

74643

CERTIFIED A TRUE COPY

T. Braddy

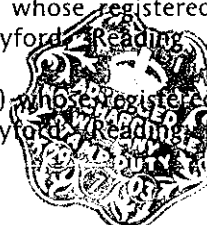
COMPANY SECRETARY

DATE: 06-ix-03

DEED OF AMENDMENT

THIS DEED OF AMENDMENT IS MADE ON 20 December 2002
BETWEEN:

- (1) **INTERSERVE HOLDINGS PLC** (Registered no. 252221) whose registered office is situated at Interserve House, Ruscombe Park, Twyford, Reading, RG10 9JU ("Transferor"),
- (2) **INTERSERVE INVESTMENTS PLC** (Registered no 74643) whose registered office is situated at Interserve House, Euscombe Park, Twyford, Reading, RG10 9JU ("Transferee")



1. BACKGROUND

- 1.1. This Deed is supplemental to and amends with immediate effect the share transfer agreement between the Transferor and Transferee dated 26 February 2002 (the "**Share Transfer Agreement**").
- 1.2. Words and expressions defined in the Share Transfer Agreement have the same meaning when used in this Deed.
- 1.3. The Transferee and Transferor wish to vary the terms of the Share Transfer Agreement to provide for payment of Purchase Consideration to be by way of shares.

2. PRINCIPAL TERMS

- 2.1. The Transferee and Transferor hereby agree that Clause 3.1 of the Share Transfer Agreement shall be amended as follows:

Delete:

"The purchase consideration for the Shares and Loan Stock shall be the sum of £1,327,176 ("the Purchase Consideration")" the amended wording being:

Substitute:

"The Purchase Consideration for the Baglan Moor Healthcare Holdings Limited Shares shall be 106,617 Interserve Investments Plc Shares and the Purchase Consideration of the Baglan Moor Health care Holdings Limited Loan Stock shall be the sum of £2,103,750. The Purchase Consideration for the Baglan Moor Healthcare Holdings Limited Shares shall be 2 Interserve Investments Plc Shares." (the "Variation")

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- 2.2. Save for the Variation, the Share Transfer Agreement shall be unaltered and remains in full force and effect.
- 2.3. This Deed is governed by English law.

**EXECUTED as a DEED by
INTERSERVE INVESTMENTS PLC**

acting by two directors or by a director and the secretary:

Director

Director/Secretary:

} Am... ..

} T. Braddy

**EXECUTED as a DEED by
INTERSERVE HOLDINGS PLC**

acting by two directors or by a director and the secretary:

Director

Director/Secretary:

} [Signature]

} T. Braddy

