

Company No. 02955502

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BABCOCK HOLDINGS LIMITED

(the "Company")

31 March 2023

(the "Circulation Date")

THURSDAY



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13/04/2023

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COMPANIES HOUSE

We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect in the case of resolution 1.1 as an ordinary resolution and having effect in the case of resolutions 2.1 to 2.3 as special resolutions, in each case in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

1. **ORDINARY RESOLUTIONS**

- 1.1 THAT in addition and without prejudice to all existing authorities the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") 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 (within the meaning of section 551(3) and (6) of the Act) of £452,892,000. 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).

2. **SPECIAL RESOLUTIONS**

- 2.1 THAT the rights and restrictions attaching to each of the 100 issued Class C preference shares of €1.00 each in the capital of the Company be cancelled and each of the said shares be converted into and redesignated as a C ordinary share of £0.88 (calculated as the sterling equivalent of the nominal value of the said shares, using a spot rate of exchange of 0.8800 as at 15:41 on 24 March 2023) having attached thereto the rights and being subject to the restrictions set out in the new articles of association to be adopted by resolution 2.3 below.
- 2.2 THAT the rights and restrictions attaching to each of the 500,000,000 issued Class B preference shares of \$1.00 each in the capital of the Company be cancelled and each of the said shares be converted into and redesignated as a D ordinary share of £0.81831 (calculated as the sterling equivalent of the nominal value of the said shares, using a spot

rate of exchange of 0.81831 as at 15:43 on 24 March 2023) having attached thereto the rights and being subject to the restrictions set out in the new articles of association to be adopted by resolution 2.3 below.

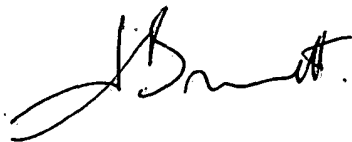
- 2.3 THAT the regulations contained in the document attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association.

3. **WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS**

- 3.1 In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three-quarters in nominal value of the issued Class B preference shares of \$1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions numbered 2.2 and 2.3 set out above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Class B preference shares of \$1.00 each as a class of shares that will or may be effected thereby.
- 3.2 In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three-quarters in nominal value of the issued Class C preference shares of €1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions numbered 2.1 and 2.3 set out above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Class C preference shares of €1.00 each as a class of shares that will or may be effected thereby.

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above.

Date: 31 March 2023



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Babcock (UK) Holdings Limited (holder of 100 per cent of the ordinary shares, 100 per cent of the Class B preference shares and 100 per cent of the Class C preference shares of the Company)

NOTES

1. If you agree to the resolutions, 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 the company secretary at the registered office of the Company.
- Post: returning the signed copy by post to the company secretary at the registered office of the Company.
- Email: by attaching a scanned copy of the signed document to an email and sending it to gareth.mair@ashurst.com. Please enter "Written resolutions" in the email subject box.

If you do not agree to the resolutions, 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 resolutions, 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 resolutions to pass, they will lapse.
4. 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.