

Company No. 02669327

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTION**

of

**BABCOCK OVERSEAS INVESTMENTS LIMITED**

(the "Company")

28 March 2013

(the "Circulation Date")

We, the undersigned, being as at the Circulation Date the eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, being proposed as an ordinary resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

**ORDINARY RESOLUTION**

THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares up to an aggregate nominal amount of £1,000 Ordinary shares of £1 00 each. This authorisation shall expire on the fifth anniversary of the passing of this resolution (save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired).

Please read the notes below before signifying your agreement.

  
for and on behalf of  
Babcock Holdings Limited

  
for and on behalf of  
Babcock Nominees Limited

Date. 28/3/13

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