

EXECUTION VERSION

Company Number 06397427

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

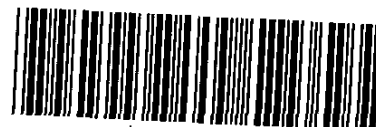
**ESG Intermediate Holdings Limited
(the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTIONS

1. **THAT** the Company is authorised to execute and perform its obligations under a restructuring implementation deed entered or to be entered into between, among others, Interserve Plc as parent, Interserve Group Holdings Limited as IGHL, the subsidiaries of Interserve Plc named therein as obligors and the persons listed therein as creditor parties (the "**Restructuring Implementation Deed**"), and all other Restructuring Documents (as defined in the Restructuring Implementation Deed) ("**Restructuring Documents**") to which it is a party.
2. **THAT** the Company is authorised to execute and perform its obligations under any documents necessary or desirable or relating to the Restructuring Implementation Deed and all other Restructuring Documents to which it is a party.
3. **THAT** the directors have authority to approve the terms of, and the transactions contemplated by and fees payable in respect of, the Restructuring Implementation Deed and all other Restructuring Documents to which it is a party.
4. **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Restructuring Implementation Deed and all other Restructuring Documents to which it is a party (including giving the guarantees and granting of security, as applicable, to support the obligations of the other companies in the Group under such Restructuring Documents) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
5. **THAT** for the purposes of section 175 of the Companies Act 2006, the shareholder of the Company authorises any actual or potential situation where a director of the Company has, or can have, a direct or indirect interest which conflicts, or possibly may conflict with the interests of the Company, including but not limited to a conflict arising from cross-directorships.

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SPECIAL RESOLUTION

6. **THAT** the articles of association of the Company be amended by deleting all the objects of the Company that, by virtue of the Companies Act 2006, have been treated as provisions of the Company's articles of association since 1 October 2009.

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is **11 March** **2019** (the **"Circulation Date"**)
3. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company by email addressed to Gabriel Carnwath (Gabriel.Carnwath@Interserve.com) copied to Matt Hollinshead at Slaughter and May who are acting for the Company (matt.hollinshead@slaughterandmay.com).

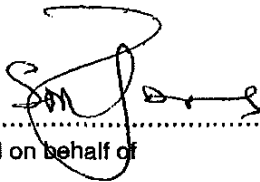
If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

4. *Once you have indicated your agreement to the resolutions you may not revoke your agreement.*
5. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company:

- a) confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
- b) hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that resolutions 1 to 5 shall take effect as ordinary resolutions and resolution 6 shall take effect as a special resolution.

A handwritten signature in black ink, appearing to be 'S. J. Jones', is written over a horizontal dotted line.

For and on behalf of

ESG Holdings Limited

Date: 11 March 2019