

COMPANY NUMBER 2631340

## ACTION FOR EMPLOYMENT LIMITED

### RESOLUTIONS

The following Resolutions were passed as Ordinary and Special Resolutions respectively of the company at an Extraordinary General Meeting duly convened and held at Bessemer Road, Sheffield, S9 3XP on 2 March 2000.

#### ORDINARY RESOLUTIONS

1. That the ordinary shares of £1 each in the capital of the company be and hereby are sub-divided into shares of 25p each which shall in all respects rank pari passu.
2. That the share capital of the company be increased by £1,500,000 from £1,000,000 to £2,500,000 by the creation of 6,000,000 new shares of 25p each to rank pari passu in all respects with the existing shares in the capital of the company.
3. That undivided profits of £49,500 be capitalised as additional issued share capital of the company and that the sum so resolved to be capitalised should be appropriated to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and to apply such sum on their behalf in paying up in full 198,000 unissued shares of 25p each and allot those shares, credited as fully paid to those members.

#### SPECIAL RESOLUTIONS

1. That 400 ordinary shares shall be irrevocably converted to ordinary 'A' redeemable shares. These shares have no voting rights and no rights to dividends other than those that may be recommended by the company in general meeting. The shares are redeemable at par, at any time, at the option of the holders of 30% of the ordinary shares.

In the event of a winding up of the company, the shares will not participate in the assets of the company, except to the extent of par value, but repayment of these shares shall be made, in alphabetical order, in priority to the ordinary shares.

2. That 400 ordinary shares shall be irrevocably converted to ordinary 'B' redeemable shares, carrying the same rights and restrictions as the ordinary 'A' redeemable shares except that in the event of a winding-up of the company the shares shall rank for repayment after the ordinary 'A' redeemable shares.
3. That 400 ordinary shares shall be irrevocably converted to ordinary 'C' redeemable shares, carrying the same rights and restrictions as the ordinary 'A' redeemable shares except that in the event of a winding-up of the company the shares shall rank for repayment after the ordinary 'A' redeemable shares and the ordinary 'B' redeemable shares.



4. That 400 ordinary shares shall be irrevocably converted to ordinary 'D' redeemable shares, carrying the same rights and restrictions as the ordinary 'A' redeemable shares except that in the event of a winding-up of the company the shares shall rank for repayment after the ordinary 'A' redeemable shares, ordinary 'B' redeemable shares and ordinary 'C' redeemable shares.
5. That 400 ordinary shares shall be irrevocably converted to ordinary 'E' redeemable shares, carrying the same rights and restrictions as the ordinary 'A' redeemable shares except that in the event of a winding-up of the company the shares shall rank for repayment after the ordinary 'A' redeemable shares, ordinary 'B' redeemable shares, ordinary 'C' redeemable shares and ordinary 'D' redeemable shares.
6. That 400 ordinary shares shall be irrevocably converted to ordinary 'F' redeemable shares, carrying the same rights and restrictions as the ordinary 'A' redeemable shares except that in the event of a winding-up of the company the shares shall rank for repayment after the ordinary 'A' redeemable shares, ordinary 'B' redeemable shares, ordinary 'C' redeemable shares, ordinary 'D' redeemable shares and ordinary 'E' redeemable shares.

and that the directors be and are hereby authorised to invite applications from such employees as they shall in their absolute discretion decide.

**By order of the Board**

N. Watson .....  
Secretary



Dated .....

2-3-00