

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

We certify that this is a true copy of the original

Eversheds LLP *Eversheds LLP*
Dated *13/7/06*

passed as

WRITTEN RESOLUTIONS

of

ALSTEC LIMITED



(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. THAT, in connection with the acquisition of the whole of the issued share capital of the Company's direct parent, Alstec Group Limited ("**AGL**"), from AGL's former shareholders, (i) Barrington House Nominees Limited (as nominee for The South Place Eagle Star Partnership 2000); (ii) Barrington House Nominees Limited (as nominee for The South Place Gresham Partnership 2000); (iii) Mervyn Miller; (iv) Alstec Group Trustee Limited; (v) Pierre Marol; (vi) Société Civile de L'Almandy; (vii) Stuart Doughty; (viii) Philip Green; (ix) Peter Drew; (x) Martin Austick; (xi) Gary Wesley; and (xii) Martin Melling, (together, the "**Seller**") by Babcock International Group plc ("**BIG**") pursuant to a Sale and Purchase Agreement dated 09 May 2006 and made between the Seller and BIG, and subject to compliance with sections 155-158 of the Companies Act 1985, the Company enters into the following documents (the "**Documents**"):
 - 1.1 a deed of accession to be entered into by BIG and the Company in favour of The Royal Bank of Scotland PLC ("**RBS**") (as facility agent) pursuant to which the Company will become a party to a £140,000,000 multi-currency revolving credit facility agreement (and incorporated guarantee) dated 22 March 2004 made between (1) BIG (as borrower) (2) certain subsidiaries of BIG (as guarantors) (3) RBS, Barclays Capital and The Governor and Company of the Bank of Scotland ("**BoS**") (4) HSBC Bank plc, RBS and Allied Irish Bank plc (5) Danske Bank A/S and (6) RBS (as facility agent) (as amended and restated pursuant to the terms of an amendment and restatement agreement dated 20 July 1995 made between BIG (and others) and RBS (as facility agent) (the "**RBS Facility Agreement**") as an Additional Guarantor (as defined therein), thereby guaranteeing all monies,

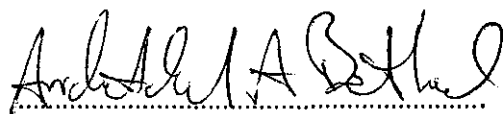
liabilities and payment obligations of BIG under the Finance Documents (as defined therein, but which includes the RBS Facility Agreement) jointly and severally with each other Guarantor (as defined therein) and Additional Guarantor from time to time;

1.2 an accession agreement to be made between (among others) (1) BoS and (2) the Company pursuant to which the Company will become a party to a £20,000,000 working capital and ancillary facilities agreement dated 31 July 2004 made between, amongst others, (1) Peterhouse Group PLC and (2) BoS, as a Borrower (as defined therein); and

1.3 a deed of accession to be made between (1) BoS and (2) the Company, pursuant to which the Company will become a party to an unlimited composite cross-guarantee dated 28 September 2004 made between (1) the Original Guarantors (as defined therein), (2) BIG and (3) BoS, as a Guarantor (as defined therein).

2. THAT the giving of financial assistance by the execution, delivery and performance by the Company of the Documents is approved.

Signed:



Duly authorised for and on behalf of Alstec Group Limited, being the sole shareholder of the Company

Print Name:

ARCHIBALD A BETHEL

Date:

11th July 2006

Attachment:	Signed statutory declaration(s) and auditors' report(s)
Copy:	Auditors