



Company No. 4519178

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
MITIE COMPLIANCE LTD
(the "Company")**

Circulation Date

27 March 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**"):

SPECIAL RESOLUTION

THAT:

1. the Company's share capital be reduced from £251,098.90 to £2 by cancelling and extinguishing 2,509,980 Ordinary shares of £0.10 each and 989 Ordinary-B shares of £0.10 each in the Company; and
2. the Company's share premium account of £71,900 be cancelled in its entirety.

Please read the Notes overleaf before signifying your agreement to the Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date stated above hereby irrevocably agree to the Resolutions.

Matt Talle

28/03/2019

Director of the Company
Director Compliance Training Limited

Date of signature





NOTES

1. If you agree with the Resolutions, 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 Mitie Company Secretarial Services Limited at Level 12 The Shard, 32 London Bridge Street, London, SE1 9SG.
- **By Post:** returning the signed copy by post to Mitie Company Secretarial Services Limited at Level 12 The Shard, 32 London Bridge Street, London, SE1 9SG.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering "Special Resolution" in the subject line and sending it to secretarial@mitie.co.uk.

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Unless, by 28 days from the circulation of this Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

3. Once given, your agreement to the Resolutions may not be revoked.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.