

Company No. 02669327

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**BABCOCK OVERSEAS INVESTMENTS LIMITED**

(the "Company")

19 MARCH 2015

(the "Circulation Date")

I, the undersigned, being the person who at the Circulation Date of this resolution has the right to attend and vote at a general meeting of the Company, and holding all of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolution of the Company, having effect as a special resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

THAT the share capital (which term includes the share premium account) of the Company be reduced by cancelling and extinguishing £1,000,000,000 of the Company's share premium account, in accordance with section 641(1)(a) of the Companies Act 2006 and the Company's articles of association

I further consent to every variation or abrogation of the rights attaching to any class of shares of which I am a holder involved in or proposed to be effected by the passing of the resolution set out above

Please read the notes below before signifying your agreement



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

THURSDAY



LD1 19/03/2015 #101  
COMPANIES HOUSE

## NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - By Hand delivering the signed copy to Jacob Gold at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA
  - Post returning the signed copy by post to Jacob Gold at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA
  - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to *jacob.gold@ashurst.com* Please enter "Written resolution" in the e-mail subject box

If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
3. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document