

COMPANY NO. 03679828

**MOUCHEL BUSINESS SERVICES LIMITED**

(the *Company*)

**SOLE MEMBER'S WRITTEN RESOLUTION**

07/09

Circulation Date      30 October 2007

We, the undersigned being the sole member of the Company who would be regarded for the purposes of Chapter 2 of Part 13 of the Companies Act 2006 as entitled to attend and vote at general meetings of the Company **CONFIRM** that we have been supplied with the statutory declaration made in compliance with section 155(6) of the Companies Act 1985 (the *Act*) by the directors of the Company together with the auditors' statutory report annexed thereto, and **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**

1      **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the reduction or discharge of the liability incurred in connection with the acquisition by Mouchel Parkman Holdings Limited of the entire issued share capital of the Company and HBS Pension Scheme Trustee Limited, by acceding to the Credit Agreement (as defined in the Appendix hereto) as guarantor and by entering into the Company Intra-Group Loan Agreement (as defined in the Appendix hereto) as more fully described in the statutory declaration of the Company on or about the date written below, be approved and authorised with immediate effect;

2      **THAT** the directors of the Company be and are hereby empowered, authorised and directed to execute (i) the Accession Letter (as defined in the Appendix hereto), and (ii) the Company Intra-Group Loan Agreement, both in the form approved by a meeting of the board of directors held on or about the date written below and any other deed, certificate, instrument, notice, consent, request, mandate or other related document as the directors of the Company consider necessary; and

3      **THAT** the Company's accession to the Credit Agreement as a guarantor and the giving of the guarantee and the entry into the Company Intra-Group Loan Agreement as set out in paragraph 1 above is in the best interests of the Company's business and the entry into by the Company of the proposed transaction substantially on the terms of the Credit Agreement and the Company Intra-Group Loan Agreement is to the commercial benefit and advantage of the Company

FRIDAY



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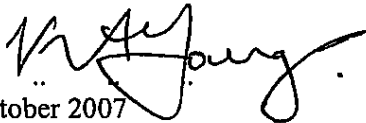
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## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

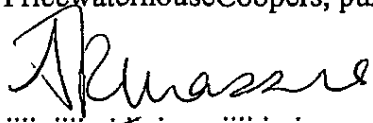


30 October 2007  
on behalf of Mouchel Parkman Holdings Limited

Date: 30/10/07.

**Notice to members**

A copy of this resolution has been sent to the Company's auditors,  
PricewaterhouseCoopers, pursuant to 390(2) of the Companies Act 1985

  
.....  
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this  
resolution

.....

Date . . . .

## APPENDIX

### THE DOCUMENTS:

- (a) A £125,000,000 credit agreement dated 1 August 2007 and made between, amongst others, Mouchel Parkman plc and others (as revolving borrowers, bond borrowers and original guarantors), The Royal Bank of Scotland plc and Lloyds TSB Corporate Markets (as joint mandated lead arrangers), National Westminster Bank plc and Lloyds TSB Bank plc (as original lenders and original issuing banks), National Westminster Bank plc (as original guaranteeing bank) and The Royal Bank of Scotland plc (as agent) (the *Credit Agreement*),
- (b) An intra-group loan agreement dated on or around 30 October 2007 to be entered into by the Company, Mouchel Parkman plc and certain of its subsidiaries, each a lender and a borrower, pursuant to which the relevant lender will make available facilities, from time to time, to the relevant borrower for general corporate purposes including without limitation reducing or discharging any liabilities incurred by Mouchel Parkman plc and any of its subsidiaries in connection with the acquisition of the Company (the *Company Intra-Group Loan Agreement*), and
- (c) An accession deed to be entered into by the Company in respect of the Credit Agreement under which the Company will grant guarantees and indemnities to each Finance Party (the *Accession Letter*).

## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and, if applicable, returning it to the Company using one of the following methods

- (d) **By Hand** delivering the signed copy to Company Secretary, Mouchel Business Services Group Limited, West Hall, Parvis Road, West Byfleet, Surrey, KT14 6EZ
- (e) **Post** returning the signed copy by post to Company Secretary, Mouchel Business Services Group Limited, West Hall, Parvis Road, West Byfleet, Surrey, KT14 6EZ
- (f) **Fax** faxing the signed copy to 01932 346 177 marked "For the attention of Company Secretary".

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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