

"THE COMPANIES ACT 1948."

14 MAR 1961



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

## Declaration of Compliance

in compliance with the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said Act, on behalf of a Company proposed to be registered as \_\_\_\_\_

NIGHT and COMPANY (STATIONERS) LIMITED.

by Robert Thomas Gordon WARREN

of "Athwold", Almondsbury, Near Bristol

I do solemnly and sincerely declare that I am <sup>(\*)</sup> a person named in the  
Articles of Association as a Director

of NIGHT and COMPANY (STATIONERS)

Limited,

and that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

made at 2 All Saints Court  
in the City of London

on the 23rd day of February  
one thousand and nine hundred and Sixty-one

before me,

W. H. H. H. H.  
A Commissioner for Oaths.

signed for registration by \_\_\_\_\_

2: HOLDSBY 9855 (3 lines).

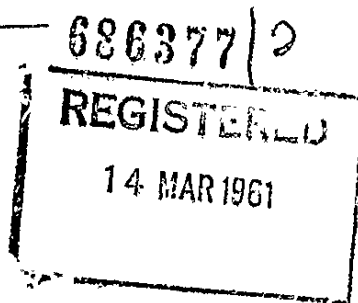
ENTRANCE: "DUNDEE, ESTABLISHED, LONDON."

**SHAW & BLAKE, LIMITED,**

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2

(\*) Here insert either: "A Solicitor of the Supreme Court engaged in the formation," or "A person named in the Articles of Association as a Director (or Secretary) which ever the case."



### Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF.....  
.....KNIGHT and COMPANY (STATIONERS)..... LIMITED,  
is..... One Hundred..... Pounds,

Signature..... *A. A. Knight*.....

Description..... DIRECTOR.....  
(State whether Director or Secretary)

Dated the Twentythird..... day of..... February..... 1961.

Presented for registration by.....  
.....  
.....

TELEPHONE: HOLEORN 3855 (3 lines).

TELEGRAMS: "DUNTRTYME, ESTMAND, LONDON."

**SHAW & BLAKE, LIMITED,**  
Company Registration Agents, Printers & Stationers,  
8, Bell Yard, Temple Bar, London, W.C. 2

*[Handwritten signature]*



- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p> <i>Alf. Thos. Kahn. Warren.</i>  <i>d.</i>  <i>McNeill, Chubb;</i>  <i>Knab.</i> </p>	<p><i>One.</i></p>
<p> <i>Betty Warren.</i>  <i>"Methodist", Almondsbury</i>  <i>Nr. Bristol.</i> </p>	<p><i>DAVE.</i></p>

DATED this 18th day of Jan 1964

WITNESS to the above signatures :-

Eschwege ROLFE  
Stock Exchange Buildings  
34 St Nicholas Street  
Bristol  
Account



K/ 686377

REGISTERED

14 MAR 1961

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

## Articles of Association

OF

KNIGHT AND COMPANY (STATIONERS) LIMITED

### PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

### CAPITAL

3. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

#### VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

#### TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

#### VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

10. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be ROBERT THOMAS GORDON WARREN and BETTY WARREN.

#### POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract



with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

14. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

#### BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be

automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

NA

DAT

WIT

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mr. Tom Gaden. Warr.

Hobell, Chelms. Sub.

Sub. Parkside - Warr.

Betty Warren

17 Theobalds Almondsbury

Bristol.

Household Duties.

DATED this 18th day of Jan 1961

WITNESS to the above signatures :-

Enelope  
Stock Exchange Buildings  
31, St Nicholas Street  
Bristol

Accountant

DUPLICATE FOR THE FILE

No. 686377



## Certificate of Incorporation

I Hereby Certify, that

KNIGHT AND COMPANY (STATIONERS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Fourteenth day of  
March One Thousand Nine Hundred and Sixty one.

Assistant Registrar of Companies.

Certificate  
received by

}

686377

Date

03

6 363

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF


KNIGHT & COMPANY (STATIONERS) LIMITED

At an Extraordinary General Meeting of the company held at Methwold, Almondsbury, Bristol on the 22nd day of December 1986, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the company make itself exempt from the obligation to appoint auditors as otherwise required by Section 384, Companies Act 1985 in that it is a dormant company and meets all requirements of Section 252 of the aforesaid Act in this respect.

BY ORDER OF THE BOARD

  
.....  
Director

*Certified to be a true copy  
of Ernest & Whinney*



NUMBER OF COMPANY: 000000

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

KNIGHT AND COMPANY (STATIONERS) LIMITED

Passed the 3rd day of May 1988

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held on the 3rd day of May 1988, the following SPECIAL RESOLUTION was passed :-

That the name of the Company be changed to

MITIE Group Limited

*[Signature]*  
Chairman

13 MAY 1988

14 JUN 1988

REGISTRATION

7 JUN 1988

OFFICE

100194

E40 Mid

FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 686377

I hereby certify that

KNIGHT AND COMPANY (STATIONERS) LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

MITIE Group Limited

Given under my hand at the Companies Registration Office,  
Cardiff the 22 JUNE 1988

*A. M. Evans.*  
A. M. EVANS

an authorised officer

225(1)

# Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

686377

Name of company

\* MITE GROUP LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

31 03

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

31 03 1989

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

company number

the accounting reference date of which is

Signed



[Director] [Secretary]† Date 17 MARCH 1989

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON E11 1AE  
TELEPHONE 01 753 3030  
TELEX 241010



Presenter's name address and reference (if any):

THE ESTATE OFFICE  
THE STABLE BLOCK  
BARLEY WOOD  
WRINGTON, AVON  
BS18 7SA

For official Use  
General Section

Post room

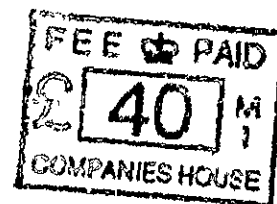
COMPANIES HOUSE

10 MAR 1989

4



Company No 686377



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

MITIE GROUP LIMITED


Passed on 25 day of September 1989

At an Extraordinary General Meeting of the Members of the above-named Company,  
duly convened and held on 25 day of September 1989, the following SPECIAL  
RESOLUTION was passed:-

That the name of the Company be changed to

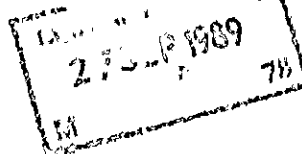
MITIE MAINTENANCE LIMITED





Chairman

mitie Maintenance Ltd.  
M.B. 40  
100585.



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 686377

I hereby certify that

**MITIE GROUP LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**MITIE MAINTENANCE LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 5 OCTOBER 1989

*F. A. Joseph.*

F. A. Joseph.

an authorised officer

# DORMANT COMPANY RESOLUTION

COMPANY No. 686377

## THE COMPANIES ACT 1985, SECTION 252

### SPECIAL RESOLUTION OF

MITE MAINTENANCE

LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,

HELD ON THE 15 DAY OF NOVEMBER 1989

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

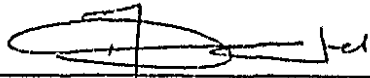
#### *EITHER*

The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

#### *OR*

The accounts of the company for the financial year ending 31 March 1989 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

SIGNED



*Director or Secretary of company*

DATE 17 NOVEMBER 1989

Company No. 686377



The Companies Act 1985

SPECIAL RESOLUTION

of

MITIE MAINTENANCE LIMITED

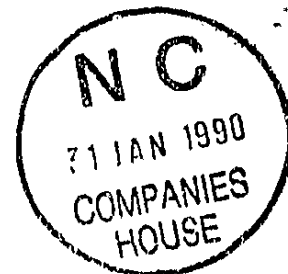
Passed on 18 January 1990

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held on 18 January 1990, the following SPECIAL RESOLUTION was passed

That the name of the company be changed to

CLEANER PREMISES LIMITED

Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 686377

I hereby certify that

**MITIE MAINTENANCE LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**CLEANER PREMISES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 10 MAY 1990

  
P. BEVAN

an authorised officer

422 25/3



Company No 686377

The Companies Act 1985

SPECIAL RESOLUTION

of

CLEANER PREMISES LIMITED

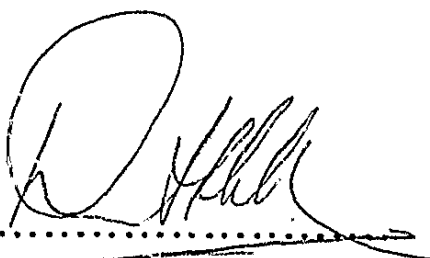
Passed on 15 March 1991

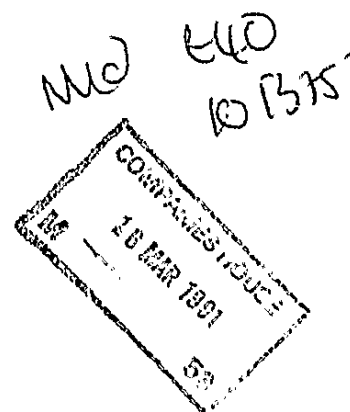
At an Extraordinary General Meeting to the members of the above-named company, duly convened and held on 15 March 1991, the following SPECIAL RESOLUTION was passed

That the name of the company be changed to

MITIE CLEANING (NORTH) LIMITED



  
.....  
Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 686377

I hereby certify that

**CLEANER PREMISES LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**MITIE CLEANING (NORTH) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 26 MARCH 1991

*F. A. Joseph*

F. A. JOSEPH

an authorised officer

Company No 686377

The Companies Act 1985

SPECIAL RESOLUTION

of

MITIE CLEANING (NORTH) LIMITED

Passed on 27 March 1991

At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 27 March 1991, the following SPECIAL RESOLUTION was duly passed

That the Memorandum of Association of the Company be altered by deleting sub clauses (a) and (b) of Clause 3 and by substituting therefor the following new sub clause

(a) The object of the Company is to carry on business as a general commercial company

(b) Without prejudice to the generality of the objects and power of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects:-

A handwritten signature in black ink, consisting of a large, stylized 'O' followed by several loops and a long horizontal stroke at the end.

Chairman



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

686377

Name of company

\* MITIE CLEANING (NORTH) LIMITED

Please complete legibly, preferably in black type, or bold block lettering

\* insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

16 03

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

16 03 1992

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

6. Signed

*[Signature]*

Designation: SECRETARY

Date 23 March 1992

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presenter's name address  
telephone number and reference (if any):

THE SECRETARY  
The Stable Block  
Barley Wood  
Wroughton, Avon  
BS18 7SA

0934 662006

For official use  
D.E.D.

Post room

COMPANIES HOUSE  
24 MAR 1992

COMPANIES HOUSE  
31 MAR 1992