


Certified to be a true copy


secretary

9-8-06
dated

Company No. 2564586

Written resolution of

MITIE GROUP PLC, sole member of

MITIE Engineering Services (North) Limited (the "Company") pursuant to Section 381A of the Companies Act 1985

We, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, resolve as a Special Resolution:

1. **THAT** the articles of association of the Company be amended by replacing Article 3(a) in its entirety with the following new Article 3(a):-


"Article 3(a)

(a) Income

Subject to the approval of the board, save as set out below, the profits of the Company available for distribution in respect of any financial year shall be applied:

- (i) first, in paying to the holders of the "A" Shares and "B" Shares a dividend of such amount as the board shall decide;
- (ii) second, in paying as a cumulative dividend to the holders together of the "A" Shares one-half of the profits of the Company available for distribution (net of any tax that is actually payable) in each financial year less the amount(s) already paid in respect of the "A" Shares and "B" Shares under clause (i) together with any arrears of such cumulative dividend unpaid from any previous financial year insofar as there is sufficient profit remaining after the payment in clause (i); and
- (iii) third, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the "A" Share and "B" Shares *pari passu* as if they constituted one class of share.

Every dividend shall be distributed to the appropriate Shareholders pro rata according to the nominal value of the shares held by them respectively."



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Signed for and on behalf of MITIE Group PLC

26 July 2006

