

Company No: 03195485

**The Companies Act 2006
PRIVATE COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

WYG INTERNATIONAL LIMITED

(the "Company")

Passed the 8th day of December 2009

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

1. THAT the Company, in good faith and for the benefit and in the best interests of the Company for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.
2. THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters.

Signed



Director/Secretary
for and on behalf of
WYG INTERNATIONAL LIMITED
(Company No 03195485)

Dated

8th December 2009

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APPENDIX

1. A multicurrency facility agreement (the "**New Facilities Agreement**") to be entered into by (1) White Young Green plc (the "**Parent**") as parent, (2) the Parent and certain of its subsidiaries as original borrowers (the "**Borrowers**"), (3) the Parent and certain of its subsidiaries, being WYG Group Limited, WYG Engineering Limited, WYG Management Services Limited, WYG Environment Planning Transport Limited, the Company, WYG International Projects Limited, WYG Ireland Limited, WYG Environmental and Planning (Ireland) Limited, WYG Engineering (Ireland) Limited, WYG Nolan Ryan Tweeds Limited, WYG Engineering (Northern Ireland) Limited, WYG Environmental & Planning (Northern Ireland) Limited, WYG Nolan Ryan Tweeds (Northern Ireland) Limited, WYG International SP. Z.O.O., WYG Consulting SP Z.O.O. and PDSB SP. Z.O.O. as guarantors (the "**Guarantors**"), (together the Borrowers, the Guarantors and each other company which accedes to the New Facilities Agreement as a borrower and / or a guarantor, being the "**Obligors**"), (4) Lloyds TSB Bank plc, Fortis Bank, UK Branch and The Royal Bank of Scotland plc as arrangers (the "**Arranger**"), (5) Fortis Bank, UK Branch, Lloyds TSB Bank plc, The Royal Bank of Scotland plc and Fortis Bank Polska S.A. as original lenders (the "**Lenders**"), (6) Lloyds TSB Bank plc as agent (the "**Agent**"), (7) Lloyds TSB Bank plc as security trustee (the "**Security Trustee**") and (8) Lloyds TSB Bank plc and Fortis Bank, UK Branch, as issuing banks (the "**Issuing Banks**") (together, the Arranger, the Lenders, the Agent, the Security Trustee, the Issuing Banks and the Hedge Counterparty (as defined in the New Facilities Agreement) being the "**Finance Parties**") pursuant to which, amongst other things, the Lenders would make available to the Borrowers senior and working capital facilities (the "**New Facilities**"). The New Facilities are to be applied towards, amongst other things, (i) the repayment of the Existing Facilities and Existing Bilateral Facilities; (ii) the payment of fees and transaction costs relating to the Restructuring and (iii) general working capital purposes;
2. A cross guarantee (the "**Guarantee**") to be contained in the New Facilities Agreement in favour of each Finance Party pursuant to which each Guarantor would be required to guarantee punctual payment, performance and discharge by each other Obligor of its obligations under the New Facilities Agreement and associated documents;
3. A composite debenture (the "**Debenture**") to be entered into by the Parent and certain of its subsidiaries, being WYG Group Limited, WYG Management Services Limited, WYG Environment Planning Transport Limited, the Company and WYG International Projects Limited (the "**Chargors**") in favour of the Security Trustee pursuant to which, amongst other things, the Company would grant fixed and floating charges over substantially all of its assets as security for all present and future indebtedness, moneys, obligations and liabilities of each Obligor to the Finance Parties under the Finance Documents (as defined in the New Facilities Agreement) (the "**Secured Liabilities**");

4. A framework agreement (the "**Framework Agreement**") to be entered into by, amongst others, (1) the Parent, (2) the Lenders and the Lender Nominees (as defined therein), (3) Lloyds TSB Bank plc, (4) the Executives (as defined therein), (5) the Obligors (as defined therein), including the Company, and (6) RBS Cees Trustee Limited as trustee of the White Young Green plc 2009 Employee Benefit Trust;
5. A subordination deed (the "**Subordination Deed**") to be entered into by (1) the Parent, (2) the Obligors, (3) various non-trading subsidiaries of the Parent, as subordinated creditors (the "**Subordinated Creditors**"), (4) the Agent and (5) the Security Trustee, pursuant to which the Subordinated Creditors would agree to subordinate all their rights in relation to amounts owed to them from the Obligors behind the rights of the Finance Parties;
6. A bonding line facility letter (the "**Lloyds' Bonding Facility Letter**") to be entered into by (1) the Parent and the Company and (2) Lloyds TSB Bank plc, pursuant to which Lloyds TSB Bank plc would provide a bonding facility of €18,130,000;
7. A bonding line facility letter (the "**Fortis Bonding Facility Letter**") to be entered into by (1) the Parent and the Company and (2) Fortis Bank, UK Branch pursuant to which Fortis Bank, UK Branch would provide a bonding facility (when aggregated together with the bonding facility to be provided to certain Obligors by Fortis Bank Polska S.A.) in an amount equal to the Fortis UK Bonding Amount (as defined in Part II of Schedule 1 of the New Facilities Agreement);
8. A multi-option facility letter (the "**Fortis Multi-Option Facility Letter**") to be entered into by (1) the Parent and the Company and (2) Fortis Bank, UK Branch, pursuant to which Fortis Bank, UK Branch would provide a €2,500,000 multi-option facility; and
9. All such other documents, agreements, certificates, notices, communications or confirmations ("**Ancillary Documents**") as may be required in connection with the Transaction.