

**The Companies Act 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
HEALTHCARE LOCUMS PLC
PASSED ON 12 SEPTEMBER 2011**

SATURDAY



At a GENERAL MEETING of the above-named Company duly convened and held on 12 September 2011 at the offices of SNR Denton UK LLP, One Fleet Place, London EC4M 7WS the following Resolutions were duly passed, in the case of Resolutions 1, 2 and 6 as ordinary resolutions and, in the case of Resolutions 3, 7 and 8 as Special Resolutions

ORDINARY RESOLUTION

- 1 That the waiver granted by the Panel on Takeovers and Mergers (the "Panel"), on the terms described in the Company's circular to Shareholders of which this notice forms part (the "Circular"), of the obligations that would otherwise arise on the Toscafund Concert Party (as defined in the Circular) (the "**Toscafund Concert Party**") and the ACE Concert Party (as defined in the Circular) (the "**ACE Concert Party**") respectively under Rule 9 of the City Code on Takeovers and Mergers (the "**Code**") to make a general offer to the shareholders of the Company for the entire issued and to be issued share capital of the Company, as a result of ab
- (a) in the case of the Toscafund Concert Party, the allotment and issue of 336,375,000 New Ordinary Shares (as defined in the Circular) ("**New Ordinary Shares**") to Toscafund Asset Management LLP pursuant to the terms of the Placing (as defined in the Circular) (the "**Placing**"), and
- (b) in the case of the ACE Concert Party, 131,625,000 New Ordinary Shares to Ares Capital Europe Limited pursuant to the terms of the Placing and 125,000,000 New Ordinary Shares to Ares Capital Europe (Luxembourg) S a r l pursuant to the Debt for Equity Conversion (as defined in the Circular),

be and is hereby approved by the Independent Shareholders (as defined in the Circular)

ORDINARY RESOLUTION

2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company in connection with the Refinancing (as defined in the Circular) up to an aggregate nominal amount of £76,750,579 provided that this authority shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company after the date on which this resolution is passed " R10

SPECIAL RESOLUTION

- 3 That, subject to and conditional upon the passing of the resolutions 1 and 2 above, and in substitution for all existing and unexercised powers, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 2 above, as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of up to 767,505,790 New Ordinary Shares (as defined in the Circular) pursuant to or in connection with the Refinancing (as defined in the Circular), provided that this power shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company after the date on which this resolution is passed "

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ORDINARY RESOLUTION

- 6 That, in addition to the authority conferred by resolution 2 above, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all or any of the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company ("Rights") up to an aggregate nominal amount of

- (a) £29,361,000, if the Refinancing Resolutions (as defined in the Circular) are passed and the Refinancing (as defined in the Circular) proceeds, or
- (b) £3,778,000, if the Refinancing Resolutions are not passed and the Refinancing does not proceed,

provided that this authority shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company or 15 months after the date on which this resolution is passed, whichever is the earlier, and that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred hereby has expired "

SPECIAL RESOLUTION

7. That, subject to and conditional upon the passing of resolution 6 above, in addition to the power conferred by resolution 3 above, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 6 above, as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities

- (a) in connection with an offer of such securities by way of rights or open offer or otherwise to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
- (b) otherwise than pursuant to paragraph (a) above up to a maximum aggregate nominal amount of.

- (i) £8,808,000, if the Refinancing Resolutions (as defined in the Circular) are passed and the Refinancing (as defined in the Circular) proceeds, or
- (ii) £1,133,000, if the Refinancing Resolutions are not passed and the Refinancing does not proceed,

and shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company or 15 months after the date on which this resolution is passed, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired "

SPECIAL RESOLUTION

- 8 That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that

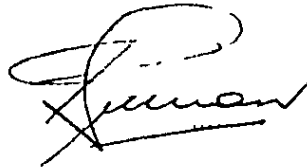
- (a) the maximum number of ordinary shares hereby authorised to be acquired is
 - (i) 88,080,000, if the Refinancing Resolutions (as defined in the Circular) are passed and the Refinancing (as defined in the Circular) proceeds, or
 - (ii) 11,330,000, if the Refinancing Resolutions are not passed and the Refinancing does not proceed,

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representing (in the case of sub-paragraph (i) above) approximately 10 per cent of the issued ordinary share capital of the Company as it will be following completion of the Refinancing (and assuming full take up of the Open Offer (as defined in the Circular)) and (in the case of sub-paragraph (ii) above) approximately 10 per cent of the issued ordinary share capital of the Company as at 19 August 2011,

- (b) the minimum price (excluding expenses) which may be paid for any such shares is 10 pence,
- (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of
 - (i) an amount equal to 105 per cent of the average market value of an ordinary share in the Company for the 5 business days prior to the day the purchase is made, and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for
 - (A) the last independent trade of, and
 - (B) the highest current independent bid for,
 any number of the Company's ordinary shares on the trading venue where the purchase is carried out, and

the authority hereby conferred shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company or 15 months after the date on which this resolution is passed, whichever is the earlier, save that the Company may before the expiry of the authority granted by this resolution enter into a contract to purchase its ordinary shares which will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract

A handwritten signature in black ink, appearing to read 'Luman', with a large, stylized loop at the beginning and a horizontal line at the end.

DIRECTOR