

COMPANY NO 173116

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

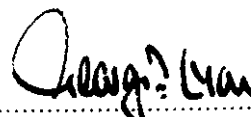
OF

BABCOCK ROSYTH INDUSTRIES LIMITED

Dated 11<sup>th</sup> November 1997

Pursuant to Regulation 53 of Table A as scheduled to the Companies (Tables A to F) Regulations 1985 (as amended) as incorporated in the Company's articles of association.

- "THAT (A) The Company hereby elects:
- (i) pursuant to Section 252 of the Companies Act 1985 (as amended) ("the Act"), to dispense with the laying of accounts and reports before the Company in general meeting;
  - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
  - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.
- (B) For so long as the election made by resolution (A)(iii) above remains in force, the remuneration of the auditors shall be fixed by the directors."



for and on behalf of BABCOCK  
ROSYTH DEFENCE LIMITED

