

Company No. 4540026

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

GIBRALTAR INVESTMENTS (No.7) LIMITED

(the "Company")

12 JULY 2011

(the "Circulation Date")

We, the undersigned, being the persons who at the Circulation Date of this resolution having the right to attend and vote at a general meeting of the Company, and together holding not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolution of the Company, having effect as a special resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006.

THAT the share capital (which term includes the share premium account) of the Company be reduced by cancelling and extinguishing US\$2,000,000,000 of the Company's share premium account in accordance with section 642 of the Companies Act 2006 and the Company's articles of association

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolution set out above.

Please read the notes below before signifying your agreement.


for and on behalf of
Babcock Holdings Limited

for and on behalf of
Babcock Integrated Technology Limited

Date: 12 JULY 2011

LONDON\NTE\20825014 01

TUESDAY



LD1 12/07/2011 87
COMPANIES HOUSE

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

- By Hand. delivering the signed copy to the company secretary at 33 Wigmore Street, London W1U
- Post: returning the signed copy by post to Ben Davey at 33 Wigmore Street, London W1U.
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to *ben.davey@babcock.co.uk* Please enter "Written Resolution" in the e-mail subject box.

If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement
3. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.