

Company No 1734222

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
ADG GROUP LIMITED
(the "**Company**")

Passed on 23 January 2012

The following written resolutions of the sole member of the Company were passed as special resolutions pursuant to Part 13, Chapter 2 Companies Act 2006

THAT

- 1 THAT the proposed sale by the Company of the entire issued share capital of PRN Recruitment Limited (the "**Target**") to Impellam Group plc (the "**Purchaser**") on the terms of a draft sale and purchase agreement to be entered into between (1) the Company and (2) the Purchaser (a copy of the latest draft of which is attached to this resolution) (the "**Sale Agreement**") be approved
- 2 THAT any director be and is now authorised to sign on behalf of the Company the Sale Agreement in the form attached to this resolution (subject to any amendments that any director, in his or her absolute discretion, thinks fit) and any ancillary documentation which any director considers (in his or her absolute discretion) necessary or desirable to facilitate or implement the sale of the Target to the Purchaser



Secretary

