depositary receipts or otherwise; and
 - (b) otherwise than pursuant to paragraph (a) above, to allotments of equity securities in the Company for cash up to an aggregate nominal amount equal to £21,588;

and shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company or the date falling fifteen months from the date of the passing of this resolution, except that the Company may before the expiry of this authorisation make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired and this authorisation shall be in substitution for all previous authorisations conferred upon the directors pursuant to section 95 of the Act.

8. That, with effect from the conclusion of the meeting, the Articles of Association produced to the meeting and for the purposes of identification marked "A" and signed by the Chairman of the meeting, be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.
9. That the Company generally be and is hereby authorised for the purposes of section 166 of the Act to make market purchases (as defined in section 163 of the Act) of ordinary shares of 1 penny each in the capital of the Company ('Ordinary Shares') provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 4,317,511 Ordinary Shares;
 - (b) the minimum price which may be paid is 1 penny for each Ordinary Share being the nominal value thereof;

- (c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the Ordinary Shares of the Company are listed on the Alternative Investment Market of London Stock Exchange plc shall be 5 per cent above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the 5 business days before the purchase made;
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company or the date which is fifteen months after the date on which the resolution is passed;
- (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority; and may make a purchase of its shares in pursuance of any such contract.

By order of the Board



Robert I. Auckland
Company Secretary

12 January 2009

Registered number 04329960

Registered office:
c/o Pinsent Masons LLP
30 Aylesbury Street
London
EC1R 0ER

Notes:

1. A member entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him/her. A proxy need not be a member of the Company.
2. A Form of Proxy is provided with this notice. Instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be)). To be valid, proxies appointed otherwise than via the CREST system, must be received at the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 9:00am on Monday 9 February 2009. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person. If someone else signs the form of proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notarially certified copy of such power or authority) to the Company's Registrars together with the form of proxy.
3. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent R010 by 9:00am on Monday 9 February 2009. 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 Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We 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.
4. Attendees should keep and bring with them the Attendance Card. It will authenticate their right to attend, speak and vote and will speed admission to the meeting.
5. There will be available for inspection at the registered office during normal business hours from the date of this notice to the date of the AGM and at the place of the meeting for 15 minutes prior to and during the meeting:
 - a) the existing memorandum and articles of association of the Company; and
 - b) the Company's proposed new articles of association and a comparison of those articles of association against the Company's existing articles of association to show the changes from the existing articles of association.
6. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members no later than 12:00 noon on Sunday 8 February 2009 or, if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.
7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - a. if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - b. if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (<http://www.icsa.org.uk>) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.