

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HAYS HOLDINGS LTD

(Passed on 29 July 1988)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 29 July 1988 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

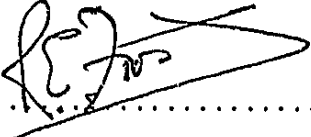
1. THAT the giving by the Company's subsidiaries Hays Group Ltd Hays Commercial Services Ltd Weyside Seven Ltd and Data Express Limited ("the CAS Subsidiaries") and by the Company's subsidiaries Weyside One Ltd Hays Petroleum Services Ltd Data Express Limited and Crescent Wharves Ltd ("the Charging Subsidiaries") of financial assistance for the purpose of 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 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

(a) the CAS Subsidiaries be and are hereby authorised to enter into Guarantees in favour of Barclays Bank Plc in respect of the obligations of Hays Group Ltd (in the case of Guarantees given by the CAS Subsidiaries other than Hays Group Ltd) and in respect of the obligations of Hays Commercial Services Ltd and The Career Care Group Ltd (in the case of the Guarantee given by Hays Group Ltd) in the form now produced to the meeting marked 'A' or in such substantially similar form as the Directors of the CAS Subsidiaries may in their discretion determine and

(b) the Charging Subsidiaries be and are hereby authorised to enter into a 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 'B' or in such other 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 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.


.....
Chairman