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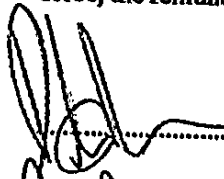


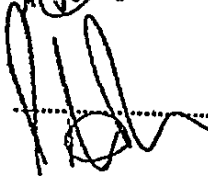
**WRITTEN RESOLUTION DATED
2 JUNE 1997 OF THE MEMBERS OF
BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED**

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at a general meeting of the company, hereby unanimously resolve as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

THAT

- (A) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- (B) The company hereby elects:
 - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
 - (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.
- (C) While the election made by resolution (B)(iii) above remains in force, the remuneration of the auditors be fixed by the directors.

 for and on behalf of
Pearstar Engineering Limited

 for and on behalf of
Babcock Nominees Limited