


COMPANY NUMBER: 3725732 

THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY  
LIMITED BY SHARES

WRITTEN RESOLUTION  
of  
SUPPLY DESK LIMITED  
(the "Company")

WE, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a Special Resolution pursuant to s381A of the Companies Act 1985 (the "Act") and agree that such resolution shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

- 1 THAT the Memorandum of Association of the Company be altered by the addition of the following as a new objects clause:

"To give financial assistance in connection with the acquisition of its own shares (to the extent that such assistance is lawful)".

- 2 THAT the giving by the Company of financial assistance for the discharging of liabilities incurred to Fortis Bank SA/NV and Fortis Commercial Finance Limited (together "**Fortis**") in connection with term loan and invoice discounting facilities advanced to Public Recruitment Group PLC ("**PRG**") its subsidiary, Public Recruitment Group Holdings Limited ("**Holdings**") and the Company in relation to the acquisition by Holdings of the entire issued share capital of the Company (the "**Prior Acquisition**") (as set out in the Statutory Declaration attached hereto together with the Auditors' Statutory Report) by the execution by the Company of the documents referred to below be and is hereby approved;

- 2.1 That notwithstanding the personal interests of the directors of the Company it would be both of benefit to the Company and in the Company's commercial interests to enter into the following documents (copies of which had been made available to the members prior to the circulation of this written

resolution for signature) in connection with the satisfaction of various financing arrangements and the entry into of various security documents in respect thereof (the "**Refinancing**"):

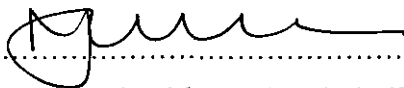
- 2.1.1 a term loan and guarantee facility agreement (the "**Term Loan and Guarantee Facility Agreement**") with Barclays Bank PLC (the "**Bank**") setting out details of a term loan and guarantee facility which the Bank was prepared to provide to PRG for the purposes of discharging the indebtedness to Fortis, part of which had been incurred by PRG and the Company in respect of the Prior Acquisition and pursuant to which the Company would guarantee and agree to pay to the Bank on demand all and every sum and sums of money which now are or shall at any time be owing to the Bank anywhere on any account whatsoever, (including without limitation pursuant to the Term Loan and Guarantee Facility Agreement, the Working Capital Facility Letter and the Discounting Agreement (each as defined below)) made available to PRG and each of its subsidiaries (the "**PRG Group**") respectively by the Bank whether present or future, actual or contingent, joint or several, whether incurred as principal or surety or in any other way whatsoever and including principal, interest, commission, discount and other bank charges including legal charges due or to become due to the Bank now or in the future by any member of the PRG Group in addition to all rights of set off conferred by law, the Bank may set off any monies standing from time to time to the credit of any account of the Company against any money due under the guarantee;
- 2.1.2 a working capital facility letter (the "**Working Capital Facility Letter**") addressed to PRG and each of its subsidiaries from the Bank pursuant to which the Bank made available to the PRG Group a working capital facility;
- 2.1.3 a debenture in the Bank's standard form (the "**Debenture**") creating fixed and floating charges over all of the property assets and undertaking of the Company, both present and future all as more fully set out in the Debenture but including, inter alia, fixed

charges on freehold and leasehold property and other interests in land, chattels, securities, intellectual property, the benefit of all rights, licences and guarantees, all book debts and other debts and monetary claims, bank accounts, credit balances and all goodwill and uncalled capital, as security for all monies and liabilities which now or shall at any time hereafter be due, owing or incurred to the Bank by the Company whether actually or contingently whether presently or in the future and whether solely or jointly with any other person and whether as principal or surety in any way whatsoever including (without limitation) interest, discount, commission and other lawful charges and expenses and all amounts owing by the Company under the guarantee;

2.1.4 a loan and support agreement (the "**Loan and Support Agreement**") between inter alia the Company (1) and PRG (2) pursuant to which the Company agrees to lend to PRG from time to time and insofar as it is able so to do, such sums as are required by PRG to enable it to discharge its liability to the Bank;

2.1.5 a sales ledger financing agreement (the "**Discounting Agreement**") with the Bank pursuant to which the Company will sell and assign all of its debts arising from contracts of sale entered into by the Company to the Bank in the Bank's standard form.

Signed: .....



Duly authorised for and on behalf of  
Public Recruitment Group Holdings  
Limited

Dated: .....

25 APRIL

.....2006

Supply Desk Limited

To: BDO Stoy Hayward LLP

Dated 25 APRIL 2006

Dear Sirs

In accordance with Section 381B of the Companies Act 1985 please note that it is proposed that the special resolutions in the draft written resolution attached be put to all the members of the Company entitled to attend and vote at general meetings of the Company, as a written resolution in accordance with Section 381A of the Companies Act 1985.

A handwritten signature in black ink, consisting of a stylized 'J' followed by several loops and a horizontal line.

For and on behalf of Supply Desk Limited