

Company No. 443210

THE COMPANIES ACTS 1985-2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
INVICTA PROPERTIES LIMITED
(the "Company")

CIRCULATION DATE: 19 September 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), we, the undersigned, being members of the Company who, at the time and date of circulation, have the right to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing

SPECIAL RESOLUTION

THAT, with effect from 1 October 2008, the Articles of Association be amended by the insertion of two new Articles at the end of the existing Articles as follows

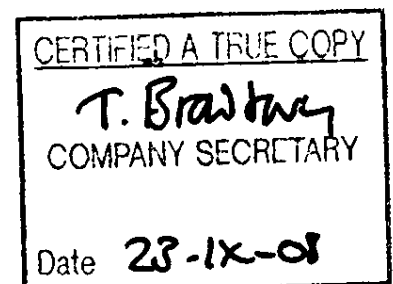
"Nothing in these Articles shall invalidate any empowerment given by the members of the Company to the directors for the purposes of section 175(4)(b) Companies Act 2006 to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director of the Company under section 175(1) Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company."

"Any director of the Company who is a member of or a director or other officer of, or employed by, or otherwise interested in, any other body corporate promoted by the Company or any holding company, subsidiary or associated undertaking of the Company or any subsidiary or associated undertaking of the Company's ultimate holding company or any body corporate in which the Company is otherwise interested, shall not, by virtue of such interest, be in breach of his duty under section 175(1) Companies Act 2006."

ORDINARY RESOLUTION

THAT, with effect from 1 October 2008, and subject to the Company's Articles of Association the directors be and they are hereby empowered for the purposes of section 175(4)(b) CA 2006 to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director of the Company under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

FRIDAY



AGREEMENT

Please read the guidance notes at the end of this document before signifying your agreement to this Written Resolution

The undersigned, a person entitled to vote on the Written Resolution on 19 September 2008 hereby irrevocably agrees to the Written Resolution

SIGNED by

T. Bradbury .. .

for and on behalf of
Interserve Plc

DATED 22 September 2008

GUIDANCE NOTES

- 1 *If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the document to the Company using one of the following methods:*
 - *By hand or by post. delivering the signed and dated document to Trevor Bradbury, Company Secretary, Interserve Plc, Interserve House, Ruscombe Park, Twyford, Berkshire, RG10 9JU.*
 - *Email: by attaching a scanned copy of the signed and dated document to an e-mail and sending it to trevor.bradbury@interserve.com Please enter "Written Resolution regarding Conflicts of Interests" in the e-mail subject box*
- 2 *If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.*
- 4 *The proposed resolution(s) will lapse if not passed within the period of 28 days beginning with the circulation date shown overleaf. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.*
- 5 *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.*
- 6 *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 authority when returning this document*