



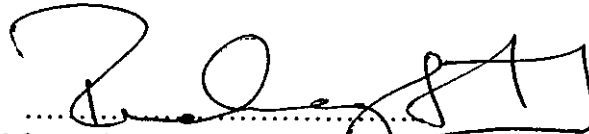
Written resolutions of

MITIE GROUP PLC, sole member of

MITIE Property Services (UK) Limited (the "Company") pursuant to Regulation 53 of Table A incorporated into the Company's Articles of Association

We, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, resolve as follows:

1. **THAT** the issued 98,000 B Ordinary Share of £1 in the capital of the Company be and are hereby redesignated as A Ordinary shares of £1 each conditional upon the approval by the shareholders of MITIE Group PLC of an employee share scheme relating to the Company on 27 July 2006;
2. **THAT** the authorised share capital of the company be and is hereby increased from £200,000 to £5,000,000 by the creation of 800,000 "A" ordinary shares of £1 each and 4,000,000 "B" ordinary shares of £1 each conditional upon the approval by the shareholders of MITIE Group PLC of an employee share scheme relating to the Company on 27 July 2006;
3. **THAT** the regulations contained in the printed document attached to this written resolution and for the purpose of identification signed by the signatory hereto be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of the company conditional upon the approval by the shareholders of MITIE Group PLC of an employee share scheme relating to the Company on 27 July 2006;
4. **THAT**, conditional upon the approval by the shareholders of MITIE Group PLC of an employee share scheme relating to the Company on 27 July 2006, the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot or to grant any right to subscribe for or to convert any security into shares in the company up to a maximum nominal amount of £4,800,000 in substitution for any existing authority conferred on the directors under the said Section 80 provided that this authority shall expire on the day preceding the fifth anniversary of the passing of this resolution, save that the company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
5. **THAT**, conditional upon the approval by the shareholders of MITIE Group PLC of an employee share scheme relating to the Company on 27 July 2006, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of that Act) for cash pursuant to the authority conferred by Resolution 4 above as if Section 89(1) of that Act did not apply to any such allotment.

A handwritten signature in black ink, consisting of a large 'Z' followed by a loop and a rectangular box with a diagonal line through it.

Signed for and on behalf of MITIE Group PLC

8.6.06

Date