

Company number 924542

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

HUMAN RESOURCE GROUP PLC.

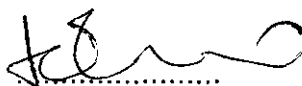
(Dated 10th August 2001)

The following resolution was passed by the directors of the company by virtue of regulation 16(2) of the Uncertificated Securities Regulations 1995:-

Resolution of the Directors

Pursuant to regulation 16(2) of the Uncertificated Securities Regulations 1995 ("the Regulations") it was resolved that:-

- (i) title to the ordinary shares of 10p each in the capital of the company ("the Shares"), in issue or to be issued and which are to be subdivided into ordinary shares of 1p each, may be transferred by means of a relevant system (as defined in the Regulations);
- (ii) such relevant system shall include the relevant system of which CRESTCo Limited is the Operator (as defined in the Regulations);
- (iii) the Shares shall not include any shares referred to in Regulation 17; and
- (iv) this resolution ("the Resolution") shall become effective immediately.



Director

