

Company Number: 242246

The Companies Act 1985 and 1989

Private Company Limited by Shares

Resolutions in Writing of

SERCO LIMITED
("the Company")

Serco Holdings Limited being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at the general meeting of the Company, HEREBY RESOLVE to pass the following resolutions in writing (such resolution to have effect as ELECTIVE RESOLUTION) pursuant to Section 381A of the Companies Act 1985 (as amended):

- (a) THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum amount of £94,443; and
- (b) THAT the provisions of Section 80A of the Companies Act 1985 shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

For and on behalf of:


.....
Serco Holdings Limited

I CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL

Dated this 18 day of December 2006

SIGNED FOR & ON BEHALF OF:
~~SECRETARY/DIRECTOR~~


.....
SERCO CORPORATE SERVICES LIMITED

