

"C"

THE COMPANIES ACT 2006
INTERSERVE FS (UK) LIMITED
(THE "COMPANY")
WRITTEN RESOLUTIONS

17 April 2018 (the "Circulation Date")

We, the undersigned, being the sole member of the Company who (at the Circulation Date) would be entitled to vote on the resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (each of which would otherwise be required to be passed as an ordinary resolution or special resolution (as applicable)) by way of written resolution:

ORDINARY RESOLUTIONS

1. **THAT** the Company is authorised to execute and perform its obligations under an override agreement entered or to be entered into between (among others) Interserve Plc as parent and Global Loan Agency Services Limited as global agent (the "**Override Agreement**"), the Pensions Deed and all other Finance Documents (each as defined in the Override Agreement) to which it is a party.
2. **THAT** the Company is authorised to execute and perform its obligations under any documents necessary or desirable or relating to the Facilities Agreement, the Pensions Deed and all other Finance Documents to which it is a party.
3. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by and fees payable in respect of, the Facilities Agreement, the Pensions Deed and all other Finance Documents to which it is a party and any related document.
4. **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Facilities Agreement, the Pensions Deed and all other Finance Documents to which it is a party (including giving the guarantees and granting of security as applicable) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
5. **THAT** for the purposes of section 175 of the Companies Act 2006, the shareholder of the Company authorise any actual or potential situation where a director of the Company has, or can have, a direct or indirect interest which conflicts, or possibly may conflict with the interests of the Company, including but not limited to a conflict arising from cross-directorships.

SPECIAL RESOLUTIONS

1.1 **IT WAS RESOLVED** that:

- (a) the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new article 12.1:

"12.1 Notwithstanding anything contained in these Articles, provisions of Article 12 will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer;



(I) Is to:


- (A) a bank or financial institution or a holder of private placement notes issued by Interserve Group Holdings Limited or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof or a pension fund (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Financial Institution; and/or
- (B) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "Receiver") pursuant to powers granted to it under the Security; and
- (C) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
- (D) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.

(b) the Articles of the Company be amended by inserting the following as a new article 3.1:

"3.1 Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares where a security interest has been or is purported to be granted over those shares."

AGREEMENT: (Please read the notes at the end of this document before signifying your agreement to the resolutions.)

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to each of the resolutions.


.....
for and on behalf of
Interservefm Ltd

Date: 20 April 2018

NOTES:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email addressed to Luiza Wojciszke (Luiza.Wojciszke@Interserve.com) copied to Giorgia Sosio De Rosa at Ashurst LLP who are acting for the Company (Giorgia.SosioDeRosa@ashurst.com).

If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions you may not revoke your agreement.
3. Unless sufficient agreement has been received for the resolutions to pass within 28 days from the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.