

**Declaration in relation to
assistance for the acquisition
of shares**Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

02010534

NotePlease read the
notes on page 3
before completing
this form*Insert full name
of company

Name of company

* MITIE Security (London) Limited

Insert name(s) and
address(es) of all
the directors

We

Suzanne Claire Baxter of Wetherdene, 12 Richmond Road, Bath, Somerset, BA1 5TU

Jeffrey Paul Flanagan of 19 Broadoaks Way, Bromley, Kent, BR2 0UA

Ruby Mc-Gregor-Smith of Eastgate, Coopers Hill Lane, Egham, Surrey TW20 0LB

Breda Smead of Toad Hall, Colchester Road, White Colne, Essex, CO6 2PW

John Wright of Apartment 40, Stanton House, 620 Rotherhithe Street, London, SE16 5DJ

Delete as
appropriate~~{the sole director}~~ [all the directors]† of the above company do solemnly and sincerely declare that
The business of the company isDelete whichever
is inappropriate~~(a) that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979 §--~~~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom §-~~

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the
[company] ~~[company's holding company--~~

Limited}†

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the
purpose of that acquisition]†The number and class of the shares acquired or to be acquired is 220,832 ordinary shares of £1 eachPresenter's name address and
reference (if any)For official Use (02/06)
General Section

Post room

THURSDAY



A85LDQZA

A32

05/07/2007

742

COMPANIES HOUSE

the assistance to be given to (note 2) MTH Group plc (Company Number SC 019250) whose registered address is at 35 Duchess Road Rutherglen Glasgow G73 1AU

Please do not
write in
this margin

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

The assistance will take the form of

Please refer to the attached Schedule Part I

The person who [has acquired][~~will acquire~~][†] the shares is
The Purchaser

[†] Delete as
appropriate

The principal terms on which the assistance will be given are

Please refer to the attached Schedule, Part II

The amount of cash to be transferred to the person assisted is £ nil

The value of any asset to be transferred to the person assisted is £ nil

The date on which the assistance is to be given is within 8 weeks of the date hereof

CO155(6)(a)2

Please do not
write in
this margin

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legibly, preferably
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bold block lettering

*Delete either (a) or
(b) as appropriate

I/We have formed the opinion as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

- (a) I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)
- ~~(It is intended to commence the winding-up of the company within 12 months of that date, and -~~
- ~~I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up]* (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 83 BAKER ST, LONDON

Declarants to sign below

on Day Month Year

2 0 0 6 2 0 0 7

before me Tom Bussy T A Bussy

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given, if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- 4 The auditor's report required by section 156(4) of the Companies Act 1985 must be annexed to this form
- 5 The address for companies registered in England and Wales or Wales is -

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

MITIE Security (London) Limited (Company Number 02010534)

Schedule to Form 155(6)a

Part I

The assistance will take the form of

A guarantee to be given by the Company in favour of the Finance Parties (as defined in the Credit Agreement) (the "**Guarantee**") contained in a £150,000,000 credit agreement dated 17 January 2007 and made between, amongst others, the Finance Parties (1), the Purchaser (2) and the Company (3) (the "**Credit Agreement**")

Part II

The principal terms on which assistance will be given are

Pursuant to the Guarantee the Company will

- (a) guarantee the punctual performance by the Purchaser and certain subsidiaries of the Purchaser (the "**Subsidiaries**") of all obligations under the Finance Documents (as defined in the Credit Agreement), including without limitation all obligations and liabilities under the Credit Agreement,
- (b) guarantee repayment of moneys owed to the Finance Parties by the Purchaser and the Subsidiaries under the Finance Documents, and
- (c) indemnify each Finance Party against any loss or liability suffered by that Finance Party if any obligation guaranteed by the Company is or becomes unenforceable, invalid or illegal

The Credit Agreement also contains the following agreements by the Company which, to the extent they constitute financial assistance, contain the following principal terms

- 1 The Company agrees that its obligations under the Guarantee will not be affected by any act, omission or thing which would reduce, release or prejudice any of its obligations under the Guarantee, including any amendment (however fundamental) of a Finance Document or any other document or security
- 2 The Company agrees that a Finance Document or other document includes (without prejudice to any prohibition on amendments) all amendments however fundamental to that Finance Document or other document, including any amendment providing for any increase in the amount of a facility or any additional facility

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF MITIE SECURITY (LONDON) LIMITED ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of the Company dated 20 June 2007 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging a liability incurred in connection with the acquisition of the Company's shares

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Bristol, United Kingdom

20 June 2007