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**SODEXHO GARDNER MERCHANT ALLIANCE LIMITED***Written Resolutions*

31.12.97

In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) ("Table A") (as incorporated in the Company's Articles of Association), we, being all the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which we were present, pass the following resolutions, in the case of resolutions 1 and 2 as Ordinary Resolutions and, in the case of resolutions 3 and 4 as Special Resolutions (and each of us consents to the variation of rights of any class of shares which we hold in the Company effected by such resolutions in accordance with Article 7.5 of the Company's Articles of Association and Section 125 of the Companies Act 1985).

*Ordinary Resolutions*

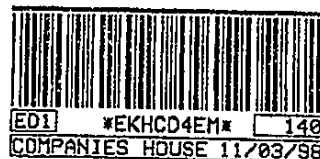
1. **THAT** subject to the passing of resolution 4 below the authorised share capital of the Company be increased to £343,499,971 by the creation of 30,700,000 6 per cent Redeemable Preference Shares 2003 of £1 each with the rights and privileges specified in the Articles of Association to be adopted pursuant to resolution 4. ✓

2. **THAT** the Directors be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £30,700,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 30 June 1998 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement.

*Special Resolutions*

3. **THAT** subject to the passing of resolution 2 above the Directors be generally empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of Section 94 (2) of the Act) pursuant to the authority conferred by resolution 2 as if Section 89 (1) of the Act did not apply to the allotment. This power expires when the authority conferred by resolution 2 is revoked or would, if not renewed, expire, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement. ✓

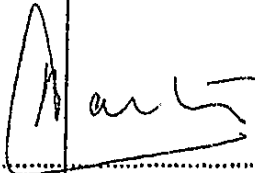
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4. THAT new Articles of Association in the form of the annexed draft marked "A" for the purpose of identification be adopted in substitution for the existing Articles of Association of the Company. ✓

DATED:



Sodexho Alliance S A



Compagnie Financiere Aurore International SA