

Company number 4151331

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Quality South East Limited (Company)

14 June 2010



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

- 1 **THAT** that the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and Simon James Underwood of Benedict Mackenzie LLP 62 Wilson Street London EC2A 2BU (**Liquidator**) (having consented to act as liquidator) be and is hereby appointed liquidator of the Company for the purposes of such winding up
- 2 **THAT** the Liquidator appointed pursuant to resolution 1 above, be remunerated on a time cost basis as agreed by the board of directors of the company plus VAT, disbursements and expenses
- 3 **THAT** the Liquidator appointed pursuant to resolution 1 above be and is hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers specified in Part 1 of Schedule 4 of the Insolvency Act 1986
- 4 **THAT** the proposed mergers of Inspiring Business Performance Limited (company number 7137232) (**IBPL**) with the Company and/or Capital Quality Limited (4061711) (**CQL**) by means of placing the Company and CQL into voluntary liquidation pursuant to Section 110 Insolvency Act 1986 and the acquisition by IBPL of all the Company's assets and liabilities in consideration for the issue and allotment of shares in IBPL (**Merger**) be and is hereby approved and that the directors of the Company and the Liquidator appointed pursuant to resolution 1 be and are hereby authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Merger and to execute any document and do any act or thing for the purpose of carrying the Merger into effect, and in particular (but without prejudice to the generality of the foregoing)

- a the Company (acting by the Liquidator) be and is hereby authorised and directed to enter into and the Liquidator be and is hereby authorised and directed, pursuant to Section 110 of the Insolvency Act 1986, to give effect to the proposed agreement between (1) the Company (acting through the Liquidator) (2) Simon Underwood (3) IBPL and (4) GWE Business West Limited, Wessex Enterprise Limited, Sussex Enterprise Limited, Business Support Kent Community Interest Company, Ngage Solutions Limited and Skills South East Limited for the transfer of all of the assets and liabilities of the Company to IBPL (**QSE Acquisition**), in the form of the draft circulated to the undersigned members (and signed by the undersigned members and lodged at the Company's registered office on or prior to the date of this resolution for the purposes of identification), with such non material modifications as the parties to the agreement may agree (**Reconstruction Agreement**),
 - b the Liquidator be and is hereby authorised to distribute among the member(s) of the Company in specie or in kind the whole or any part of the assets of the Company, and in particular (but without prejudice to the generality of the foregoing) the Liquidator be and is hereby authorised and directed to request IBPL to arrange for the creation, issue and allotment of shares in IBPL on the basis described in the Reconstruction Agreement for distribution among the members of the Company by way of satisfaction and discharge of their respective interests in the assets and liabilities of the Company as shall be transferred to IBPL in accordance with the Reconstruction Agreement and the Merger
- 5 **THAT** the Reconstruction Agreement be and is hereby approved for all purposes (including without limitation articles 90 and 91 of the Company's articles of association) and the Company (acting by the Liquidator) be and is hereby authorised to enter into the Reconstruction Agreement and all ancillary documentation
- 6 **THAT** any conflict of interest or potential conflict of interest which the directors of the Company may have as a director or director of a member of the Company, a director of IBPL or a director of a member of IBPL in connection with
- a the Merger and the QSE Acquisition and the directors approval of the Merger and QSE Acquisition, and
 - b the directors approval of and execution on behalf of the Company of the Reconstruction Agreement, and
 - c the directors approval and execution of any document and the doing of any act or thing in connection with the Merger and QSE Acquisition and execution and completion of the Reconstruction Agreement,

be and is hereby approved and authorised

AGRÈEMENT

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

The undersigned, a person entitled to vote on the Resolutions on **1st JUNE 2010** hereby irrevocably agrees to the Resolutions

Signed by

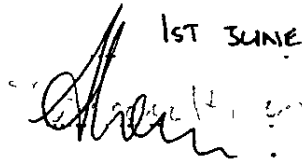


For and on behalf of GWE Business
West Limited

Date

1st JUNE 2010

Signed by



For and on behalf of WSX Enterprise
Limited

Date

1st JUNE 2010

Signed by



For and on behalf of Sussex Enterprise
Limited

Date

1st JUNE 2010

Signed by

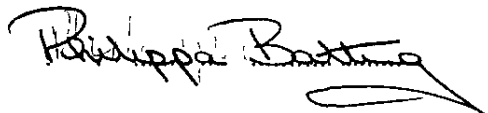


For and on behalf of Business Support
Kent Community Interest Company

Date

1st JUNE 2010

Signed by



For and on behalf of Ngage Solutions
Limited

Date

1st JUNE 2010

Signed by



For and on behalf of Skills South East
Limited

Date

1st JUNE 2010

NOTES

1 You can choose to agree to all of Special Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Rebecca Burford of Callaghans Solicitors, Firlex House, 18 Firgrove Hill, Farnham, Surrey, GU9 8LQ
- **Post** returning the signed copy by post to Rebecca Burford, Callaghans Solicitors, Firlex House, 18 Firgrove Hill, Farnham, Surrey, GU9 8LQ
- **Fax** faxing the signed copy to 01252 723 488 marked "For the attention of Rebecca Burford"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to rburford@callaghans.co.uk. Please enter "QSE Liquidation Written resolutions" in the e-mail subject box

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement

3 Unless, by 1st of June 2010, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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