

Company No. 2606568

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ENVIROCARE WASTE SERVICES LTD

(the "Company")

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 written resolution of the Company, having effect as a special resolution (the "**Resolution**") -

SPECIAL RESOLUTION

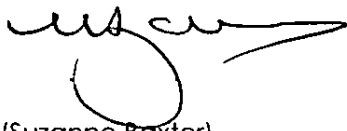
THAT:

the issued share capital of the Company be reduced from £316,800 00 to £2 00 by cancelling and extinguishing 268,799 A ordinary shares of £1 00 each and cancelling and extinguishing 47,999 B ordinary shares of £1 00 each in the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



Director (Suzanne Baxter)

For and on behalf MITIE Group PLC

Dated 28 March 2013

