

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WILLIAMS INDUSTRIAL SERVICES LIMITED (Company)

7 April 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution (**the "Special Resolution"**)

SPECIAL RESOLUTION

1 The terms of an agreement between the Company and Barbara Larkham and Frederick Larkham as the Personal Representatives of Stephen Hugh Black for the purchase by the Company of 8,750 B ordinary shares of £1.00 each in the capital of the Company as set out in the draft contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on 7 April 2011, hereby irrevocably agrees to the Special Resolution

Signed by **ROBERT ADAMSON**

Date

7/4/2011

Signed by **JOHN TONER**

Date

07/04/11

Signed by **GARETH CAVES**

Date

7/4/11

Signed by **JOHN BELL**

Date

07-04-11

Signed by **TOM PICKING**

Date

07.04.11



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8/4/2011
COMPANIES HOUSE

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NOTES

1 If you agree to the Special 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 The Company Secretary, Williams Industrial Services Limited, Unit 5, Hydepark Commercial Centre, Mallusk, County Antrim, BT36 4PY
- **Post** returning the signed copy by post to The Company Secretary, Williams Industrial Services Limited, Unit 5, Hydepark Commercial Centre, Mallusk, County Antrim, BT36 4PY
- **Fax** faxing the signed copy to 028 9084 2211 marked "For the attention of The Company Secretary"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to robert.adamson@wis-ni.com Please enter "Written resolution dated 7 April 2011" in the e-mail subject box

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

3 Unless, by 5 May 2011, sufficient agreement has been received for the resolution to pass, they will lapse If you agree to this resolution, please indicate your agreement and notify us as soon as possible

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

Dated

2011

Off-Market Purchase Agreement

between

**BARBARA LARKHAM and FREDERICK LARKHAM
as Personal Representatives of Stephen Hugh Black**

and

WILLIAMS INDUSTRIAL SERVICES LIMITED

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THIS AGREEMENT is dated

2011

Parties

- (1) **BARBARA LARKHAM and FREDERICK LARKHAM as Personal Representatives of STEPHEN HUGH BLACK** both of 14 Woodford Park, Carnmoney, Newtownabbey, Co Antrim, BT36 6TJ (**Personal Representatives**)
- (2) **WILLIAMS INDUSTRIAL SERVICES LIMITED** incorporated and registered in Northern Ireland with company number NI28974 whose registered office is at Unit 5, HydePark Commercial Centre, Mallusk, County Antrim, BT36 4PY (**Company**)

Background

- (A) Stephen Hugh Black (**Deceased**) of 39 Island Road, Ballycarry, Carrickfergus, Co Antrim, BT38 9JE was at his death the owner of 8,750 B ordinary shares of £1 00 each in the capital of the Company (**Shares**)
- (B) The Deceased died on 16 August 2010 having by his will appointed the Personal Representatives to be the executors thereof who duly proved the same on 14 January 2011 in the Chancery Office (Probate) of the High Court of Justice in Northern Ireland, Chancery Division
- (C) It is proposed that the Company shall purchase the Shares from the Personal Representatives for cancellation on the terms of this agreement

Agreed Terms

1. Interpretation

The definitions in the background provision of this agreement shall apply to this agreement

2 Shareholder approval

The sale and purchase of the Shares in accordance with clause 3 is conditional on a special resolution of the Company being passed approving the terms of this agreement (**Shareholder Approval**) If Shareholder Approval is not granted on or before 30 June 2011, this agreement shall cease to have effect immediately after that date and time

3 Sale and purchase of shares

- 3.1 The Personal Representatives agree to sell, or procure the sale of the Shares as beneficial owner and with full title guarantee for a consideration of £662,982 00 being

approximately £75.77 per Share and the Company agrees to purchase them and to pay such consideration to the Personal Representatives

3.2 The Personal Representatives warrant that there are no liens, charges or other encumbrances over or in respect of the Shares

3.3 Completion of the sale and purchase of the Shares shall take place immediately after Shareholder Approval has been granted in accordance with clause 2 at the offices of Cleaver Fulton Rankin, 50 Bedford Street, Belfast, BT2 7FW, when the Personal Representatives shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Shares by payment of the sum of £662,982.00 to the Personal Representatives by way of telegraphic transfer for same day value to the Personal Representative's solicitors, TS McAllister & Son Solicitors' account at

First Trust Bank
78 Wellington Street
Ballymena
BT43 6AF

Account Name T S McAllister & Son Client Account
Account No 45045046
Sort Code 93 80 17

4. Further assurance

The Personal Representatives agree that, on being requested in writing by the Company to do so, they shall, at the Company's expense, immediately execute and sign all such deeds and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this agreement

5 Governing law and jurisdiction

This agreement shall be governed by and construed in accordance with the laws of Northern Ireland and the parties to this agreement irrevocably submit to the non-exclusive jurisdiction of the courts of Northern Ireland in respect of any claim, dispute or difference arising out of or in connection with this agreement

6 Entire agreement

6.1 This agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation

7. Agreement survives completion

This agreement shall remain in effect despite its completion

8 Counterparts

This agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document

This agreement has been entered into on the date stated at the beginning of it

Signed by **BARBARA LARKHAM**
as Personal Representative of
Stephen Hugh Black

Barbara Larkham

Signed by **FREDERICK LARKHAM**
as Personal Representative of
Stephen Hugh Black

Frederick Larkham

Signed by
for and behalf of
**WILLIAMS INDUSTRIAL SERVICES
LIMITED**

Director