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**Written Resolution of Sodexho Management Services Limited ("the Company")  
passed on 11 July 2003 by the Sole Member 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 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 was resolved that PricewaterhouseCoopers LLP be and are hereby re-appointed auditors of the Company.

**4. Elective Regime**

It was resolved

- 4.1 That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 2004 and in subsequent years until this election is revoked.
- 4.2 That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and for all subsequent years.
- 4.3 That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.

Signed for and on behalf of



**Sodexho Holdings Limited**

Dated: 11 July 2003

