

No. 07445425

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

BABCOCK GROUP (US INVESTMENTS) LIMITED

(the "Company")

25 APRIL 2017

(the "Circulation Date")

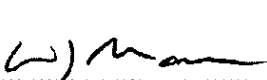
MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who at the circulation date of this resolution has the right to attend and vote at a general meeting of the Company, and holds more than fifty percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolution of the Company. The resolution is being proposed as an ordinary resolution in accordance with Chapter 2 Part 13 of the Companies Act 2006:

ORDINARY RESOLUTION

THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares with an aggregate nominal amount of up to \$1000. This authorisation shall expire five years after the Circulation Date (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 at the end of this document before signifying your agreement.


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for and on behalf of
BABCOCK US INVESTMENTS (NUMBER TWO) LLC


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Dated: **25 APRIL** 2017



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 Babcock Mission Critical Services Ltd, 33 Wigmore Street, London, W1U 1QX.
- Post: returning the signed copy by post to The Company Secretary at Babcock Mission Critical Services Ltd, 33 Wigmore Street, London, W1U 1QX.
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to francesca.downes@ashurst.com. Please enter "Written resolution of Babcock Mission Critical Services Ltd" 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, within 28 days of 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.