

[DOCUMENT 8: WRITTEN RESOLUTION OF THE COMPANY TO APPROVE THE REDUCTION OF CAPITAL]

Company No. 02684353

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MITIE DEEDS LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**") -

SPECIAL RESOLUTION

THAT.

the issued share capital of the Company be reduced from £501,462 00 to £3 00 by cancelling and extinguishing 248,400 A ordinary shares of £0 01 each, 247,900 issued B ordinary shares of £0 01 each and 496,499 deferred shares of £1 00 each in the Company

AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



Director
For and on behalf
Mitie Group plc

Dated 2 DECEMBER 2014

SATURDAY



A07 *A3M63915* 06/12/2014 #176
COMPANIES HOUSE

NOTES

1 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 the Company Secretary at 1 Harlequin Office Park, Fieldfare, Emersons Green, Bristol BS16 7FN,
- Post returning the signed copy by post to the Company Secretary, 1 Harlequin Office Park, Fieldfare, Emersons Green, Bristol BS16 7FN,
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to the Company Secretary at thecompanysecretary@mitie.com

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 You must indicate your agreement to the resolution within the period of 15 days from the date of the solvency statement accompanying the resolution otherwise the resolution shall lapse

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

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