

Company No: 03195485

The Companies Act 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
WYG INTERNATIONAL LIMITED
(the "Company")

Passed the 14 day of January ~~2009~~ 2010

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

1. THAT the Company, in good faith and for the benefit and in the best interests of the Company for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.
2. THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters.

Signed

Dir Will

Director/Secretary
for and on behalf of
WYG INTERNATIONAL LIMITED
(Company No 03195485)

Dated

14 January 2010



APPENDIX

1. A share charge (the "**Turkish Share Charge**") to be entered into by the Company in favour of Lloyds TSB Bank plc as security trustee pursuant to which, amongst other things, the Company would grant security over all of its shares in Deleeuw International Yönetim Danışmanlığı Ticaret Limited Şirketi ("**Deleeuw**") for all present and future indebtedness, moneys, obligations and liabilities of each Obligor to the Finance Parties under the Finance Documents (the "**Secured Obligations**") (the terms "**Obligors**", "**Finance Parties**" and "**Finance Documents**" being defined in the multicurrency facility agreement entered into on 8 December 2009 (the "**Facility Agreement**") by (1) WYG plc (then known as White Young Green plc) as parent, (2) the Parent and certain of its subsidiaries as original borrowers, (3) the Parent and certain of its subsidiaries, being WYG Group Limited, WYG Engineering Limited, WYG Management Services Limited, WYG Environment Planning Transport Limited, the Company, WYG International Projects Limited, WYG Ireland Limited, WYG Environmental and Planning (Ireland) Limited, WYG Engineering (Ireland) Limited, WYG Nolan Ryan Tweeds Limited, WYG Engineering (Northern Ireland) Limited, WYG Environmental & Planning (Northern Ireland) Limited, WYG Nolan Ryan Tweeds (Northern Ireland) Limited, WYG International SP. Z.O.O., WYG Consulting SP Z.O.O. and PDSB SP Z.O.O. as guarantors, (4) Lloyds TSB Bank plc, Fortis Bank, a société anonyme incorporated in Belgium and acting through its UK Branch ("**Fortis Bank, UK Branch**") and The Royal Bank of Scotland plc as arrangers, (5) Fortis Bank, UK Branch, Lloyds TSB Bank plc, The Royal Bank of Scotland plc and Fortis Bank Polska S.A. as original lenders, (6) Lloyds TSB Bank plc as agent, (7) Lloyds TSB Bank plc as security trustee and (8) Lloyds TSB Bank plc and Fortis Bank, UK Branch, as issuing banks);
2. A subordination deed (the "**Turkish Subordination Deed**") to be entered into by WYG plc (formerly known as White Young Green plc), the Company, Deleeuw and Lloyds TSB Bank plc (as agent and security trustee), pursuant to which Deleeuw would agree to subordinate all its rights in relation to amounts owed to it from the Company behind the rights of the Finance Parties (as defined in the Facility Agreement).
3. A power of attorney (the "**Turkish PoA**") appointing Erol Bircanoğlu, Huseyin Daşdan, Begum Ozbey Bayol as the Company's attorneys (the "**Turkish Attorneys**"), amongst other things, to execute the Turkish Share Charge on behalf of the Company.
4. All such other documents, agreements, certificates, notices, communications or confirmations ("**Ancillary Documents**") as may be required in connection with the Transaction