

Company Number 033048

I certify that this document  
is a true copy of the original

**PRIVATE COMPANY LIMITED BY SHARES**

JAMES HODGES  
SOLICITOR

**WRITTEN RESOLUTIONS**

**OF**

Compass Group PLC  
Compass House  
Guildford Street  
Chertsey  
KT16 9BQ

9 October 2008



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13/10/2008  
COMPANIES HOUSE

**MERITGLEN LIMITED (the Company)**

1 October 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as an ordinary resolution and a special resolution respectively (the **Resolutions**).

**ORDINARY RESOLUTION**

**THAT** it is hereby agreed that matters may be authorised by the directors in accordance with section 175(5)(a) Companies Act 2006

**SPECIAL RESOLUTION**

**THAT** it is hereby agreed that no director of the Company shall be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 Companies Act 2006 on account of such director also acting as a director, officer or employee of any other entity which Controls, is Controlled by, or is under common Control with, the Company (each a "**Group Company**") and such director shall be under no duty to the Company with respect to any information which he obtains as a director, officer or employee of any such Group Company to disclose any such information to the board or to any director, officer or employee of the Company, and/or to use or apply any such information in performing his duties as a director of the Company For the purposes of this Resolution, "**Control**" shall have the meaning ascribed to it by Section 840 of Income and Corporation Taxes Act 1988 as amended from time to time

**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 Resolutions on 1 October 2008 (the **Circulation Date**), hereby irrevocably agrees to the Resolutions

Signed for and on behalf of  
Compass Overseas Services Limited

... [Signature] ...

Date

... 1 October 2008 ...

**NOTES:**

1. A copy of these resolutions have been sent to the Company's auditors, Deloitte & Touche LLP, pursuant to s390(2) Companies Act 1985
2. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.