



Ministry of Justice

Official Sensitive

The Directors
The Thames Valley Community Rehabilitation Company
Limited
Kingsclere Road
Bicester
Oxfordshire
United Kingdom
OX26 2QD

Thames Valley Community Rehabilitation Company
Head Office, Kingsclere Road
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Company Registration No 08802542 England and Wales

**The Right Honourable
Chris Grayling MP**
Lord Chancellor and
Secretary of State for Justice
102 Petty France
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24 November 2014

Dear Sirs,

Direction from the sole member of The Thames Valley Community Rehabilitation Company Limited (the Company) as an alternative to passing a special resolution

The Secretary of State for Justice (the **Secretary of State**) is delivering this direction to the directors of the Company in connection with the proposed amendment and restatement of the services agreement dated 1 June 2014 between the Company and the Secretary of State (the **Amendment and Restatement**)

The Secretary of State has selected MTCNovo Limited following a procurement process which has been carried out in full compliance with all relevant procurement law, which included a robust evaluation of MTCNovo Limited's proposal for the provision and management of rehabilitation services in the community

The Secretary of State hereby directs the Company

- (a) that he considers the approving and signing of each of the Documents (as defined below) would be most likely to promote the success of the Company,
- (b) to approve each of
 - (i) the amended and restated services agreement between the Company and the Secretary of State relating to the provision and management of rehabilitation services in the community (the **ARSA**),
 - (ii) the deed of amendment and restatement between the Company and the Secretary of State that will give effect to the ARSA (the **Deed of Amendment**),
 - (iii) the deed of guarantee between the Company, the Secretary of State and AMEY UK Plc in respect of the obligations of the Company under the ARSA, and

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- (iv) the deed of guarantee between the Company, the Secretary of State and Management & Training Corporation in respect of the obligations of the Company under the ARSA,

(together the **Documents**), and

- (c) to authorise

- (i) the signing of each of the Documents with such amendments as the Company's attorney or any of the directors may in their absolute discretion reasonably deem necessary or desirable,
- (ii) the signing or initialling on the Company's behalf of all other documents which the Company's attorney or any of the directors may in their absolute discretion reasonably deem necessary or desirable in connection with the Amendment and Restatement, and
- (iii) all acts and things which the Company's attorney or any of the directors may in their absolute discretion reasonably deem necessary or desirable in connection with the Amendment and Restatement

Yours faithfully,

A handwritten signature in black ink, appearing to read 'P. Emmett', is written over a horizontal line.

For the Secretary of State for Justice (sole member)