

Registered No. 02955502

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTIONS

of

**BABCOCK HOLDINGS LIMITED**  
(the "Company")

Babcock International Group PLC, being the sole member of the Company who is, at the date of this resolution, entitled to attend and vote at general meetings of the Company hereby **RESOLVES** that the following resolution be passed as a written resolution having effect as an ordinary resolution of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**ORDINARY RESOLUTION**

THAT the directors be and are hereby generally and unconditionally authorised pursuant to section 80 Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount equivalent to the Company's authorised but unissued share capital from time to time for a period expiring five years after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement.

Date: 30 January 2007

.....  
For and on behalf of

**BABCOCK INTERNATIONAL GROUP PLC**



J:\Legal\COMPANIES\Babcock Subsidaries\Babcock Holdings Ltd (BHL)\Resolutions\2007-01-29 e80 written res.doc

