



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of ENVIRONMENTAL  
SERVICES GROUP LIMITED  
(the "Company")

Written resolution of all the members of the Company passed pursuant to section 381A of the Companies Act 1985 ( a copy of which has been supplied to the Auditors of the Company).

1. THAT the giving by the Company of financial assistance for the purpose of the proposed acquisition of the entire issued share capital of the Company by Inspicio Environmental Services Group Limited, taking the form described in the Statutory Declarations of 27 April 2006 and made by all the Company's directors on Companies Form 155(6) (copies of which together with the report by the Company's auditors is annexed) be and are hereby approved. 7
2. THAT the giving by Environmental Contamination Sciences Limited, a wholly owned subsidiary of the Company, of financial assistance for the purpose of the proposed acquisition of the entire issued share capital of the Company by Inspicio Environmental Services Group Limited, taking the form described in the Statutory Declarations of 27 April 2006 and made by all the Company's directors on Companies Form 155(6) (copies of which together with the report by the Company's auditors is annexed) be and are hereby approved. 7 11 A
3. THAT the articles of association of the Company be amended by the insertion of a new paragraph 5.4 as follows:  

"5.4 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

  - 5.4.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
  - 5.4.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - 5.4.3. is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of

such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

4. THAT:

4.1 the entry of the Company into the following documents and the performance by the Company of its obligations under those documents be approved:

- 13  
Debt  
Accession
- (a) a deed of accession to the Facilities Agreement be entered into by the Company and Environmental Contamination Sciences Limited ("**ECSL**") pursuant to which the Company and ECSL agree to become a guarantor under the Facilities Agreement (as defined in the Facilities Agreement Accession Deed) (the "**Facilities Agreement Accession Deed**");
  - (b) a deed of accession to the Debenture (as defined in the Debenture Accession Deed) to be entered into by the Company and ESCL in favour of the Lender (the "**Debenture Accession Deed**"); and
  - (c) an intra-group loan agreement (the "**IGL**") and associated letter of support to be entered into by, amongst others, the Company and ESCL and the Purchaser pursuant to which the Company and ECSL would agree to make advances to Inspicio Environmental Services Group Limited for the purpose of, inter alia, complying with its obligations under the Facilities Agreement;
  - (d) an accession deed to a security trust deed (the "**Security Trust Deed**") under which the Security Trustee is appointed to hold the benefit of the Transaction Security (as defined therein) on behalf of all Secured Finance Parties (as defined therein) to be made by, amongst others, (1) HSBC Bank Plc as Arranger, Original Lender, Agent, Security Trustee and Ancillary Lender and (2) The Obligors (as defined therein) (including the Company and ESCL);
  - (g) a Scottish law standard security by the Company in favour of the Lender over the property owned by the Company and situated at Subjects on North of Bathgate Road, Armadale, West Lothian EH48 2PY and registered in the Land register of Scotland under Title Number WLN13122 (the "**West Lothian Standard Security**"); and
  - (h) a Scottish law standard security by the Company in favour of the Lender over the property owned by the Company and situated at 3 Clark Way, Motherwell Food park, Bellshill and registered in the Land register of Scotland under Title Number LAN26703 (the "**Bellshill Standard Security**" and together with the West Lothian Standard Security, the "**Standard Securities**") (referred to together with the documents above as the "**Assistance Documents**"),

4.2 it is for the corporate benefit and best interests of the Company to enter into the Assistance Documents.

Paul Manning Director  
Mowlem plc Limited

27/04/06