

No. 05306415

**THE COMPANIES ACT 2006
UNLIMITED PRIVATE COMPANY
WRITTEN RESOLUTION
OF**

**BABCOCK INTERNATIONAL GUARANTEE COMPANY
(the "Company")**

**MONDAY 17 DECEMBER 2018
(the "Circulation Date")**

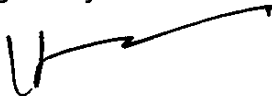
We, the undersigned, being the sole member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following special resolution of the Company, in accordance with Chapter 2 Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

That the share capital of the Company be reduced from £100,000 to £1 by cancelling and extinguishing 99,999 ordinary shares of £1.00 each.

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 affected by the passing of the resolution set out above.

Signed by:



Iain Urquhart
Authorised signatory

For and on behalf of
Gibraltar Investments (No. 7) Limited

Date: Monday 17 December 2018

