

WRITTEN RESOLUTIONS

- of -

THURSDAY



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17/05/2007
COMPANIES HOUSE

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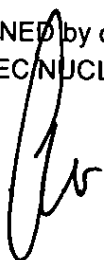
AMEC NNC Overseas Limited (the "Company")

We, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions pursuant to Section 381A of the Companies Act 1985 (the "Act"), as amended and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held

- 1 THAT the execution of an agreement under which the Company accedes to an intercompany composite guarantee dated 17 June 2004 made between National Westminster Bank Plc and AMEC p l c and certain of its subsidiaries ("ICCG") in the form approved by the Directors of the Company at a meeting (a copy of the ICCG having been supplied to the sole member of the Company and the Company's auditors) on or about the date of this Written Resolution be approved as being in the best interests of the Company
- 2 THAT, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the ICCG and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the ICCG for the Company (in such manner and subject to such changes as the Company Directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document))
- 3 THAT the Articles of Association of the Company be amended by the addition thereto of the following new Article, Article 4 3

Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer of shares is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or trustee, or any receiver appointed by, of such a bank or institution pursuant to the power of sale or any other powers under such security, and a certificate by any official of such bank or institution, its nominee, trustee or receiver that the shares where so charged and the transfer was so executed shall be conclusive evidence of such facts
- 4 THAT, notwithstanding that the execution by the Company of the ICCG and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within section 151-158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in Form 155(6)(a) (including the auditors' report attached thereto) (a copy of which having been supplied to the sole member of the Company prior to the signing of this Written Resolution) be and is hereby approved

SIGNED by or on behalf of
AMEC NUCLEAR HOLDINGS LIMITED

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a cursive 'M' and 'H'.

Date 11 May 2007