

**INTERSERVE Plc**

**MEMORANDUM OF THE ALLOTMENT COMMITTEE OF THE BOARD OF DIRECTORS**

**Performance Share Plan 2006 (the "PSP") - Vesting of 2011 Awards on 20 April 2014**

Pursuant to the Remuneration Committee's affirmation on 21 February 2014 that the performance conditions in respect of the PSP awards granted on 20 April 2014 had vested at 100% ("Vested Awards"), it was confirmed that a total of 1,861,376 shares have vested under the 2011 grants

The Vested Awards will be available to be exercised as nil cost options by those participants who remain employed by the Group as well as good leavers, as at 20 April 2014, being the vesting date, via Capita Trustees Limited

In accordance with the PSP Rules, the Company will apply for listing of shares on the Stock Exchange, London, before 20 April 2014 to ensure 1,861,376 shares are available for issue to employees exercising awards pursuant to the PSP

**IT IS HEREBY RESOLVED THAT:-**

In accordance with the PSP Rules, the following shares in the Company be and they are hereby allotted credited as fully paid up and ranking pari passu in all respects with the existing share capital of the Company to the Trustee's nominee account as follows:-

**1,861,376 shares at par value to:**

**Account Name: Capita IRG Trustees (Nominees) Limited:**

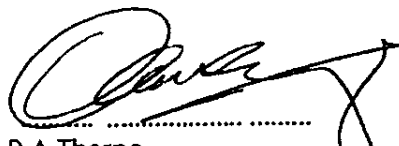
**CREST ID: 2PKAV**

**Member Account: JYINTER**

**Contact: Custodymgt@capitaregistrars.com**

**IT IS FURTHER RESOLVED THAT:-**

The Seal of the Company be affixed to the relevant Share Certificate in respect of the above fully paid shares now allotted.

  
D A Thorpe  
Member of the Allotment Committee

Dated 8 APRIL 2014



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