

[DOCUMENT 6: WRITTEN RESOLUTION OF THE COMPANY TO APPROVE THE REDUCTION OF CAPITAL]

Company No. 03637932

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

MITIE ENVIROCARE 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**

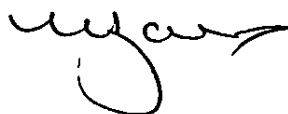
**THAT:**

the issued share capital of the Company be reduced from £76,750 00 to £2 00 by cancelling and extinguishing 49,499 A ordinary shares of £1 00 each in the Company and 27,249 B ordinary 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 *17 March* 2014

FRIDAY



\*S3ECV5FN\*  
SPE 15/08/2014 #57  
COMPANIES HOUSE