

Company No. 8938600

15 April 2014  
We certify this to be  
a true copy  
Ashurst LLP  
Ashurst LLP

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**INTERSERVE PFI HOLDINGS 2014 LIMITED**

(the "Company")

We, the undersigned, being the sole member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, having effect in the case of resolution as a special resolution, in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

We, being the sole member of the Company, are entitled to certain pre-emption rights in respect of the shares to be issued by the Company pursuant to the proposed allotment of shares in the Company to PPD I Assetco Limited

**THAT** all such pre-emption rights (however arising) as we may have in respect of the proposed allotment are waived

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, being a person entitled to vote on the above resolution irrevocably agree to such resolution

for and on behalf of

**Interserve Trustees Limited**

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THURSDAY



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## NOTES

1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- By Hand delivering the signed copy to Steve Jones at the Company, Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU, or
- Post returning the signed copy by post to Steve Jones at the Company, Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU, or
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Steve Jones at [steve.jones@interserve.com](mailto:steve.jones@interserve.com) Please enter "Written resolution dated [•] 2014" in the e-mail subject box

If you do not agree to the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement

3 If sufficient agreement is not received by 28 days from the date hereof then this resolution will lapse and you will not be able to indicate agreement after that date. If you agree to the resolution please ensure that your agreement reaches us before this date

4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document