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**CAREERS ENTERPRISE LIMITED (the Company)**

(Company number 2961588)

**MEMBERS' WRITTEN RESOLUTIONS**31 JULY 2012

In accordance with section 288 of the Companies Act 2006 we, being all the eligible members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as special resolutions (the *Special Resolutions*) as if passed by the Company in general meeting and accordingly, **RESOLVE**:

**THAT:**

1. the articles of association of the Company be amended by deleting all of the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association;
2. new articles of association, in the form of the annexed draft, be adopted in substitution for the Company's existing articles of association;
- 3 the Directors of the Company be and are hereby authorised to take all steps necessary or desirable to:
  - (a) effect a redesignation of the entirety of the £1 Ordinary B Shares held by Enterprise Holding Company No 1 Limited, totalling 50 shares, as a new class of deferred shares (*Deferred Shares*) of the same number and to vary the rights attaching to the Deferred Shares; and
  - (b) effect a redesignation of the entirety of the £1 Ordinary A Shares held by Babcock Careers Management Limited, totalling 50 shares, as the sole class of ordinary shares (*Ordinary Shares*) and to vary the rights attaching to the Ordinary Shares; and
4. authorisation may be given in accordance with section 175(5)(a) Companies Act 2006:

**COUNTERPARTS**

This document may be executed in any number of counterparts, and by each party on separate counterparts. Each counterpart is an original, but all counterparts shall together constitute one and the same instrument. Delivery of a counterpart of this document in accordance with the instructions below shall be an effective mode of delivery.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.


The undersigned, being a member entitled to vote on the Special Resolutions on 31 JULY 2012, hereby irrevocably resolves in favour of and agrees to each of the Special Resolutions.

For and on behalf of

**ENTERPRISE HOLDING COMPANY NO 1  
LIMITED**

by

print name: IAN FRASER

signature: 

Dated: 31 JULY 2012

The undersigned, being a member entitled to vote on the Special Resolutions on 31 JULY 2012, hereby irrevocably resolves in favour of and agrees to each of the Special Resolutions:

Signed for and on behalf of

**BABCOCK CAREERS MANAGEMENT LIMITED**

by

print name: ... ..

signature: ... ..

Dated: ....

#### NOTES

1. The circulation date of these Special Resolutions is 31 JULY 2012. These Special Resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these Special Resolutions.

For and on behalf of

**ENTERPRISE HOLDINGS COMPANY NO 1  
LIMITED**

by

print name . . . . .

signature: . . . . .

Dated . . . . .

The undersigned, being a member entitled to vote on the Special Resolutions on  
31 JULY 2012, hereby irrevocably resolves in favour of and agrees to each  
of the Special Resolutions:

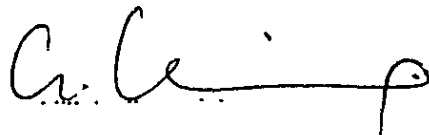
Signed for and on behalf of

**BABCOCK CAREERS MANAGEMENT LIMITED**

by

print name G. LEMIN

signature



Dated 31 JULY 2012

#### NOTES

1 The circulation date of these Special Resolutions is 31 JULY 2012  
These Special Resolutions have been sent to eligible members who would have been entitled  
to vote on the resolutions on this date. Only such eligible members (or persons duly  
authorised on their behalf) should sign these Special Resolutions.

2. You can choose to agree to all the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version using one of the following methods, by:

- hand: delivering the signed copy to Alison Rudd at Lancaster House Centurion Way, Leyland, PR26 6TX.
- post: returning the signed copy by post to Alison Rudd at Lancaster House Centurion Way, Leyland, PR26 6TX
- e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Alison Rudd at ALISON.RUDD@ENTERPRISE.IW.UK Please enter "Written resolutions dated 31 JULY 2012" in the email subject box.

You may not return the Special Resolutions to the Company by any other method.

If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.

4. Unless, by 5.00 p.m. on 27 AUGUST 2012, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

6. A copy of these Special Resolutions have been sent to the auditors.