



SATURDAY



A07 *A3M6391L* 06/12/2014 #178
COMPANIES HOUSE

Company No. 03288769

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
EXECUTIVE HOLDINGS 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:

1. the Company's ordinary share capital be reduced from £145,400 to £1 00 by cancelling 145,399 issued ordinary shares of £1 00 each in the Company, and
- 2 the Company's share premium account of £5,144,421 be cancelled

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 of
Mitie Group plc
Dated

2 DECEMBER 2014



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