

No. 5077923

Certified to be a true copy

secretary

dated

The Companies Act 1985

Company limited by shares

Written resolutions

of

MITIE Security (South West) Limited

(passed on 14 September 2004)



We, being all the members of the company entitled to attend and vote at an **extraordinary general meeting** of the company, resolve as follows:

1. consent having been given by MITIE Group PLC, that the existing issued 1 ordinary share of £1 in the capital of the company held by MITIE Group PLC and the remainder of the authorised share capital of 999 ordinary shares be and are hereby redesignated as "A" ordinary shares of £1 each, having the rights set down in the articles of association referred to in resolution 3;
2. **that** the authorised share capital of the company be and it is hereby increased from £1,000 to £640,000 by the creation of 325,400 "A" ordinary shares of £1 each and 313,600 "B" ordinary shares of £1 each respectively having the rights set down in the articles of association referred to in resolution 3;
3. consent having been given by MITIE Group PLC, **that** the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by its chairman be and they are 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;
4. **that** the directors be and they are 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 £639,999 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 5<sup>th</sup> 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** the directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the said Act) for cash up to an aggregate nominal amount of £639,999 as if sub-section

(1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall expire on the day preceding the 5<sup>th</sup> 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 equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

.....  
on behalf of MITIE Group PLC

