Company Number: 4482240

WEDNESDAY

A0UCW98T
A34 22/04/2009 166
COMPANIES HOUSE

PROTIVITI LIMITED

(the "**Company**")

SOLE MEMBER'S WRITTEN RESOLUTION

---

31 March 2009

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 ordinary resolutions (the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,000,000 to £5,000,001 by the creation of a further 4,000,001 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.

2. THAT the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, any Ordinary Shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this resolution shall not exceed 5,000,000 Ordinary Shares of £1 each, being the authorised maximum less any Ordinary Shares already in issue, and that the authority of the directors hereunder shall expire five years from the date of this resolution.

3. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified.

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. Glen .....
Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolutions on 31 March 2009 HEREBY IRREVOCABLY AGREE to the Resolution.

Robert W. Glen

duly authorised signatory
for and on behalf of
Protiviti Inc.

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie LLP
BAKER & McKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

Dated: 31 March 2009