

Company No 88456

**THE COMPANIES ACT 2006**  
**Public Company Limited by Shares**  
**Ordinary Resolution**  
**of**  
**Interserve Plc**  
**Passed on 17 March 2014**

At a General Meeting of Interserve Plc, duly convened and held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on Monday, 17 March 2014, the following resolution was duly passed as an Ordinary Resolution:-

THAT the proposed acquisition by the Company of the facilities services business of Rentokil Initial plc (the "Acquisition"), substantially on the terms and subject to the conditions of the acquisition agreement dated 28 February 2014 between Rentokil Initial 1927 plc and the Company (the "Acquisition Agreement"), and two business purchase agreements relating to the Irish facilities services business and water business of Rentokil Initial plc to be executed upon completion (together, with the Acquisition Agreement, the "Transaction Documents"), as summarised in Part VI of the circular to shareholders of the Company dated 28 February 2014, and all other agreements and ancillary agreements contemplated by the Transaction Documents be and are hereby approved and that each and any of the directors of the Company be authorised to conclude and implement the Acquisition with such non-material or non-adverse amendments thereto as the directors of the Company (or any duly constituted committee thereof) may consider appropriate



Chairman

WEDNESDAY



A20 19/03/2014 #150  
COMPANIES HOUSE