

Company Number: 02686836



THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
MIDAS SECURITY GROUP LIMITED

**(signed by all members of Midas Security Group Limited
(the "Company") on 13 September 2006)**

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "**Act**"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

- 1 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by PMP Recruitment Limited ("**PMP**") of the entire issued share capital of Abacus Recruitment & Training Services (UK) Limited (the "**Acquisition**") and the Amendment Agreement referred to below, be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party (other than the Amendment Agreement referred to below):
 - 1.1 an amendment and restatement agreement to be entered into by Securiplan PLC (the "**Parent**"), PMP and The Royal Bank of Scotland plc ("**RBS**"), acting as agent for National Westminster Bank Plc (the "**Lender**") (the "**Amendment Agreement**"), amending and restating a facility agreement dated 14 November 2001 and entered into between PMP and the Lender (as amended and restated on 28 April 2006 and amended on 9 May 2006) (the "**Original Facility Agreement**") (the Amendment Agreement and the Original Facility Agreement (as amended and restated by the Amendment Agreement) together being the "**Facility Agreement**"), pursuant to which the Lender will make available:
 - (a) a £3,581,000 term loan ("**Facility A**") to the Parent;
 - (b) a £2,400,000 revolving credit facility ("**Facility B**") to the Parent;
 - (c) a £7,600,000 revolving credit facility ("**Facility C**") to the Company (to be made available by means of the novation to the Company of an existing fully drawn revolving credit facility made available to the Parent under the Original Facility Agreement;
 - (d) £5,000,000 term loan facility ("**Facility D**") to PMP for the purpose of the Abacus Acquisition
 - 1.2 a deed of confirmation relating to security and guarantees which guarantee and secure, inter alia, all sums owed to the Lender under the Facility Agreement previously granted to the Lender to be entered into by the Company and certain other subsidiaries of the Parent (the "**Confirmation Deed**");
 - 1.3 a guarantee (the "**Guarantee**") to be granted to the Lender by the Parent, the Company and the following subsidiaries of the Parent:

- (a) Empire Security Limited; and
- (b) Dynamiq Cleaning Limited.

(the Parent, the Company, and such subsidiaries being together the "**Obligors**") securing all obligations and liabilities owed to the Lender by any of the Obligors.

- 1.4 such other documentation and to take such action as may be required in order to carry out the matters referred to above.
- 2 **THAT** the Articles of Association of the Company be amended by the deletion Articles 6, 9 and 10.

Signed:

Director
For and on behalf of Securiplan PLC

A copy of this resolution has been supplied to the auditors of the Company.