

Company No. 02402501

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Guardrite Plc (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company have proposed that the resolution below is passed by the members of the Company as a special resolution


We, the undersigned, being entitled as at 11 March 2014, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company

SPECIAL RESOLUTION

THAT the Company be converted from a Public Limited Company to a Private company limited by shares

THAT 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

Date of circulation 11 March 2014



For and on behalf of Mitie Security Limited

Date of signature 11 March 2014



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

- (a) **By Hand:** delivering the signed copy to Mitie Company Secretarial Services Limited at 1 Harlequin Office Park, Fieldfare, Bristol, BS16 7FN
- (b) **By Post** returning the signed copy by post to Mitie Company Secretarial Services Limited at 1 Harlequin Office Park, Fieldfare, Bristol, BS16 7FN
- (c) **Fax** faxing the signed copy to +44 (0)117 302 6743 marked "For the attention of the company secretary"
- (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail, entering "Written Resolution" in the subject line and sending it to thecompanysecretary@mitie.com

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 these resolutions, sufficient agreement has been received for the resolutions to pass, they 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

Articles of Association

of

Guardrite Limited

Company number 02402501

(Private company limited by shares)

as adopted by written special resolution passed on 11 March
2014

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