

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF DELAWARE**

|                                 |   |                               |
|---------------------------------|---|-------------------------------|
| -----                           | X |                               |
| <i>In re:</i>                   | : | <b>Chapter 11</b>             |
|                                 | : |                               |
| <b>GULFMARK OFFSHORE, INC.,</b> | : | <b>Case No. 17-11125 (KG)</b> |
|                                 | : |                               |
| <b>Debtor.</b> <sup>1</sup>     | : |                               |
|                                 | : |                               |
|                                 | : |                               |
|                                 | : |                               |
| -----                           | X |                               |

**INSTRUCTIONS FOR DELIVERY OF UNSECURED NOTES TO  
RECEIVE DISTRIBUTIONS UNDER THE CHAPTER 11 PLAN  
OF REORGANIZATION OF GULFMARK OFFSHORE, INC.**

You are receiving this packet because you are a holder of the 6.375% Unsecured Notes Due 2022 (CUSIP No. 402629AG4) (the “**GulfMark Unsecured Notes**”) and, accordingly, the holder of an Allowed Unsecured Notes Claim<sup>2</sup> against GulfMark Offshore, Inc. (the “**Debtor**”). Under the Debtor’s *Amended Chapter 11 Plan of Reorganization of GulfMark Offshore, Inc.*, dated June 26, 2017 [D.I. 172] (as may be amended, the “**Plan**”), if confirmed by the United States Bankruptcy Court for the District of Delaware, you will receive, in exchange for your Allowed Unsecured Notes Claim, (i) New Common Stock to the extent permitted under the Jones Act Restriction and (ii) New Noteholder Warrants to the extent that New Common Stock cannot be issued to you because you are a Non-U.S. Citizen and your Pro Rata share of New Common Stock under all sections of the Plan, when added to the New Common Stock being issued under the Plan to other Non-U.S. Citizens as of the Effective Date, would exceed the Jones Act Restriction all as more fully described in the Plan and the *Disclosure Statement for Amended Chapter 11 Plan of Reorganization of GulfMark Offshore, Inc.*, dated June 26, 2017 [D.I. 173] (the “**Disclosure Statement**”). You may review the Plan and Disclosure Statement free of charge at <https://cases.primeclerk.com/gulfmark> under the Tab entitled Plan & Disclosure Statement.

Pursuant to the U.S. Citizen determination procedures set forth in Section 4.5(d) of the Plan, and to qualify for treatment as a U.S. Citizen under the Plan and receive all of your aforementioned distribution in the form of New Common Stock, you must do the following:

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 6032. The Debtor’s principal mailing address is 842 West Sam Houston Parkway North, Suite 400, Houston, Texas 77024.

<sup>2</sup> Terms used but not defined herein shall have the meanings ascribed to them in the Plan (defined below).

1. Certify your status as a U.S. Citizen by completing and returning the attached Affidavit of United States Citizenship (a “**U.S. Citizenship Affidavit**”) (if applicable) to Prime Clerk LLC (“**Prime Clerk**”) so that it is **actually received** by Prime Clerk by no later than **August 23, 2017** (the “**Certification Deadline**”) at the following address or email:

GulfMark Distribution Form Processing  
c/o Prime Clerk LLC  
830 3rd Avenue, 3rd Floor  
New York, NY 10022  
Email: gulfmarkballots@primeclerk.com

- AND -

2. If you are a U.S. Citizen, on or before the Certification Deadline, (i) instruct your bank, broker, intermediary, or nominee (each, a “**Nominee**”) to electronically deliver your GulfMark Unsecured Notes via the Automated Tender Offer Program (“**ATOP**”) at the Depository Trust Company (“**DTC**”) by 5:00 p.m. (ET) and (ii) complete and return this form to Prime Clerk to the address or email indicated above.

IF YOU DO NOT ELECTRONICALLY DELIVER YOUR GULFMARK UNSECURED NOTES VIA ATOP **AND/OR** TIMELY COMPLETE AND RETURN THE U.S. CITIZENSHIP AFFIDAVIT BY THE CERTIFICATION DEADLINE, YOU MAY BE DEEMED TO BE A NON-U.S. CITIZEN AND THEREFORE MAY RECEIVE YOUR PRO RATA SHARE OF REORGANIZED GULFMARK EQUITY IN THE FORM OF NEW NOTEHOLDER WARRANTS TO THE EXTENT THAT NEW COMMON STOCK CANNOT BE ISSUED TO YOU TO COMPLY WITH THE JONES ACT RESTRICTION.

**Item 1. CERTIFICATION OF U.S. CITIZENSHIP STATUS**

**Jones Act Limitations and U.S. Citizen Representation**

Certain of the Debtor’s operations are conducted in the U.S. coastwise trade and are governed by the U.S. citizenship and cabotage laws known collectively as the “Jones Act.” The Jones Act restricts waterborne transportation of goods and passengers between points in the United States to vessels owned and controlled by “citizens of the United States” within the meaning of the Jones Act (such a person, a “**U.S. Citizen**”). The Debtor could lose its privilege of owning and operating vessels in the Jones Act trade if Non-U.S. Citizens were to own or control, in the aggregate, more than 25% of any class or series of the equity interests in the Debtor. Therefore, in order to ensure that at least 76% of the Debtor’s equity interests will be owned by U.S. Citizens, the allocation of Reorganized GulfMark Equity will be determined by the priority order set forth in the Disclosure Statement and Plan such that New Noteholder Warrants will be issued in lieu of New Common Stock to Non-U.S. Citizens to ensure compliance with the Jones Act.

In all cases, a holder of GulfMark Unsecured Notes that provides a U.S. Citizenship Affidavit in the form attached hereto and any other documentation as the Debtor deems advisable

to maintain compliance with the Jones Act (the “**Requisite Documentation**”), and that is determined by the Debtor, in its reasonable discretion, to be a U.S. Citizen shall receive New Common Stock as set forth in the Disclosure Statement and the Plan. Failure to electronically deliver your GulfMark Unsecured Notes via ATOP and/or provide a U.S. Citizenship Affidavit may result in treatment as a Non-U.S. Citizen for all purposes relevant to the Debtor’s compliance with the Jones Act.

**PLEASE CHECK THE APPROPRIATE BOX BELOW. THERE IS NO NEED TO PROVIDE A U.S. CITIZENSHIP AFFIDAVIT IF YOU ARE A NON-U.S. CITIZEN.**

- I am not a U.S. Citizen.
- I am a U.S. Citizen and will provide a U.S. Citizenship Affidavit.

**IF YOU PREVIOUSLY SUBMITTED A U.S. CITIZENSHIP AFFIDAVIT IN CONNECTION WITH THE RIGHTS OFFERINGS CONDUCTED BY THE DEBTOR, THERE IS NO NEED TO PROVIDE AN ADDITIONAL U.S. CITIZENSHIP AFFIDAVIT. IF APPLICABLE, PLEASE CHECK THE BOX BELOW:**

- I participated in the 1145 Rights Offering and/or 4(a)(2) Rights Offering and previously submitted a U.S. Citizenship Affidavit.

**Item 2. Electronic Delivery of GulfMark Unsecured Notes via ATOP**

If you are a U.S. Citizen, to ensure you receive your distribution of New Common Stock, instruct your bank, broker, intermediary, or Nominee to electronically deliver your GulfMark Unsecured Notes via ATOP on or before the Certification Deadline.

If you have any questions about your holdings, please contact your Nominee.

Please provide the following information (which you can obtain from your Nominee) to confirm the electronic delivery of your GulfMark Unsecured Notes via ATOP:

**Amount of GulfMark Unsecured Notes (CUSIP No. 402629AG4) tendered via DTC's Automated Tender Offer Program:** \_\_\_\_\_

**ATOP Transaction Confirmation Number:** \_\_\_\_\_

**DO NOT** electronically deliver your GulfMark Unsecured Notes if you are **NOT** a U.S. Citizen.

Your GulfMark Unsecured Notes will be returned to your account upon any of the following:

- If you electronically deliver your notes and do not provide a U.S. Citizenship Affidavit; or
- If, based on all information provided, the Debtor determines in its reasonable discretion that you are not a U.S. Citizen.

IF YOU HAVE ANY QUESTIONS REGARDING THE U.S. CITIZENSHIP AFFIDAVIT, PLEASE CONTACT BLANK ROME LLP (ATTN: R. ANTHONY SALGADO) AT (202) 772-5948, OR VIA EMAIL AT SALGADO@BLANKROME.COM.

IF YOU HAVE ANY OTHER QUESTIONS, PLEASE CONTACT PRIME CLERK AT (844) 822-9230 (DOMESTIC TOLL FREE) OR (347) 338-6503 (INTERNATIONAL), OR VIA EMAIL AT GULFMARKBALLOTS@PRIMECLERK.COM AND REFERENCE "GULFMARK DISTRIBUTION" IN THE SUBJECT LINE. PLEASE NOTE THAT PRIME CLERK IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

This distribution is subject to the terms of the Plan. All questions as to the validity, form and eligibility (including time of receipt) of this form and the accompanying documentation will be determined by the Debtor and Prime Clerk, whose determination shall be final and binding on all parties. The Debtor reserves the absolute right to reject any or all forms and electronically delivered GulfMark Unsecured Notes that are not in proper form or the acceptance of which would, in its legal counsel's opinion, be unlawful. The Debtor also reserves the right to waive any defects, irregularities or conditions. A waiver of any defect or irregularity in one instance shall not constitute a waiver of the same or any other defect or irregularity with respect to any other instance except to the extent the Debtor may otherwise so provide. Delivery of this form and the GulfMark Unsecured Notes shall not be deemed to have been made until any defects or irregularities have been waived by the Debtor or cured. None of the Debtor, Prime Clerk, nor

any other person will be under any duty to give notification of any defect or irregularity in this form or related actions and documentation, or will incur any liability to you for failure to give any such notification.

**I hereby certify, under penalty of perjury, that the aforementioned is true and accurate.**

Date: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Email Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_