

Co. No. 2049476

The Companies Act 1985

Company limited by shares

Written resolutions

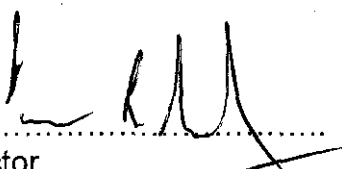
of

MITIE Engineering Services Limited

(passed on 14 March 2005)

We, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing (such resolutions to have effect as elective resolutions) pursuant to S379A and 381A Companies Act 1985 (as amended) :

- (i) THAT in accordance with Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) THAT in accordance with Section 366A of the Companies Act 1985 the Company does hereby dispense with the holding of annual general meetings; and
- (iii) THAT in accordance with Section pursuant to Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.


.....
Director

For and on behalf of MITIE Group PLC



Certified to be a true copy


.....
secretary

23.3.05
.....
dated