

Company Number: 01906342

THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
UCS PLANT LIMITED
(the "Company")



CIRCULATION DATE: 7 MAY 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the below resolutions (the "Resolutions") are passed as special resolutions.

SPECIAL RESOLUTIONS

- 1 THAT the execution, delivery and performance by the Company of the facility letter (the "Facility Letter") signed by Clydesdale Bank PLC on 16 March 2009 (trading as Yorkshire Bank) (the "Bank") to the Company, Rand Training Limited, UCS Civils Limited and Rand Group Limited pursuant to which the Bank makes available a group overdraft facility for general working capital purposes on the terms and conditions contained therein, be and is hereby approved.
- 2 THAT the execution, delivery and performance by the Company (as appropriate) of an inter company cross guarantee (the "Guarantee") to be entered into by (inter alios) the Company in respect of (inter alia) all liabilities to become due and owing from time to time by the Company, Rand Training Limited, UCS Civils Limited and Rand Group Limited to the Bank, be and is hereby approved.
- 3 THAT the execution, delivery and performance by the Company of the Facility Letter and the Guarantee together with any ancillary documents referred to therein, and the transactions contemplated by them is for the benefit of and in the best interests of the Company for the purposes of carrying on its business. The provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the Facility Letter and the Guarantee be and are hereby approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and execute, deliver and perform the Facility Letter and the Guarantee to which the Company is a party for and on behalf of the Company.

4 That the Articles of Association of the Company be amended by inserting the following new Article 4A at the end of Article 4:

"4A.1 Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof nor shall a holder of any shares be required to comply with any of the provisions of the Articles which restrict the transfer of shares where in each such case such transfer is:

4A.1.1 Executed by a bank or institution to which such shares have been mortgaged or charged by way of security, or by any nominee of such a bank or institution, pursuant to a power of sale of such security; or

4A.1.2 Executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or

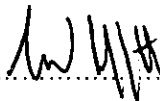
4A.1.3 To any such bank or institution, or to any nominee of such a bank or institution, pursuant to any such security.

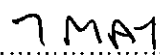
4A.2 A certificate by any officer of such bank or institution that the shares were charged as provided above at Article 4A.1 and the transfer that was executed shall be conclusive evidence of such facts."

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Resolutions.

We the undersigned each being a person who was entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Signed:..........

Dated:..........2009

RAND GROUP LIMITED

NOTES

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with all the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before 5.00pm on 7 MAY 2009 (the "**Lapse Date**") using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to Neil Muffit, UCS Plant Limited, Rand, Lincolnshire, LN8 5NJ.
 - 1.2 **Post:** returning the signed copy by post to Neil Muffit, UCS Plant Limited, Rand, Lincolnshire, LN8 5NJ.
- 2 If you do not agree with all the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions are passed when the required majority of eligible members have signified their agreement to them, however, none of the Resolutions are passed unless all of them are passed.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 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 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.