

Company No: 02938041

The Companies Act 1985**Company limited by shares**A17 01/02/2008 203
COMPANIES HOUSE**Written Resolutions**

of

MITIE Facilities Services Limited

(passed on 1 October 2007)

We, being the sole member of MITIE Facilities Services Limited (the "**Company**") entitled to attend and vote at an **extraordinary general meeting** of the Company, agree in accordance with section 381A of the Companies Act 1985 to the following resolutions being passed in writing, of which resolution 1 is to be passed as a special resolution and resolutions 2 to 4 as ordinary resolutions:

Special Resolution

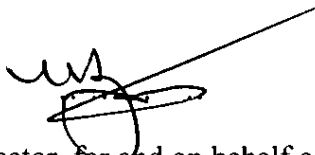
- 1 **That** the entry by the Company into an accession letter to a £150,000,000 credit agreement dated 17 January 2007 and made between, amongst others, the Finance Parties (as defined in the Credit Agreement) (1), MITIE Group PLC (the "**Parent**") (2) and certain other of the Parent's subsidiaries (3) (the "**Credit Agreement**") (the "**Accession Letter**"), pursuant to which the Company will accede to the Credit Agreement as an Additional Borrower and an Additional Guarantor and as such will provide a guarantee in favour of the Finance Parties, be and is approved

Ordinary Resolution

- 2 **That** the Directors have the authority to approve the terms of and the transactions contemplated by the Accession Letter and any related document
- 3 **That** the entry into by the Company of the Accession Letter is in the best interests of the Company's business and is to the commercial benefit and advantage of the Company
- 4 **That** the giving of the Guarantee by the Company pursuant to the Credit Agreement, guaranteeing all liabilities and obligations of the Borrowers under the Credit Agreement and other related finance documents, is in the best interests of the Company's business and is to the commercial benefit and advantage of the Company
- 5 **That** these resolutions and the approval of the Guarantee contained within them have effect notwithstanding any future amendment or variation of the Credit Agreement or other finance document, however fundamental to the Credit Agreement or other finance document, including any amendment providing for any increase in the amount

of a facility or any additional facility provided under the Credit Agreement or other finance document

- 6 **That** these resolutions have effect notwithstanding any provision of the Company's articles of association

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

Director, for and on behalf of
MITIE Group PLC

Date 1 October 2007