



**Company No. 1402606**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION  
of  
MITIE ENGINEERING SERVICES (WALES) LIMITED (the "Company")**

**Circulation Date**

**29 May 2020**

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 special resolution (the "**Resolution**"):

**SPECIAL RESOLUTION  
ARTICLES OF ASSOCIATION**

**THAT:**

1. The amended Articles of Association of the Company hereby be adopted with immediate effect as the Articles of Association of the Company to replace the existing Articles of Association of the Company.

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

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

DocuSigned by:

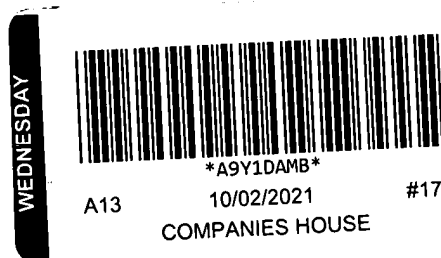
*Peter Dickinson*

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29 May 2020

For and on behalf of  
Utiyx Asset Management Limited

Date of signature





## NOTES

1. If you agree with the Resolution, 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 [thecompanysecretary@mitie.com](mailto: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. Unless, by 28 days from the circulation of this Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

3. Once given, your agreement to the Resolution 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.