

No 2459997

CONFORMED COPY RESOLUTION

LAB STAFF LIMITED

CLASS CONSENT OF PREFERRED SHAREHOLDERS

We, being all the holders of the preferred shares of £1 each in the capital of the Company hereby consent to the passing by the Company of the Resolutions set forth in the Notice of Extraordinary General Meeting of the Company annexed hereto and hereby consent to every variation or abrogation of the rights attaching to the said preferred shares involved or requisite to give effect to such Resolutions and further for the purposes of the Investment Agreement dated 19 March 1990 in respect of the Company.

DATED the 28 day of April 1993

SIGNED BY:-

J BENJAMIN
For and on behalf of
ADVENT FIRST LIMITED PARTNERSHIP

J BENJAMIN
For and on behalf of
ADVENT FIRST LIMITED PARTNERSHIP 'A'

J BENJAMIN
For and on behalf of
ADVENT FIRST LIMITED PARTNERSHIP 'B'

B R CULVER

B P BLACKDEN

I R MCKINLEY

P H MOULDING

SDD/DOCS13/1304B



LAB STAFF LIMITED

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Buckland House, Waterside Drive, Langley Business Park, Slough on 18th May 1993, at 12 noon for the purpose of considering and if thought fit passing the following Special Resolutions.

Special Resolutions

1. That, notwithstanding Article 111 of the Articles of Association of the Company, the Directors be authorised

(A) to capitalise 16,800 of the sum standing to the credit of the Share Premium Account at any time during 1993, to appropriate such sum in the following manner:-

- (i) £3,000 to Bruce Robert Culver;
- (ii) £3,500 to Benjamin Paul Blackden; and
- (iii) £300 to Jeremy C. Benjamin

and to apply such sums in paying up in full the number of unissued Ordinary shares of 10p each in the capital of the Company in favour of the above members as represented by the respective proportions set out above;

(B) to capitalise £3,000 of the sum standing to the credit of the Share Premium Account at any time after the period referred to in (A) above, to appropriate such sums as to £1,500 to each of Bruce Robert Culver and Benjamin Paul Blackden, and to apply such sums in paying up in full the number of unissued Ordinary shares of 10p each in the capital of the Company in favour of the above members as represented by the respective proportions as set out above;

and further that no automatic conversion of Preferred shares pursuant to paragraph 4.13 of the Articles of Association of the Company shall take place as a consequence of this resolution 1 taking effect.

2. That the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985 ("the Act"), to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company (including the Ordinary shares the subject of Resolution 1. above) up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company provided that this authority shall expire five years from the date of this Resolution save that the

Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall supersede all previous authorities conferred upon the Directors pursuant to the said Section 80 which authority is hereby revoked.

3. That subject to the passing of Resolution 2., the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of sub-section () of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 2. above as if sub-section (1) of Section 94 of the said Act did not apply to such allotment, provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
4. That the increases in the overall limits of options that may be granted pursuant to sub-clauses 8.2 and 8.3 of the Labstaff Employee Share Option Scheme made at board meetings of the Company held on 14th January 1992 and 19th January 1993 be ratified, confirmed and approved.

DATED

1993

BY ORDER OF THE BOARD

.....
Secretary

Registered No: 2459997

Registered office: Buckland House, Waterside Drive, Langley
Business Park, Slough

NOTE

A Member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not also be a Member of the Company. A proxy form is enclosed.

No 2459997

CONFORMED COPY RESOLUTION

LAB STAFF LIMITED

CLASS CONSENT OF ORDINARY SHAREHOLDERS

We, being all of the holders of the Ordinary shares of £1 each in the capital of the Company not receiving bonus shares pursuant to the Resolutions set forth in the Notice of an Extraordinary General Meeting of the Company annexed hereto hereby consent to the passing by the Company of that Resolution and further hereby consent to every variation or abrogation of the rights attaching to our said Ordinary shares involved or requisite to give effect to such Resolutions.

DATED the 29th day of April 1993

SIGNED BY:-

N CUTTIFORD (Director)
For and on behalf of
WALLBROOK TRUSTEES LIMITED

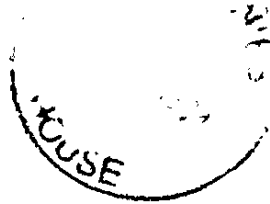
R BALDWIN
For and on behalf of
MERRYFIELD BYSINESS MANAGEMENT SERVICES LIMITED

L MARX JUNIOR

S A DENNING

M S MELLEN

SDD\DOCS13\1304



LAB STAFF LIMITED

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Buckland House, Waterside Drive, Langley Business Park, Slough on 18th May 1993, at 12 noon for the purpose of considering and if thought fit passing the following Special Resolutions.

Special Resolutions

1. That, notwithstanding Article 111 of the Articles of Association of the Company, the Directors be authorised

(A) to capitalise £6,800 of the sum standing to the credit of the Share Premium Account at any time during 1993, to appropriate such sum in the following manner:-

- (i) £3,000 to Bruce Robert Culver;
- (ii) £1,500 to Benjamin Paul Blackden; and
- (iii) £300 to Jeremy C. Benjamin

and to apply such sums in paying up in full the number of unissued Ordinary shares of 10p each in the capital of the Company in favour of the above members as represented by the respective proportions set out above;

(B) to capitalise £3,000 of the sum standing to the credit of the Share Premium Account at any time after the period referred to in (A) above, to appropriate such sums as to £1,500 to each of Bruce Robert Culver and Benjamin Paul Blackden, and to apply such sums in paying up in full the number of unissued Ordinary shares of 10p each in the capital of the Company in favour of the above members as represented by the respective proportions as set out above;

and further that no automatic conversion of Preferred shares pursuant to paragraph 4.13 of the Articles of Association of the Company shall take place as a consequence of this resolution 1 taking effect.

2. That the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985 ("the Act"), to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company (including the Ordinary shares the subject of Resolution 1. above) up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company provided that this authority shall expire five years from the date of this Resolution save that the

Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall supersede all previous authorities conferred upon the Directors pursuant to the said Section 80 which authorities are hereby revoked.

2. That subject to the passing of Resolution 2., the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of sub-section (2) of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 2. above as if sub-section (1) of Section 80 of the said Act did not apply to such allotment, provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
4. That the increases in the overall limits of options that may be granted pursuant to sub-clauses 8.2 and 8.3 of the Labstaff Employee Share Option Scheme made at board meetings of the Company held on 14th January 1992 and 19th January 1993 be ratified, confirmed and approved.

DATED

1993

BY ORDER OF THE BOARD

.....
Secretary

Registered No: 2459997

Registered office: Buckland House, Waterside Drive, Langley Business Park, Slough

NOTE

A Member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not also be a Member of the Company. A proxy form is enclosed.

1166

COMPANY NO.2459997

LAB STAFF LIMITED
CLASS CONSENT OF PREFERRED SHAREHOLDERS

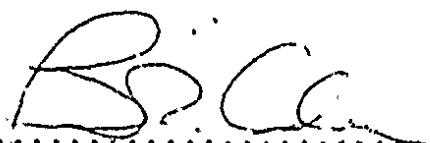
WE, being all of the holders of the Preferred Shares of £1 each of the Company HEREBY CONSENT to the proposed reorganisation of the Company as set out in the document headed "LAB STAFF LIMITED: PROPOSED REORGANISATION; THE STEPS INVOLVED" previously produced to us and FURTHER HEREBY CONSENT to every variation or abrogation of the rights attaching to our said Preferred Shares involved or requisite to give effect to such reorganisation.


DATED the *Eighteenth* day of January 1994

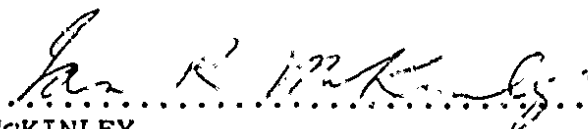
[Signature]
.....
For and behalf of
ADVENT FIRST LIMITED PARTNERSHIP AND
BARCLAYS NOMINEES (BRANCHES) LIMITED

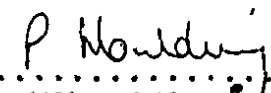
[Signature]
.....
For and on behalf of
ADVENT FIRST LIMITED PARTNERSHIP "A"
and BARCLAYS NOMINEES (BRANCHES) LTD

[Signature]
.....
For and on behalf of
ADVENT FIRST LIMITED PARTNERSHIP "B"
and BARCLAYS NOMINEES (BRANCHES) LTD


.....
B.R. CULVER


.....
B.P. BLACKDEN


.....
I.R. MCKINLEY


.....
P.H. MOULDING

SCAN UPON DEMAND

**We apologise that due
to the poor quality of the fiche,
some of the images scanned
were also of poor quality**