

Company No 02459997

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of
PROFESSIONAL STAFF LTD
(the "Company")

3 July 2012

The directors of the Company propose that the following written resolutions ("**Resolutions**") be passed as special resolutions of the Company pursuant to Chapter 2, Part 13 of the Companies Act 2006

THAT:

1. the Company's issued share capital be reduced from £176,562 64 divided into 8828132 ordinary shares of £0.02 each by cancelling and extinguishing 8828131 ordinary shares of £0 02 each in the name of Ohsea Holdings Limited;
2. the amount standing to the credit of the share premium account of the Company be reduced by the sum of £22,813,895, and
3. the amount standing to credit in the capital redemption reserve account of the Company be reduced by the sum of £15,540.

The member is advised to read the Statement accompanying these Resolutions before signifying its agreement to the Resolutions.

The member is also advised to read the Solvency Statement dated 3 July 2012, signed by the directors of the Company, accompanying these Resolutions before signifying agreement to the Resolutions.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions as at 3 July 2012, agrees to the Resolutions.


.....
OHSEA HOLDINGS LIMITED

Dated 3 July2012



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COMPANIES HOUSE

Statement accompanying Written Resolutions

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below
2. This document must be sent to the Company using one or more of the following methods:
 - (a) by hand by delivering the signed copy to Andrew Burchall, 800 The Boulevard, Capability Green, Luton, Bedfordshire, LU1 3BA, or
 - (b) by post by returning the signed copy to Andrew Burchall, 800 The Boulevard, Capability Green, Luton, Bedfordshire, LU1 3BA.
3. Once you have signified your agreement to the Resolutions, that agreement may not be revoked
4. If you do not agree to the Resolutions, you do not need to do anything in relation to this document. You will not be deemed to agree to the Resolutions if the Company does not receive a signed copy of this document from you
5. The Resolutions will lapse if they are not passed within 28 days of the date the Resolutions were circulated ("**lapse date**"). Your agreement to the Resolutions will be ineffective if signified after the lapse date, so please ensure that your agreement reaches the Company on or before that date
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority to the Company together with this document

Company No. 02459997

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of
PROFESSIONAL STAFF LTD (the "Company")

Passed on 3 July 2012

The following written resolutions of the sole member of the Company were passed as special Resolutions of the Company pursuant to Chapter 2, Part 13 of the Companies Act 2006:

THAT:

1. the Company's issued share capital be reduced from £176,562 64 divided into 8828132 ordinary shares of £0.02 each by cancelling and extinguishing 8828131 ordinary shares of £0.02 each in the name of Ohsea Holdings Limited;
2. the amount standing to the credit of the share premium account of the Company be reduced by the sum of £22,813,895, and
3. the amount standing to credit in the capital redemption reserve account of the Company be reduced by the sum of £15,540


.....
Director