

Company number: 235790

**Written Resolution under Companies Act 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**DAVIS NOMINEES LIMITED (the "Company")**

**3 November 2010 (the "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 (the "**Resolution**")

**SPECIAL RESOLUTION**

That the Company should change its name from Davis Nominees Limited to Berendsen Nominees Limited with immediate effect

**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

Signed by David A Lawler



Date 3 November 2010

WEDNESDAY



LD1 \*LFW92OSN\* 03/11/2010 212  
COMPANIES HOUSE

## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to David Lawler, Davis Nominees Limited, 4 Grosvenor Place, London SW1X 7DL

You may not return the Resolution to the Company by any other method

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, by 1 December 2010, 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

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE  
COMPANIES ACT 2006**

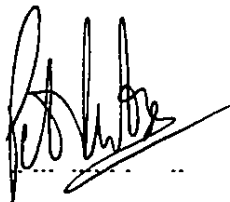
- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolution is 3 November 2010 (the **"Circulation Date"**)
- 3 The procedure for signifying agreement by an eligible member to written resolutions is as follows
  - (A) A member signifies his agreement to the proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolutions to which it relates, and
    - (ii) indicating his agreement to the resolutions
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) A member's agreement to written resolutions, once signified, may not be revoked
  - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

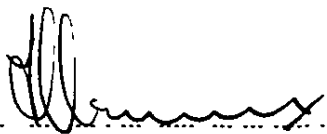
We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions

DATED this 3rd day of November 2010



.....  
for and on behalf of  
**THE DAVIS SERVICE GROUP Plc**  
by P J Ventress



.....  
for and on behalf of  
**BERENDSEN LIMITED**  
by K Quinn



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 235790

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**DAVIS NOMINEES LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**BERENDSEN NOMINEES LIMITED**

Given at Companies House on **3rd November 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES