

25 - 03 - 98

Company Number: 2120396

RENTOKIL CLEANING SERVICES LIMITED

WRITTEN RESOLUTION IN LIEU OF A GENERAL MEETING

We, the undersigned Members of the above named Company being all the Members who at the date herof would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act").

ELECTIVE RESOLUTIONS

1. That the provisions of Section 80A of the Act shall apply, instead of Section 80(4) & (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. That the Company hereby elects:
 - a. To dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Act;
 - b. To dispense with the holding of Annual General Meetings in accordance with Section 366(A) of the Act;
 - c. To dispense with the obligation to appoint Auditors annually in accordance with Section 386 of the Act.


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R Ward Jones for Rentokil Initial plc

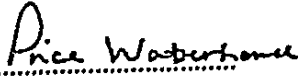
Dated: 20/3/98


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GT Brown for Rentokil Initial UK Ltd

Dated: 20/3/98

We being the Auditors of the above named Company hereby:

- a. Acknowledge that a copy of the above resolutions has been sent to us;
- ~~*b. Notify the Company that in our opinion the above resolutions do not concern us as Auditors;~~
- *c. Notify the Company that in our opinion the above resolutions do concern us as Auditors but need not be considered by the Company in general meeting.


.....
Auditors

* Delete as appropriate

