

Company No. 04540026

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTION**  
**GIBRALTAR INVESTMENTS (NO. 7) LIMITED**  
**(the "Company")**

*14 March* 2013

**(the "Circulation Date")**

I, the undersigned, being the eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, having effect as a special resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

THAT the share capital (which term includes the share premium account) of the Company be reduced by cancelling and extinguishing USD\$650,000,000 the Company's share premium account in accordance with s 642 of the Companies Act 2006 and the Company's articles of association

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

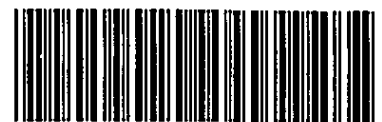
Please read the notes below before signifying your agreement



**for and on behalf of**  
**Babcock Overseas Investments Limited**

Dated *14 March* 2013

THURSDAY



LD1 14/03/2013 #77  
COMPANIES HOUSE

## 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 Nicola Burke at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA
  - Post: returning the signed copy by post to Nicola Burke at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA
  - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to *nicola.burke@ashurst.com*. Please enter "Written resolution" in the e-mail 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. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 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.