

3541165

1ST COLLECTION SERVICES LIMITED (3541165)

(the "Company")

Written Members' Resolution

30 AUGUST 2011

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, WE, being the members of the Company who at the date of circulation of this resolution would be entitled to vote on it at a general meeting of the Company, **AGREE** that the following resolution shall have effect as if passed by the Company in a general meeting as a special resolution and accordingly **WE RESOLVE**

1 THAT the articles of association of the Company be amended by inserting the following new sub-paragraph (m) at Article 7

"(m) Notwithstanding anything contained in these Articles and, in particular this Article 7, the rights of pre-emption shall not apply, and directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

(i) is to any Secured Party, or

(ii) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or

(iii) is executed by a Secured Party pursuant to the power of sale or otherwise under such security, and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those Shares

For the purposes of this Article, Secured Party means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf"

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 above resolution on 30 August 2011, hereby irrevocably agrees to the resolution

Signed by HSS Hire Service Group Limited

Date

[Handwritten signature]
30/8/11

THURSDAY



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COMPANIES HOUSE