

Company No: 2820560

THE COMPANIES ACTS 1985-1989

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INTERSERVEFM LIMITED (the "Company")

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WRITTEN RESOLUTION

We the undersigned being or representing all of the members and in respect of all classes of shares held by such member in the capital of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve and agree the following resolutions shall take effect as special resolutions pursuant to and in accordance with section 381A of the Companies Act 1985 copies having been delivered to the Company's auditors before being delivered to the Company's members for signature:

SPECIAL RESOLUTION

1. That the Company enters into an accession agreement (the "Accession Agreement") whereby the Company will accede to the terms of a £225,000,000 revolving credit facility agreement dated 2 May 2006 between Interserve Plc (the borrower) HSBC Bank plc and The Royal Bank of Scotland plc, (as arrangers and original lenders) and HSBC Bank plc (as facility agent) (the "Facility Agreement") whereby the Company would (among other things) agree to guarantee the obligations of Interserve Plc under the Facility Agreement.
2. That the giving of the guarantee by the Company is in the best interests of the Company's business and the entry into by the Company of the transactions contemplated by the Accession Agreement is to the commercial benefit and the advantage of the Company.
3. That these resolutions have effect notwithstanding any provision of the Company's articles of association.

T. Bradbury

FOR AND ON BEHALF OF BUILDING & PROPERTY (HOLDINGS) LIMITED

Date: 20 July 2006

