

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

KEANE LIMITED (the "Company")

Circulation Date: 18 December 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the sole eligible member of the Company, irrevocably agrees that Resolutions (1) and (2) are passed as special resolutions:

SPECIAL RESOLUTIONS

(1) THAT the Articles of Association of the Company be amended by:

A) Amending Article 3(A) so that it now reads:

"The authorised share capital of the Company at the date of adoption is £2,630,000 divided into 4,260,000 ordinary shares of £0.50 each (hereinafter referred to as "Ordinary Shares") and 500,000 8 percent (net) cumulative redeemable preference shares of £1.00 each (hereinafter referred to as "the Preference Shares")."

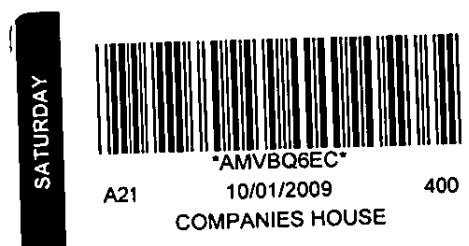
and

B) Inserting the following new Articles at 21 to 31:

"CONFLICTS OF INTEREST

21 The provisions of this Article shall apply in relation to the exercise of the power of the directors to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Company.

22 In Articles 21 to 31:



"authorise" means to authorise in accordance with section 175(5)(a) CA 2006 and "authorisation", "authorised" and cognate expressions shall be construed accordingly;

"CA 2006" means the Companies Act 2006;

"Conflicted Director" means a director in relation to whom there is a conflicting matter;

"conflicting matter" means a matter of the kind referred to in Article 22 (that is to say, a matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company);

"Group Company" means the Company or any company or body corporate which is from time to time the Company's parent undertaking or its subsidiary undertaking or the subsidiary undertaking of any parent undertaking of the Company.

- 23 A Conflicted Director seeking authorisation of his conflicting matter shall disclose to the directors the nature and extent of his conflicting matter as soon as is reasonably practicable. The Conflicted Director shall provide the directors with such details of his conflicting matter as are necessary for the directors to decide how to address the conflicting matter, together with such additional information as may be requested by the directors.
- 24 Any director (including the Conflicted Director) may propose that a Conflicted Director's conflicting matter be authorised. Such proposal, and any authorisation given by the directors, shall be effected in the same way as any other matter may be proposed to and resolved upon by the directors under of the provisions of these Articles, save that:
- (A) the Conflicted Director and any other interested director shall not count towards the quorum nor vote on any resolution giving such authorisation; and
 - (B) the Conflicted Director and any other interested director may, if the directors so decide, be excluded from any meeting of the directors while the conflicting matter and the giving of such authorisation are under consideration.
- 25 Where the directors authorise a Conflicted Director's conflicting matter:
- (A) the directors may (whether at the time of giving the authorisation or subsequently):
 - (i) require that the Conflicted Director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflicting matter; and
 - (ii) impose on the Conflicted Director such other terms for the purpose of dealing with any actual or potential conflict of interest which may arise from the conflicting matter as they may determine;

- (B) the Conflicted Director will be obliged to conduct himself in accordance with any terms imposed by the directors pursuant to the authorisation;
 - (C) the directors may provide that, where the Conflicted Director obtains (otherwise than through his position as a director) information that is confidential to a third party, the Conflicted Director will not be obliged to disclose the information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
 - (D) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded); and
 - (E) the directors may revoke or vary the authorisation at any time but this will not affect anything done by the Conflicted Director prior to such revocation in accordance with the terms of the authorisation.
- 26 If a director is a Conflicted Director by reason only of his directorship of a Group Company then his conflict shall be taken to be approved and authorised by and in accordance with these Articles and such a conflict will no longer be taken to be a conflicting matter and the director in question will no longer be taken as a Conflicted Director.
- 27 A Conflicted Director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any benefit which he (or a person connected with him) derives from a conflicting matter authorised by the directors and no transaction or arrangement shall be liable to be avoided on the grounds of any such benefit.
- 28 A director who has directly or indirectly an interest or a duty in a matter which is material and which conflicts or may conflict with the interests of the Company may, notwithstanding his interest or duty, vote on the matter and be included for the purposes of a quorum at any meeting at which the matter is considered provided that:
- (A) he has disclosed the nature and extent of his interest or duty giving rise to his conflict of interest; and
 - (B) where his conflict of interest is constituted by or arises from a conflicting matter of his, that conflicting matter has been authorised and the director has not been required to be excluded from participation in discussions and/or the making of decisions related to the matter.

Regulation 94 shall be modified accordingly.

- 29 If a question comes up at a meeting of the directors about whether a director (other than the chairman of the meeting) has an interest which is likely to give rise to a conflict of interest or if he can vote or be counted in the quorum, and the director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the meeting. The ruling of the chairman of the meeting about any other director is final and conclusive, unless the nature or extent of the director's interest (so far as it is known to him) has not been fairly disclosed to the directors. If the question comes up about the chairman of the meeting, the question shall be decided by a

resolution of the directors. The chairman of the meeting cannot vote on the question but can be counted in the quorum. The directors' resolution about the chairman of the meeting is conclusive, unless the nature and extent of the chairman's interest (so far as it is known to him) has not been fairly disclosed to the directors. Regulation 98 shall be modified accordingly.

- 30 The Company may by ordinary resolution suspend or relax the provisions of regulation 94 to any extent or ratify any transaction or arrangement which has not been properly authorised by reason of a contravention of these Articles.
- 31 For the purposes of Regulations 85 and 94, and these Articles 30 to 32:
- (A) an interest or duty is "material" unless it cannot reasonably be regarded as likely to give rise to a conflict of interest; and
 - (B) a "conflict of interest" includes a conflict of interest and duty and a conflict of duties."

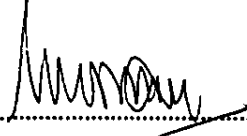
and

- (C) **THAT** the Article 21 of the current Articles of Association be renumbered as Article 32 and each subsequent Article of the current Articles of Association be renumbered accordingly.

And

- (D) **THAT** article 17 be deleted and the following articles be renumbered accordingly.
- (2) **THAT** authorisation be given to the sole director of the Company, Christopher Michael Settrington of Weedon Hill House, Buckingham Road, Weedon, Aylesbury, Buckinghamshire, HP22 4DP (the "Director") in respect of his situational conflict of interest with the Company which arises due to his directorship of the Company's parent, Keane Europe Limited (CRN: 3056544) (the "Parent") and that the Director be hereby authorised to act to the full extent that he is empowered to do so under the Company's Articles of Association and the Companies Acts on behalf of the Company in relation to any transaction or arrangement which concerns both the Company and the Parent.

Signed:



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Duly authorised for and on behalf of Keane Europe Limited.

Dated: 05/01/2009.

NOTES: