

## **ATTACHMENT B**

### **CERTIFICATE OF CORPORATE RESOLUTION**

WHEREAS, WILLBROS GROUP, INC. and WILLBROS INTERNATIONAL, INC. (“WGI” and “WII” or, together referred to herein as “the Company”) have been engaged in discussions with the United States Department of Justice (“the Department”) in connection with issues arising in relation to certain corrupt payments to foreign officials to facilitate the award of contracts and obtaining business for the Company; and

WHEREAS, in order to resolve such discussions, it is proposed that the Company enter into a certain deferred prosecution agreement with the Department; and

WHEREAS the Company’s General Counsel, together with investigative and outside counsel for the Company, have advised the Board of Directors of the Company’s rights, possible defenses, the Sentencing Guidelines’ provisions, and the consequences of entering into such agreement with the Department;

Therefore, this Board hereby RESOLVES that:

1. The Company (i) consents to the filing in the United States District Court for the Southern District of Texas of an Information charging WGI and WII with conspiracy to violate the laws of the United States, namely, the anti-bribery provision of the Foreign Corrupt Practices Act (“FCPA”), ( 15 U.S.C. § 78dd-1, *et seq.*), and the

books and records provision of the FCPA, 15 U. S. C. §§ 78m(b)(2) and (b)(5) and 78ff(a), in violation of 18 U.S.C. § 371 (Count One); payment of bribes, in violation of the FCPA, 15 U.S.C. §§ 78dd-1 and 78dd-2 and 18 U.S.C. § 2 (Counts Two and Three); and making false entries in their books and records, in violation of the FCPA, 15 U.S.C. §§ 78m(b)(2) & (b)(5) and 78ff(a) (Counts Four through Six), relating to its officers and employees making corrupt offers, promises and authorizations to pay, payments of, money to obtain certain contracts to subsidiaries of the Company; (ii) waives indictment on such charges and enters into a Deferred Prosecution Agreement with the Department; and (iii) agrees to accept a monetary penalty against WGI and WII in the aggregate amount of \$22,000,000, and to pay, in accordance with the payment schedule set forth in the Deferred Prosecution Agreement, \$22,000,000 to the United States Treasury with respect to the conduct described in the Information;

2. The General Counsel, or his delegate, is hereby authorized, empowered and directed, on behalf of the Company, to execute the Deferred Prosecution Agreement substantially in such form as reviewed by this Board of Directors at this meeting with such changes as the General Counsel, or his delegate, may approve;

3. The General Counsel, or his delegate, is hereby authorized, empowered and directed to take any and all actions as may be necessary or appropriate, and to approve the forms, terms or provisions of any agreement or other documents as may be

necessary or appropriate to carry out and effectuate the purpose and intent of the foregoing resolutions; and

4. All of the actions of the General Counsel, which actions would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as actions on behalf of the Company.

Date: May 9<sup>th</sup>, 2008

Dennis G. Berryhill  
Dennis G. Berryhill, Secretary  
Board of Directors  
**Willbros Group, Inc.**

