

Certified to be a true copy

No of Company: 3573265
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

AK Doolley 21/09/06
secretary dated

RESOLUTION

- of -

MITIE Air Conditioning (London) Limited
(the "Company")
(passed on 14 September 2006)

At an Extraordinary General Meeting of the Company held on 14 September 2006 at 8 Monarch Court, The Brooms, Emersons Green, Bristol, BS16 7FH, United Kingdom at 10.00 a.m. the following resolution was duly passed by the Company as a Special Resolution:-

THAT the Articles of Association of the Company be amended as follows:-

The current Article 3.2(a) shall be deleted and replaced by:

"(a) *Income*

Subject to the approval of the board, the profits of the Company available for distribution in respect of any financial year shall be applied:

- (i) first, in paying to the holders of the "A" Shares and "B" Shares a dividend of such amount as the board shall decide;
- (ii) second, in paying as a cumulative dividend to the holders together of the "A" Shares one-half of the profits of the Company available for distribution (net of any tax that is actually payable) in each financial year less the amounts already paid in respect of the "A" Shares under clause (i) together with any arrears of such cumulative dividend unpaid from any previous financial year insofar as there is sufficient profit remaining after the payment in clause (i); and
- (iii) third, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the "A" Share and "B" Shares *pari passu* as if they constituted one class of share.

Every dividend shall be distributed to the appropriate Shareholders *pro rata* according to the nominal value of the shares held by them respectively. "

[Signature]
.....

Company Secretary

ON BEHALF OF MITIE COMPANY SECRETARIAL SERVICES LTD

