



**DOCUMENT : WRITTEN RESOLUTION OF THE COMPANY TO APPROVE THE
REDUCTION OF CAPITAL**

Company No. 03893940

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
MITIE ENGINEERING SERVICES (SWANSEA) LIMITED (the "Company")**

Circulation Date

8 December 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolutions as special resolutions (the "Resolutions")

SPECIAL RESOLUTION

THAT:

1. the Company's ordinary share capital be reduced from £55,200 by cancelling 40,700 ordinary A shares of £0.01 each, 39,100 ordinary B shares of £0.01 each and £54,399 deferred shares of £1.00, such that the issued share capital of the Company will be £3.00 comprising 100 ordinary A shares of £0.01 each, 100 ordinary B shares of £0.01 each and 1 deferred share of £1.00 and
2. the Company's share premium account of £26,000 be cancelled

Please read the Notes overleaf before signifying your agreement to the Resolutions

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

For and on behalf of
Utilyx Asset Management Limited

Date of signature



NOTES

1. If you agree with the Resolution[s], 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 1 Harlequin Office Park, Fieldfare, Emersons Green, Bristol, BS16 7FN
- **By Post:** returning the signed copy by post to Mitie Company Secretarial Services Limited at 1 Harlequin Office Park, Fieldfare, Emersons Green, Bristol, BS16 7FN
- **Fax** faxing the signed copy to +44 (0)117 302 6743 marked "For the attention of the company secretary"
- **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[s], you do not need to do anything you will not be deemed to agree if you fail to reply

2. Unless, by 15 days from the circulation of this Resolution[s], sufficient agreement has been received for the Resolution[s] to pass, it will lapse. If you agree to the Resolution[s], please ensure that your agreement reaches us before or during this date

3. Once given, your agreement to the Resolution[s] 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