

(Translated copy)

Minutes of Annual General Meeting in Songa Offshore SE

(Organization number 988124923)

held at 12:00 on 24 April 2009 at the Company's offices, Haakon VII's gate 1 in Oslo.

In accordance with the Board of Directors' notice of 7 April 2009, the annual general meeting shall have the following

Agenda

1. *Election of a chairman of the meeting*
2. *Approval of the notice and the agenda*
3. *Election of a person to sign the minutes of meeting together with the chairman of the meeting*
4. *Presentation of the Company's state of affairs*
5. *Approval of the annual accounts and the annual report for the financial year 2008, including the consolidated accounts for the group*
6. *Determination of the remuneration to the members of the Board of Directors and the Election Committee*
7. *Approval of the auditor's fee*
8. *Consideration of the Board of Directors' statement regarding the determination of salaries and other remuneration to the management pursuant to Article 6-16a of the Public Limited Companies Act*
9. *Election of Board of Directors*
10. *Election of members of the Election Committee*

1. Opening of the meeting. Registration of shareholders present

The Chairman of the Board, Arne Blystad, opened the meeting and registered the shareholders present.

A list of the number of shares and votes that were present is enclosed to these minutes. A total of 35.391.585 of 105.307.544 outstanding shares was present at the annual general meeting.

2. Election of a chairman of the meeting

Anders Arnkværn was unanimously elected to chair the meeting.

3. Approval of the notice and the agenda

The notice and the agenda were unanimously approved.

4. Election of a person to sign the minutes of meeting together with the chairman of the meeting

Fredrik Platou was elected to sign the minutes together with the chairman of the meeting. The decision was unanimous.

5. Presentation of the Company's state of affairs

Tom Jebsen gave a presentation of the Company's state of affairs and answered questions from the Company's shareholders.

6. Approval of the annual accounts and the annual report for the financial year 2008, including the consolidated accounts for the group

The annual accounts and the report from the Board of Directors and the auditor, including the Board of Directors proposal for the coverage of the Company's loss, were presented to the general meeting.

The general meeting unanimously passed the following resolution:

"The annual accounts and annual report for the financial year 2008 for Songa Offshore SE, including the consolidated accounts for the group, are approved. The Company's loss of USD 3,139,000 shall be transferred to and covered by "Other Equity". No dividends shall be paid."

7. Determination of the remuneration to the members of the Board and the Election Committee

The chairman of the meeting gave a presentation of the proposal from the Election Committee in respect of remuneration to the members of the Board for 2008.

The general meeting passed the following resolution with respect to remuneration to the Board of Directors for 2008:

"Remuneration to the members of the Board of Directors for 2008 is determined as follows:

<i>Arne Blystad (Chairman of the Board)</i>	<i>NOK 200,000</i>
<i>Jon Christian Syvertsen</i>	<i>NOK 150,000</i>
<i>Gunnar Hvammen</i>	<i>NOK 150,000</i>
<i>Valborg Lundegaard</i>	<i>NOK 150 000</i>
<i>Anette Mellbye</i>	<i>NOK 150 000"</i>

The decision was unanimous.

The chairman of the meeting thereafter presented the proposal for remuneration for 2008 for the members of the Election Committee.

The general meeting passed the following resolution with respect to remuneration to the Election Committee for 2008:

“Remuneration to members of the Election Committee for 2008 is determined as follows:

<i>Peter Gram</i>	<i>NOK 10,000</i>
<i>Hans H. Horn</i>	<i>NOK 5,000</i>
<i>Arne Blystad</i>	<i>NOK 5,000”</i>

The decision was unanimous.

8. Approval of the auditor’s fee

In line with the proposal from the Board of Directors and the presentation by the chairman of the meeting regarding the size of the fee, the general meeting passed the following resolution:

“The auditor’s fee, as per invoice for 2008, in the amount of NOK 1.300.000, is approved.”

The decision was unanimous.

9. Consideration of the Board of Directors’ statement regarding the determination of salaries and other remuneration to the management pursuant to Article 6-16a of the Public Limited Companies Act

The general meeting considered the statement from the Board of Directors regarding the principles for determination of remuneration to the management of the Company.

The statement, which is attached to these minutes, was unanimously approved. The vote was consultative, provided however, that it was binding with respect to the parts of the statement regarding the granting of stock options.

10. Election of Board of Directors

The Election Committee’s proposal regarding election of members of the Board of Directors was presented to the general meeting. In accordance with the proposal by the Election Committee it was approved to postpone the election of new Board of Directors until the next Annual General Meeting of the Company.

The decision was unanimous.

11. Election of members of the Election Committee

The Election Committee's proposal regarding election of members of the Election Committee was presented to the general meeting.

The general meeting passed the following resolution:

“Peter Gram (Chairman), Hans H. Horn and Arne Blystad are re-elected as members of the Election Committee for one year.”

The decision was unanimous.

It was informed of the Board of Directors of the Company's ongoing assessment as to whether the arrangement with a Election Committee shall be phased out.

* * *

There being no further items of business, the annual general meeting was adjourned.

Anders Arnkværn

Fredrik Platou

Appendices:

1. List of the present shareholders, with specification of the number of shares and votes.
2. Statement from the Board of Directors regarding the principles for determination of remuneration to the management of the Company.

VEDLEGG 1 / ATTACHMENT 1**List of attending Shareholders**

Name Navn	No of shares and votes Antall aksjer
Spencer Energy AS	24 963 274
H PARTNERS LP	2 698 600
S/A INVESCO PERP EUR SMALL COMP FD	1 918 500
BELLMAN WALTER GLOBAL MASTER FUND	1 520 000
H OFFSHORE FUND LTD	1 144 700
INVESCO FUNDS	763 400
S/A BLACK RIVER CINV BND & DERIVAT	541 000
ALFRED BERG AKTIV	190 500
INVESCO FUNDS SERIES 4 JPM IRL	170 000
S/A FLORIDA RETIREMENT SYSTEM	155 500
CALIFORNIA PUBLIC EMPLOYEES	123 100
HERMES INVESTMENT FUNDS PUBLIC	120 861
PUBLIC EMPLOYEES RETIREMENT	108 000
INVESCO KAGMBH FOR INVESCOEURO	100 000
BARCLAYS GLOBAL INVESTORS N.A.	92 600
PRINCIPAL LIFE INSURANCE COMPANY	88 500
GMAM INVESTMENT FUNDS TRUST	88 312
S/A ING BEWAARMAA 1 BV/EURO SM CAP	79 198
ALFRED BERG NORGE +	55 750
SPDR S P INTERNATIONAL SMALL CAP	54 762
NORTHERN TRUST GLOBAL INVESTMENT	52 142
ALFRED BERG NORGE	38 000
CALIFORNIA STATE TEACHERS	34 281
S/A BAPTIST FOUNDATION OF TEXAS	25 300
MARKUSSEN AS	25 200
BANCO HUMANFOND	25 000
Cosimo AS	25 000
Geir Kristoffersen	19 000
S/A INVESCO PERP EUR OPPORTUN FUND	18 000
MUNICIPAL EMPLOYEES ANNUITY	15 450
J SAINSBURY COMMON INVESTMENT FUND	15 386
S/A PVC INTL SMALL CAP ACCOUNT	14 000
ALFRED BERG AKTIV II	13 800
OREGON PUBLIC EMPLOYEES REIREMENT	10 500
Jan Ellert Fleischer	10 000
Rune Christensen	10000
IBM SAVINGS PLAN	8 382
SSB INVESTMENT FUNDS FOR TAXEXEMPT	7 620
JPMORGAN PB UNITED STATES	7 500
MSCI EAFE SMALL CAP PROVISIONAL	7 475
Glenn Øgred	6 000
CANADA PENSION PLAN INVESTMENT	4 200
FORD MOTOR COMPANY DEFINED BENEFIT	3 977
BARCLAYS GLOBAL INVESTORS	3 600
STATE OF INDIANA, PUBLIC EMPLO	2 400
S/A SEMPRA ENERGY PENS MASTER YST	2 371
Kjartan Festøy	2 000
Otto Aasand	2 000
S/A ROGERSCASEY TARGET SOLUTIONS L	1 600
S/A WF WFMT DIVERSIFIED STOCK PORT	1 492
Roar J. Wilberg	1 000
PFPC TRUST COMPANY	600
STREETTRACKS MSCI EUROPE SMALL	588
S/A SAN DIEGO GAS&ELEC CO NUCLEAR	503
STATE OF CONNECTICUT RETIREMENT	261
Jarle Haugreid	200
Kjell Vidar Hansen	200
Total	35 391 585

ATTACHMENT 2

The Board of Director's statement regarding the determination of salaries and other remuneration to the management pursuant to Article 6-16a of the Public Limited Companies Act

Songa Offshore SE's remuneration policy states that executive management shall be offered a competitive remuneration package when all aspects such as salary, benefits in kind, bonus and pension plans are seen as a whole. The Company shall offer a level of remuneration that reflects the level of comparable companies listed on Oslo Stock Exchange and the industry in general. Executive management shall be able to obtain a bonus in addition to base salary, but only limited to a percentage of base salary and linked to specific goals. The guidelines for such bonus schemes, including bonus to the CEO shall be determined by the Board of Directors or a remuneration committee at the Board's discretion. Executive management in Songa Offshore SE and its subsidiaries, shall be able to receive options to buy shares in the Company. Such options shall be based on the share price at grant date and the program shall have a determined life expectancy. The total number of options in the share option programs shall not exceed 5% of the share capital.

Executive management will normally receive pension benefits that are proportionate with the salary they have obtained during their active years. Members of the executive management may have car, phone and house costs covered by the Company but no other substantial benefits in kind.

Remuneration to executive management for the year ended 31 December 2008 has been carried out in accordance with the above mentioned principles and remuneration for 2009 will also be carried out in accordance with the above mentioned principles.

No changes have been made to the existing remuneration policy nor have any new contracts on remuneration been entered into that will affect the Company or its shareholders materially.