DocuSign Envelope ID: AAD50233-F322-4FD6-8D69-FCA70F4A14FA

mitie

Company No. 3944875

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
MITIE PFI LIMITED (the "Company")

Circulation Date

29 May 2020

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 special resolution (the "**Resolution**"):

SPECIAL RESOLUTION
ARTICLES OF ASSOCIATION

THAT:

1. 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.

Please read the Notes overleaf before signifying your agreement to the Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members(s) of the Company who would have been entitled to vote on the Resolution on the Circulation Date stated above hereby irrevocably agree to the Resolution.

DocuSigned by:
Peter Dickinson
9153130E17564CC...

29 May 2020

For and on behalf of
Mitie Limited

Date of signature

WEDNESDAY
A9Y1DANV
A13 10/02/2021 #24
COMPANIES HOUSE

DocuSign Envelope ID: AAD50233-F322-4FD6-8D69-FCA70F4A14FA

mitie

NOTES

1. If you agree with the Resolution, 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:

- **By Hand**: delivering the signed copy to Mitie Company Secretarial Services Limited at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG.
- **By Post:** returning the signed copy by post to Mitie Company Secretarial Services Limited at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering "Special Resolution" in the subject line and sending it to thecompanysecretary@mitie.com.

If you do not agree to the Resolution, 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 this Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

3. Once given, your agreement to the Resolution 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.

DocuSign Envelope ID: AAD50233-F322-4FD6-8D69-FCA70F4A14FA

mitie

Company No. 3944875

WRITTEN CONSENT TO A VARIATION OF CLASS RIGHTS
of
MITIE PFI LIMITED (the "Company")

In accordance with section 630 of the Companies Act 2006 we, being the holders of not less than three quarters in nominal value of the issued A Ordinary and B Ordinary shares of £1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Ordinary and B Ordinary shares of £1.00 each as a class of shares that will or may be effected thereby.

DocuSigned by:
Peter Dickinson
9153130E17564CC...

29 May 2020

For and on behalf of
Mitie Limited

Date of signature