

Company No. 6083294

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

BABCOCK (UK) HOLDINGS LIMITED

(the "Company")

27 May 2014

(the "Circulation Date")

We, the undersigned, being the person who at the circulation date of this resolution has the right to attend and vote at a general meeting of the Company, and holding all of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolution of the Company, being proposed as an ordinary resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

ORDINARY RESOLUTION

- 1 THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot ordinary shares and grant rights to subscribe for, or convert any securities into, ordinary shares up to an aggregate nominal amount of £100 00 This authorisation shall expire on the fifth anniversary of the passing of this resolution (save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired)

Please read the notes below before signifying your agreement


for and on behalf of
Babcock International Group Plc

Date 27 May 2014



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 Jacob Gold at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to *jacob.gold@ashurst.com* 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