

Company No. 490212

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of THE CORPORATE
SERVICES GROUP LIMITED
(the "Company")

8 July 2009

The directors of the Company propose that the following written resolution ("**Resolution**") be passed as a special resolution of the Company pursuant to Chapter 2, Part 13 Companies Act 2006.

THAT the capital of the Company be reduced by £280,815,747 and that such reduction be effected by cancelling and extinguishing the share premium account of the Company in the sum of £280,815,747.

Members are advised to read the Statement accompanying this Resolution before signifying their agreement to the Resolution.

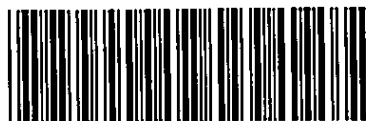
Members are also advised to read the Solvency Statement dated 8 July 2009, signed by the directors of the Company, accompanying this Resolution before signifying their agreement to the Resolution.

The undersigned, being the sole member of the Company entitled to vote on the Resolution as at 8 July 2009, agree to the Resolution.


.....
IMPELLAM GROUP PLC

Dated: 8/7/09

TUESDAY



PAVDKBQS

PC1

21/07/2009

117

COMPANIES HOUSE

Statement accompanying Written Resolution

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 methods set out below.
2. This document must be sent to the Company using one or more of the following methods:
 - (a) by hand: by delivering the signed copy to The Directors, THE CORPORATE SERVICES GROUP LIMITED, 800, The Boulevard, Capability Green, Luton, LU1 3BA, United Kingdom; or
 - (b) by post: by returning the signed copy to The Directors, THE CORPORATE SERVICES GROUP LIMITED, 800 The Boulevard, Capability Green, Luton, LU1 3BA, United Kingdom; or
 - (c) by facsimile: by returning the signed copy by facsimile to 01582 692692 marked for the attention of The Directors; or
 - (d) by email: by attaching a scanned copy of the signed document to an email and sending it to legal@impellam.com. Please enter "The Corporate Services Group Limited Written Resolution" in the subject header.
3. Once you have signified your agreement to the Resolution, that agreement may not be revoked.
4. If you do not agree to the Resolution, you do not need to do anything in relation to this document. You will not be deemed to agree to the Resolution if the Company does not receive a signed copy of this document from you.
5. The Resolution will lapse if it is not passed within 28 days of the circulation date ("**lapse date**"). Your agreement to the Resolution will be ineffective if signified after the lapse date, so please ensure that your agreement reaches the Company on or before that date.
6. 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.
7. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority to the Company together with this document.