

No. 02077752

Devonport Royal Dockyard Limited

(the "Company")

We certify this to be
a true copy
Ashurst

Written Resolution passed on 5 September 2007
(having the effect of a special resolution)

In accordance with section 381A of the Companies Act 1985 (as amended), WE being the all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolution shall have effect as if passed as a special resolution by the Company in a general meeting.

WE RESOLVE THAT:

- (A) the entry by the Company into an amendment letter (the "**Amendment Letter**") in respect of a working capital facility agreement dated 31 July 2004 between, among others, Peterhouse Group Limited and The Governor and Company of the Bank of Scotland, pursuant to which the Company is provided with overdraft and ancillary facilities and guarantees the obligations of certain subsidiaries of Babcock International Group PLC (the "**Working Capital Facility**"), whereby the amount of the Working Capital Facility is increased from £25,000,000 to £35,00,000 be and is hereby approved;
- (B) the execution of the Amendment Letter and the transactions contemplated thereby are in the best interests of the Company's business and to the commercial benefit and advantage of the Company; and
- (C) the Company be and is hereby authorised to execute the Amendment Letter on such terms as the board of directors of the Company in its discretion sees fit

for and on behalf of

Devonport Management Limited

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