

COMPANY LIMITED BY SHARESRESOLUTIONS

of

HAYS HOLDINGS LIMITED(Passed on 5 December 1988)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 5 December 1988 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. THAT the giving by the Company's subsidiaries, The Career Care Group Holdings Limited, The Career Care Group Limited and Montrose Technical Staff Ltd ("the Charging Subsidiaries"), of financial assistance for the purposes of:-

(a) assisting the Company's holding company Hays plc reduce or discharge its liability incurred for the purpose of its acquisition of 59,986,713 ordinary shares of £1 each in the Company and

(b) assisting the Company's subsidiary Hays Group Ltd to reduce or discharge its liability incurred for the purpose of its acquisition of 49,150 Ordinary Shares of £1 each in The Career Care Group Limited 1 May 1986

taking the form described in the Statutory Declaration of even date herewith made by all the Company's Directors on Companies Form No. 155(6)(b) (a copy of which together with the annexed report by the Company's auditors is available for inspection by the members at this meeting) be and is hereby approved and accordingly that the Charging Subsidiaries be and is hereby authorised to enter into the Guarantee and Composite Trust Debenture in favour of Barclays de Zoete Wedd Limited as agent for Barclays Bank Plc and Lloyds Bank Plc in the form now produced to the meeting marked 'A' or in such substantially similar form as the Directors of the Charging Subsidiaries may in their discretion determine.

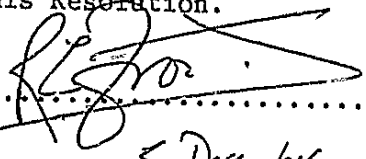
2. THAT each of the Directors of the Company is notwithstanding any interest or duty which he may have which might be in conflict with his duties as a Director of the Company, authorised to vote as a Director of the Company and shall be counted in the quorum at any meeting of the Company's Board of Directors, on any resolution or matter relating to the acquisition and financial assistance referred to in Resolution 1 above and any transaction or matter incidental

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thereto, any provisions of the Company's Articles of Association to the contrary being suspended to the extent requisite to give effect to this Resolution.


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Dated 5 December

1988