

THIS NOTICE OF MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Company, please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the transfer was effected so that they can be passed on to the person who now owns the shares.

MITIE Group PLC

(Registered in Scotland with company number SC019230)

Notice of General Meeting

Your attention is drawn to the letter of the Chairman of the Company, which is set out on pages 2 to 4 of this document, which includes a recommendation that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held at 8 Monarch Court, The Brooms, Emersons Green, Bristol, BS16 7FH at 1.30pm on 28 September 2009 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form. The Form of Proxy must be received by our registrar as soon as possible and by no later than 4.30pm on 25 September 2009.



MITIE Group PLC
(Registered in Scotland with company number SC019230)

Registered Office:

35 Duchess Road
Rutherglen
Glasgow
G73 1AU

Private and Confidential
Addressee only

9 September 2009

To all Shareholders

Dear Shareholder

Introduction

I am writing to request your approval to enter into a transaction under which MITIE Group PLC ('MITIE') will acquire shares from Ruby McGregor-Smith, a director of MITIE, for a total consideration of £166,752.00. The requirement to seek your approval has arisen in connection with the purchase by MITIE of minority interests in MITIE's subsidiary, MITIE Transport Services Limited ('MTS') and certain provisions under the Companies Act 2006 relating to substantial property transactions as set out in an announcement to the London Stock Exchange on 18 August 2009.

The Board believes that the success of MITIE has been built in part upon its equity model (known as the 'MITIE Model') whereby management teams invest in new company start-ups and have the opportunity to be bought out by MITIE. The buy-out generally occurs between five and ten years after the start of the relevant arrangement and consideration for the buy-out is based on the average of the preceding two or three years' profit after tax at a fixed multiple.

MITIE established MTS in accordance with the MITIE Model. In July this year, the employee shareholders of MTS served a transfer notice on MITIE inviting it to acquire some of their shares. MITIE's Chief Executive, Ruby McGregor-Smith, is one of the employee shareholders of MTS and has also served a notice to sell under the same procedure as all of the other employee shareholders. The amount of consideration due to Ruby McGregor-Smith is £166,752.00, in exchange for 3,600 C shares in MTS. Under the Companies Act 2006, the approval of the Shareholders is required before the transaction may complete.

Background to and reasons for requiring Shareholders' consent

MTS was established pursuant to a shareholders' agreement between MITIE and the employee shareholders of MTS dated 2nd June 2004 (the 'Shareholders' Agreement'). Ruby McGregor-Smith joined MITIE in 2002 as Group Finance Director and the Board of MITIE felt that it was appropriate for her to become an employee shareholder in MTS along with the directors of MTS and so participate in the risks and rewards of that venture. It is no longer the policy of MITIE to allow MITIE Board directors to participate in MITIE Model arrangements as the Long Term Incentive Plan is now used to incentivise the Group's senior management.

Under the terms of the Shareholders' Agreement the employee shareholders of MTS and Ruby McGregor-Smith served notices on MITIE in the period 7-14 days after the 2009 AGM (held on 10 July) offering to sell a proportion of their MTS shares. MITIE accepted their offers on 18 August at a price per share calculated by valuing MTS at a multiple of its average post tax earnings for the two years ended 31 March 2008 and 2009 and then dividing that amount by the number of shares in issue. MITIE has the right to pay for their MTS shares both by issuing new MITIE ordinary shares of 2.5p each and in cash.

Immediately prior to 18 August 2009, MTS had an issued share capital of £1,538,001, divided into 900,000 A ordinary shares of £1 each, 229,500 B ordinary shares of £1 each, 220,500 C ordinary shares of £1 each and 1 D ordinary share of £1. Of these, 188,000 C ordinary shares ('C Shares') were held by the employee shareholders ('C Shareholders'), giving them 12.22% of the equity of MTS. MITIE agreed to purchase 80% (150,400 C Shares) of the C Shares held by the employee shareholders at a price of £46.32 per share, giving a total consideration payable on the purchase of 80% of the total C shares held by the C Shareholders of £6,966,528.00.

On 18 August 2009, MITIE entered into share purchase agreements for the purchase of 150,400 C Shares, being 80% of the shareholding of the employee shareholders. The acquisition of the C Shares from all C Shareholders other than Ruby McGregor-Smith was completed on 18 August. The acquisition of C Shares from Ruby McGregor-Smith is conditional upon Shareholder approval being obtained as set out below.

Under sections 190 and 191 Companies Act 2006 a company may not enter into a transaction with one of its directors whereby the company is to acquire a non-cash asset of a value of more than £100,000 from that director unless the transaction has been approved by the shareholders of the company, or is conditional on such approval being obtained. In the event that Shareholder approval is not obtained then the conditional share purchase agreement entered into between MITIE and Ruby McGregor-Smith will terminate without recourse.

Subject to this approval, the consideration will be satisfied as to £1.28 in cash and £166,750.72 by the issue of 70,137 new ordinary shares. The new ordinary shares will be issued in registered form and will be capable of being held in both certificated and uncertificated form. Application will be made to the UK Listing Authority and the London Stock Exchange (the "LSE") for the relevant shares to be admitted to the Official List and to trading on the LSE. The shares will rank pari passu with existing ordinary MITIE shares, save that they will have a trading restriction applied until 18 August 2011. It is expected that the shares will be issued and admission of the new shares to the Official List will become effective by no later than 30 September 2009.

Meeting


You will find on pages 6 and 7 of this document a Notice of General Meeting to be held at 8 Monarch Court, The Brooms, Emersons Green, Bristol BS16 7FH on 28 September 2009 at 1.30pm at which the Resolution will be proposed. The Resolution seeks the approval of the Shareholders to the acquisition of Ruby McGregor-Smith's shares in MTS by MITIE for the sum of £166,752.00.

Whether or not you intend to attend the Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form. The Form of Proxy must be received by our registrar as soon as possible and by no later than 4.30pm on 25 September 2009.

Recommendation

The Board (excluding Ruby McGregor-Smith) considers that the proposed acquisition of Ruby McGregor-Smith's shares in MTS as described above is in the best interests of the Shareholders as a whole and accordingly, recommend you to vote in favour of the Resolution as they intend to do in respect of their beneficial holdings amounting in aggregate to 4,580,785 ordinary shares, representing approximately 1.30% of the issued share capital of MITIE as at 7 September 2009.

Yours faithfully



Roger Matthews
Chairman

Definitions

“**Board**” means the board of directors of the Company.

“**Form of Proxy**” means the form of proxy appointment for use in connection with the Meeting which accompanies this document.

“**Meeting**” means the general meeting of the Company convened by the Notice of General Meeting, to be held at 8 Monarch Court, The Brooms, Emersons Green, Bristol BS16 7FH on 28 September 2009 at 1.30pm.

“**MITIE**” or the “**Company**” means MITIE Group PLC.

“**Notice of General Meeting**” means the notice convening the Meeting set out at pages 6 and 7 of this document.

“**Resolution**” means the ordinary resolution seeking Shareholders’ approval to the proposed transaction with Ruby McGregor-Smith set out in the Notice of General Meeting.

“**Shareholder**” means a shareholder in the capital of MITIE.

MITIE Group PLC

(Registered in Scotland with company number SC19230)

Notice of General Meeting

Notice is hereby given that a **general meeting** of MITIE Group PLC ("MITIE") will be held at 8 Monarch Court, The Brooms, Emersons Green, Bristol BS16 7FH on 28 September 2009 at 1.30pm for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution:

Ordinary Resolution

THAT the proposed purchase by MITIE of 3,600 C ordinary shares in the capital of MITIE Transport Services Limited from Ruby McGregor-Smith, a director of MITIE, for a total consideration of £166,752.00, £1.28 being payable in cash and £166,750.72 by the allotment of 70,137 ordinary shares of MITIE, be approved for the purposes of section 190 of the Companies Act 2006.

Dated 9 September 2009

By order of the Board

Registered office:

Marie-Claire Haines
Company Secretary

35 Duchess Road
Rutherglen
Glasgow
G73 1AU

Notes:

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at 6pm on 25 September 2009 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. If you wish to attend the Meeting in person, please bring with you the attendance card attached to the form of proxy. If you have received an email notification, please bring a copy of the email. These will assist with the registration process prior to the commencement of the General Meeting.
3. A member who is entitled to attend, speak and vote at the Meeting may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the Meeting in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the Meeting (although voting in person at the Meeting will terminate the proxy appointment). A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the Meeting or another person as a proxy. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the proxy form.
4. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, by no later than 4.30pm on 25 September 2009.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service

providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

6. If you submit your proxy form via the internet at www.mitie-shares.com it should reach the registrar by 4.30pm on 25 September 2009. Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website. You may not use any electronic address provided either in this Notice of General Meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
7. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
8. The following information is available at www.mitie.co.uk: (1) The matters set out in this Notice of General Meeting; (2) the total numbers of shares in the Company, and shares in each class, in respect of which members are entitled to exercise voting rights at the Meeting, (3) the totals of the voting rights that members are entitled to exercise at the Meeting, in respect of the shares of each class; and (4) members' statements, members' resolutions and members' matters of business received by the Company after the first date on which notice of the Meeting was given.
9. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 3 to 5 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
10. Members attending the Meeting have the right to ask, and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the Meeting.
11. As at 5.30pm on 7 September 2009, the Company's issued share capital comprised 351,729,467 ordinary shares of 2.5p nominal value each. Each ordinary share carries the right to one vote at a general meeting of the Company. Accordingly, the total number of voting rights in the Company as at 5.30pm on 7 September 2009 is 351,729,467.