

IC
Company No. 93338

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HAYS HOLDINGS LTD

(Passed on 19 November 1987)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 19 November 1987 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be altered by adding the following new sub-clauses (16) and (17) to clause 3 with the remaining sub-clauses being relettered accordingly:

("16) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein

(17) To the extent that the same is permitted by law to give financial assistance for the purpose of acquisition of shares in the Company or any holding company of the Company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law"

COMPANIES REGISTRATION

27 NOV 1987

M

OFFICE

59

2. THAT the giving by those of the Company's subsidiaries listed in the Statutory Declaration hereinafter referred to ("the Charging Subsidiaries") of financial assistance for the purpose of the proposed acquisition of 59,986,713 ordinary shares of £1 each in the the Company's ultimate holding company Hays Holdings Ltd by Chainpoint Limited 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 the Charging Subsidiaries be and are hereby authorised to enter into the Guarantee and Composite Trust Debenture together with the Statutory Ships Mortgages and Composite Deed of Warranty in the forms now produced to the meeting marked "B" and "C" or in such substantially similar forms as the Directors of the Charging Subsidiaries may in their discretion determine.

3. THAT the giving by the Company of financial assistance for the purpose of the proposed acquisition of 59,986,713 Ordinary shares of £1 each in the the Company's ultimate holding company Hays Holdings Ltd by Chainpoint Limited and taking the form described in the Statutory Declaration of even date herewith and made by all the Company's Directors on Companies Form No. 155(6)(a) (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 Company be and is 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 "A" ("the Guarantee and Composite Trust Debenture") or in such substantially similar form as the Directors of the Company may in their discretion determine.

4. 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 Resolutions 2 and 3 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.

