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**Written Resolution of Sodexho Holdings Limited ("the Company")
passed on 3rd November 2003 by the Members of the Company
pursuant to Section 381A of The Companies Act 1985 (as amended)**

1. Auditors Report

The auditors report for the statutory accounts for year ended 31 August 2002 (the "2002 Accounts") was taken as read.

2. Report and Accounts

It was resolved that the Directors report and the Auditors Report for the year ended 31 August 2002 previously circulated be received.

3. Auditors

It is noted that PwC LLP have given notice to the Directors of the Company that they intend to resign as auditors of the Company immediately following the approval by the Board and laying of the 2002 Accounts before the Shareholder.

It was resolved that following the resignation of PwC LLP KPMG LLP be and are hereby appointed auditors of the Company.

Signed for and on behalf of

Sodexho Alliance SA

Robert-Jones

Compagnie Aurore Financiere SA

Robert-Jones

Dated: 3rd November 2003

