

Company no. SC101959

The Companies Act 2006
Private company limited by shares
Written resolution
of
Rosyth Royal Dockyard Limited

20 April 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Rosyth Royal Dockyard Limited (the "Company") propose that the resolution below is passed as a special resolution of the Company (the "Special Resolution").

Special Resolution:

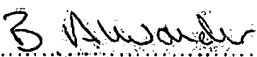
That:

- (a) the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "Act") to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £50. This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires; and
- (b) the directors of the Company be and they are empowered for the purposes of Section 570 of the Act to allot equity securities (as defined by Section 560 of the Act) for cash pursuant to the authority conferred by paragraph (a) above as if Section 561 of the Act did not apply to any such allotment.

Important:

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being the sole member entitled to vote on the resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution.


.....
duly authorised signatory
for and on behalf of
Babcock Marine (Rosyth) Limited

Date: 20 April 2020

TUESDAY



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COMPANIES HOUSE

Notes

1. If you agree to the Special Resolution, 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 (by delivering the signed copy to the Company's registered address marked for the attention of the company secretary).
 - By post (by returning the signed copy to the Company's registered office marked for the attention of the company secretary).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to Julia Wood (julia.wood@babcockinternational.com)).
2. **The Special Resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Special Resolution.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. 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.