## THE COMPANIES ACT 2006

#### PRIVATE COMPANY LIMITED BY SHARES

# WRITTEN RESOLUTION OF FIRST SECURITY (GUARDS) LIMITED (the "Company")



# CIRCULATION DATE: 16th JUNE 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), we, the undersigned, being members of the Company who, at the time and date of circulation, have the right to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby altered in the following manner

- (a) The existing Clause 13 be deleted and replaced with the following new Clause 13:-
  - "13 The Directors shall not be liable to retire by rotation and accordingly Regulations 73-77 & 80 of Table A shall not apply "
- (b) By the insertion of the following new Clause 13A after existing Clause 13:
  - "13A. Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company."



## **AGREEMENT**

Please read the guidance notes at the end of this document before signifying your agreement to this Written Resolution

The undersigned, a person entitled to vote on the Written Resolution on 16<sup>th</sup> June 2010 hereby irrevocably agrees to the Written Resolution

SIGNED by

for and on behalf of

INTERSERVE SPECIALIST SERVICES (HOLDINGS) LIMITED