

Babcock Naval Services Limited

(the "Company")

Written Resolution of the Member

In accordance with the articles of association of the Company, WE being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting

WE RESOLVE THAT

- (A) the accession by the Company as an additional guarantor (the "**Accession**") to a facility agreement dated 9 May 2007 between, among others, Babcock International Group PLC ("**Babcock**") The Governor and Company of the Bank of Scotland, J P Morgan plc, Lloyds TSB plc and The Royal Bank of Scotland plc (the "**Facility Agreement**") be and is hereby approved,
- (B) the execution by the Company of an accession agreement substantially in the form set out in the Facility Agreement (the "**Accession Agreement**") be and is hereby approved,
- (C) the Accession and the execution of the Accession Agreement are in the best interests of the Company's business and to the commercial benefit and advantage of the Company, and
- (D) the Company be and is hereby authorised to execute the Accession Agreement subject to such amendments as the board of directors of the Company in its discretion sees fit


for and on behalf of

Babcock Support Services Limited

5th June 2007



Babcock Support Services Limited

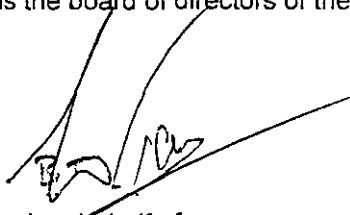
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Babcock2 Limited

5th June 2007