

Company number: 04373631

FRIDAY



THE COMPANIES ACT 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
INTERCLEAN HOLDINGS LIMITED
(the "Company")

Circulation date: 30 July 2009

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following written resolutions are passed by the Company: (1) and (2) as ordinary resolutions and (3) as a special resolution of the Company (the "**Resolutions**").

Unless otherwise stated or the context otherwise requires, terms defined in the Facilities Agreement (as defined below) shall have the same meaning when used in this resolution.

ORDINARY RESOLUTIONS

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the reorganisation of the banking and finance arrangements of the Company's parent company, Cordant Group plc (company number 03385619) (the "**Parent**") and its subsidiaries Dynamiq Cleaning Limited, PMP Recruitment Limited, Advance Security UK Limited, Abacus Recruitment & Training Services UK Limited, Premiere Employment Group Limited, Prime Time Group Limited, Prime Time Recruitment Limited, Thistle Window Cleaning (Scotland) Limited, Advance Monitoring Limited, Pro Vista Recruitment Limited, The Premiere Group Limited, Urbanchain Limited and Payroll Specialist Services Limited (together, the "**Group**"), be and are hereby approved and (notwithstanding any personal interest of any of the directors) the board of directors of the Company be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of those documents to which the Company is (or is to become) a party:
 - 1.1 an amendment deed to an intercreditor deed (the "**Intercreditor Deed**") made between The Royal Bank of Scotland plc (the "**Lender**") (as Senior Lender, Senior Agent, Ancillary Lender and Security Trustee), RBS Invoice Finance Limited (the "**Invoice Discounter**"), the Parent, various members of the Group and the Investors (as defined therein) and dated 14 June 2007 pursuant to which the subordination of debts owed by the Group to other members of the Group behind debts owed to (inter alia) the Lender and the Invoice Discounter is regulated, to be executed by the Parent (as parent), the Parent and certain of the Parent's subsidiaries (as

Original Borrowers), the Parent and certain of the Parent's subsidiaries (as Original Guarantors), the Parent and certain of the Parent's subsidiaries (as Intragroup Creditors), certain of the Parent's subsidiaries (as New Obligors), the Company and certain of the Parent's subsidiaries (as New Intragroup Creditors), the Lender (as Senior Lender, Senior Agent, Ancillary Lender, Security Trustee and Supplemental Ancillary Lender), the Invoice Discounter (as Invoice Discounter) and Harry Ullmann, Jack Ullmann, Philip Ullmann, Harry Ullmann and Naomi Ullmann, Daniel Liebert, Alan Connor and Lorraine Percival (as Investors) pursuant to which certain members of the Group and PMP Solutions Limited, Interclean Holdings Limited, Interclean Support Services Limited, Interclean Bus Services Limited, and Dynamiq Recruitment Services Limited will accede to the terms of the Intercreditor Deed; and

- 1.2 such other documentation and actions as may be required in order to carry out the matters referred to above,

(the documents referred to in paragraphs 1.1 to 1.2 above being together referred to as the "**Documents**").

2 **THAT:**

- 2.1 the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents to which the Company is a party as they shall deem necessary or appropriate.
- 2.2 these resolutions have effect notwithstanding any provision of the Company's articles of association.

SPECIAL RESOLUTION

- 3 **THAT,** the articles of association of the Company be amended by inserting the following new article as article ("Transfer of Shares") and the remaining sub-clauses shall be renumbered accordingly:

"9 TRANSFER OF SHARES

- 9.1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

9.1.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**");

9.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

9.1.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be

required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid 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.

- 9.2 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulations 8 and 11 of Table A relating to liens over shares shall not apply in respect of any such shares.
- 9.3 Any pre-emption rights contained in these articles of association shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time."

AGREEMENT

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

the Company entering into the Documents to which the Company is a party be and is hereby approved

The undersigned, being the sole person eligible to vote on the above resolutions on the circulation date hereby irrevocably agree to all those resolutions.



.....
[name]

For and on behalf of Dynamiq Cleaning Limited

Date: 30 July 2009

NOTES:

- 1 If you agree with the Resolution, 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 Alan Connor at Chevron House, 346 Long Lane, Hillingdon, Middlesex, UB10 9PF.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to alan.connor@cordantgroup.co.uk
- 2 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.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by midnight by the date 28 days from the date first listed above, 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 this time.
- 5 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.
- 6 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.

The Resolution was passed as an ordinary resolution on³⁰..... July 2009, the signatory being the sole member of the Company.