

Company No 65805

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

BABCOCK INTERNATIONAL PLC


Passed on 17TH APRIL 1989

At an EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened and held at STONEY ROYD, HALIFAX, W. YORKSHIRE
on 17TH APRIL 1989 the following Resolution was duly
passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

"THAT the Memorandum of Association of the Company be amended
by the addition of a new subclause "(S)" as follows and by the
redesignation of existing subclauses "(S)" and "(T)" as
subclauses "(T)" and "(U)" respectively:-

'(S) To distribute among the Members in specie any property or
assets of the Company, or any proceeds of sale or disposition
of any property of the Company, but so that no distribution
amounting to a reduction of capital shall be made except with
the sanction (if any) for the time being required by law'".


..... X
Chairman TEB

A1018GG (CH)

