

Company Number 4482240

PROTIVITI LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

13 October 2008

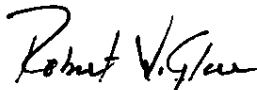
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution are passed as ordinary resolutions (the "**Resolutions**")

ORDINARY RESOLUTIONS

- 1 THAT PricewaterhouseCoopers LLP be appointed auditors of the Company until the conclusion of the next period for approving auditors within the meaning of s485 Companies Act 2006 at a remuneration to be agreed by the board of directors of the Company
- 2 THAT authorisation of any conflict of interest may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006

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

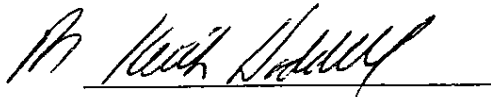
BY ORDER OF THE BOARD



Robert W Glass
Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolutions on **13 October 2008** HEREBY IRREVOCABLY AGREE to the Resolution



M Keith Waddell

duly authorised signatory
for and on behalf of
Protiviti Inc

Dated **13 October 2008**

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CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

Baker & McKenzie LLP
BAKER & MCKENZIE LLP

SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

TUESDAY



ATBF54CE

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28/10/2008

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COMPANIES HOUSE

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by attaching a scanned copy of the signed document to an e-mail and sending it to karen.salty@rh1.com
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days after the date of circulation of this resolution, sufficient agreement has been received for the Resolution to pass, it will lapse
- 4 A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers LLP, on 25 September 2008