

Company number 05528602

TUESDAY



PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
GUTTERIDGE HASKINS & DAVEY LIMITED (Company)

Circulation Date **20 May 2008**

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 of the Company (together, the "Resolutions")

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased from £1,000,000 to £2,500,000 by the creation of 1,500,000 Ordinary Shares of £1 each, each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company
- 2 That, subject to passing Resolution 1, the directors of the Company from time to time be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (1985 Act) to allot relevant securities (within the meaning of section 80(2) of the 1985 Act) up to a maximum aggregate nominal amount of £2,500,000, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire five years from the date of this Resolution, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the 1985 Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities

AGREEMENT

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

The undersigned, the sole member entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by

For and on behalf of GHD Pty Ltd

Date


20 May 2008

NOTES

- 1 You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to 4 Innovation Close, York Science Park, York YO10 5ZF.
If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 Unless, by the date which falls 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 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