

Company Number: 00242246

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SERCO LIMITED

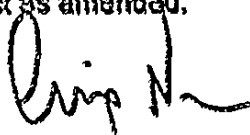
passed on 22 July 2002

THAT in accordance with s252 of the Companies Act 1985 the Company hereby elects to dispense with the requirement of laying accounts and reports before the Company in general meetings

THAT in accordance with s366A of the Companies Act 1985 the Company is to dispense with the requirement to hold an Annual General Meeting

THAT the Company dispense with the obligation to appoint auditors annually in accordance with s386 of the Companies Act as amended.

Signed



Serco Holdings Limited

