

Company No 5104223

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

STAFFCARE LIMITED


("Company")

**Special Resolution
Passed as a Written Resolution**

The following special resolution was duly passed by way of written resolution on 21st November 2012 pursuant to Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

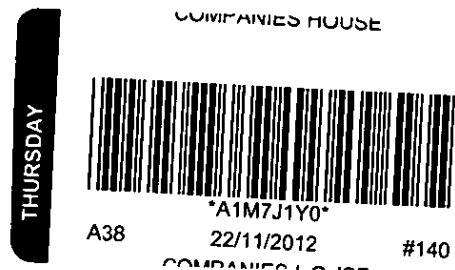
- 1 The redemption of 1,200,000 fully paid Preference Shares of £1 each on the 30th November 2012 ("Redemption Date")



Director

For and on behalf of Staffcare Limited

Date 21st November 2012



**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

STAFFCARE LIMITED

("Company")

Written Resolution

**9th November 2012
("Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

- 1 The Directors' propose to reduce the issued Preference Shares of the Company from 1,800,000 to 600,000 by the redemption of 1,200,000 Preference Shares of £1 each on the 30th November 2012 ("Redemption Date") with the reduction supported by a solvency statement (as attached), signed by each of the Company's directors

The Directors propose to pay Herald GPII Limited £1,200,000 on the Redemption Date in full settlement of 1,200,000 Preference Shares of £1 each

AGREEMENT

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

I/we, being a member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the resolution

Signed by Richard John Guy

Signed by John David Sebastian Booth



A38

COMPANIES HOUSE

22/11/2012 #142
COMPANIES HOUSE

Signed by Ms L Hollingdale

Duly authorised for and on behalf
of Le Grouet Holdings Limited

Signed by Philip John Hollingdale

Signed by Herald GP II Limited

Signed by Mr B Hollingdale

Signed by AON Consulting Limited

Signed by James Westwood Wiley

Signed by Rosemary Hollingdale

Signed by Graham Jarvis

Date

NOTES:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways
 - **By Hand:** by delivering the signed copy to Andrew Thorn at Leatherhead House, Station Road, Leatherhead, Surrey KT22 7FG
 - **By Post:** by returning the signed copy by post to Andrew Thorn at Leatherhead House, Station Road, Leatherhead, Surrey KT22 7FG
 - **By Email:** by attaching a scanned copy of the signed document to an email and sending it to andrew.thorn@staffcare.net

If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree to the resolution if you fail to reply.
- 2 If you agree with the resolution, please ensure that your agreement reaches us on or before the 24th November which is 15 days from and including the Circulation Date set out above] (the "End Date"). If your agreement reaches us after the end date, it will be ineffective. Further, unless by the End Date sufficient agreement has been received for this resolution to pass, it will lapse.
- 3 Note that, once you have indicated your agreement to the resolution, you may not revoke it.
- 4 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.