

Certified to be a true copy

secretary

dated 10.4.06

No of Company: 4005660
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION

- of -

MITIE ENGINEERING MAINTENANCE (SOUTH WEST) LIMITED

(the "Company")

(passed on 30 March 2006)

At an Extraordinary General Meeting of the Company held on 30 March 2006 at 8 Monarch Court, The Brooms, Emersons Green, Bristol, BS16 7FH, United Kingdom at 3.15 p.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 a fixed cumulative dividend per "A" Share equal to the Threshold divided by the number of "A" Shares in issue, together with any arrears of such cumulative dividend unpaid from any previous financial year insofar as there is sufficient profit;
- (ii) second, in paying to the holders of the "A" Shares and the "B" Shares a dividend of such amount as the board shall decide;
- (iii) third, 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 advance corporation tax that is actually payable) in each financial year less the amount 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 payments in clauses (i) and (ii); and
- (iv) fourth, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the "A" Shares and the "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. "



Company Secretary

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CONSENT TO VARIATION OF RIGHTS

The Directors of the following companies:

MITIE Engineering Services (Retail) Limited
MITIE Cleaning Services Limited
MITIE Catering Services Limited
MITIE Engineering Maintenance (South West) Limited
MITIE Environmental Limited
MITIE Managed Services (South West and Wales) Limited
MITIE Property Services (Eastern) Limited
MITIE Services (Retail) Limited
MITIE Transport Services Limited
MITIE Engineering Maintenance (North) Limited

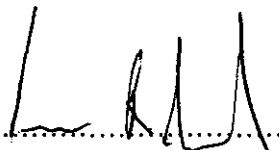
(the "Companies")

30 March 2006

Dear Sirs,

MITIE, as the sole holder of the A Shares (and in the case of MITIE Transport Services Limited, the B Shares) in each of the Companies, hereby irrevocably and unconditionally consents to the variation of the rights attaching to the A Shares (and in the case of MITIE Transport Services Limited the B Shares) caused by the proposed amendment to the Articles of Association proposed in the Notices of EGMs attached to this letter.

Yours faithfully,


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For and on behalf of MITIE Group PLC