

**Company No. 00165086**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**BABCOCK INVESTMENTS LIMITED**

**(the "Company")**

**30 October 2013**

**(the "Circulation Date")**

I, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) as at the Circulation Date, irrevocably agree to the following resolutions of the Company, having effect in each case as a special resolution in accordance with Chapter 2 Part 13 of the Companies Act 2006

**SPECIAL RESOLUTIONS**

- 1 THAT the previous allotment and issue of 170,214,024 ordinary shares of 5 pence each in the capital of the Company issued between 16 March 2011 and 30 March 2013 be fully and irrevocably ratified and approved
- 2 THAT the Articles of Association of the Company be amended by deleting all the provisions of the company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association save for the provision providing that the liability of the Company's members is limited

Please read the notes at the end of this document before signifying your agreement

**for and on behalf of  
BABCOCK HOLDINGS LIMITED**

Date 30 October 2013

FRIDAY



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COMPANIES HOUSE