

Company No. 65605

THE COMPANIES ACTS 1985 to 1989
SPECIAL RESOLUTION OF BABCOCK INTERNATIONAL LIMITED
PASSED ON 21st JUNE 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at The Lodge, Badminton Court, Church Street, Amersham on 21st June 1991 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

"That it is in the best interests of and to the commercial benefit of the Company in view of the group relationship between the Company and Babcock International Holdings Limited and the interests of the Company and the Babcock Group as a whole to enter into a Guarantee Facility Agreement to be made between Barclays Bank PLC as issuing Bank (1) Babcock International Holdings Limited ("BIHL") (2) Babcock International Group PLC, Babcock International Limited, Babcock Energy Limited, Babcock Contractors Limited and Babcock Construction Limited (3) ("the Guarantee Facility Agreement") and to guarantee the due performance of the obligations of BIHL under the Guarantee Facility Agreement and that accordingly the Directors of the Company be and they are hereby authorised and instructed to procure the execution and delivery by the Company of the Guarantee Facility Agreement in the form produced to this Meeting."

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Chairman

