

28 June 2019

Dear Shareholder,

## **Annual General Meeting of Mitie Group plc ("Mitie")**

We are pleased to notify you that our 2019 Annual General Meeting (the "AGM") will be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 30 July 2019 at 11.30am. The formal Notice of AGM (the "Notice") and the details of resolutions on which you will be asked to vote are set out in this booklet.

If you are not able to attend the AGM, you can still register your vote by appointing a proxy electronically via the shareholder portal ([www.mitie-shares.com](http://www.mitie-shares.com)). To do this you will need your Investor Code which you will find on your share certificate or welcome letter. Proxy appointments must be submitted to Mitie's Registrars, Link Asset Services ("Link") not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof in order for your vote to be registered.

Your Board of Directors believe that the proposals described in this document are in the best interests of Mitie and its shareholders as a whole and unanimously recommend that you vote in favour of all of the resolutions. The Directors intend to do so in respect of their own beneficial holdings.

The Annual Report and Accounts for the year ended 31 March 2019 have been published and are available on our website, [www.mitie.com](http://www.mitie.com). These detail our financial, operational and corporate responsibility, performance in the last financial year and the Board's plans for the future direction of Mitie. The Board is focused on the long-term future success of the business and delivering shareholder value. Further details can be found on pages 8 to 9 of the Annual Report and Accounts.

Yours sincerely,



Derek Mapp  
**Chairman**

Please note that you will not automatically receive a hard-copy proxy form and will still be able to vote in person without one. You will require proof of identification to vote in person. You may request a hard-copy of the proxy form from Link should you prefer to vote in this manner.

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or otherwise transferred all of your ordinary shares in Mitie Group plc, please pass this document and any accompanying documentation as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

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## NOTICE OF 2019 ANNUAL GENERAL MEETING OF MITIE GROUP PLC

Notice is hereby given that the 2019 Annual General Meeting of Mitie Group plc will be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 30 July 2019 at 11.30am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 19 as special resolutions.

### ORDINARY RESOLUTIONS

#### **Resolution 1 – Report and Accounts**

To receive the annual report and accounts for the year ended 31 March 2019 (the "Annual Report and Accounts"), together with the reports of the directors of Mitie (the "Directors") and auditors thereon.

#### **Resolution 2 – Directors' Remuneration Report**

To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 March 2019, as set out on pages 70 to 81 of the Annual Report and Accounts.

#### **Resolution 3 – Declaration of dividend**

To declare a final dividend for the year ended 31 March 2019 of 2.67p per ordinary share.

#### **Resolution 4 – Re-election of Non-Executive Chairman**

To re-elect Derek Mapp as a director.

#### **Resolution 5 – Re-election of Chief Executive Officer**

To re-elect Phil Bentley as a director.

#### **Resolution 6 – Re-election of Chief Financial Officer**

To re-elect Paul Woolf as a director.

#### **Resolution 7 – Re-election of Independent Non-Executive Director**

To re-elect Nivedita Krishnamurthy Bhagat as a director.

#### **Resolution 8 – Re-election of Independent Non-Executive Director**

To re-elect Philippa Couttie as a director.

#### **Resolution 9 – Re-election of Independent Non-Executive Director**

To re-elect Jennifer Duvalier as a director.

#### **Resolution 10 – Re-election of Independent Non-Executive Director**

To re-elect Mary Reilly as a director.

#### **Resolution 11 – Re-election of Independent Non-Executive Director**

To re-elect Roger Yates as a director.

#### **Resolution 12 – Re-appointment of auditor**

To re-appoint BDO LLP as auditor of Mitie to hold office from the conclusion of the AGM until the conclusion of the next general meeting before which accounts are laid.

#### **Resolution 13 – Remuneration of auditor**

To authorise the Audit Committee to determine the remuneration of the auditor.

#### **Resolution 14 – Political donations**

That Mitie (together with any company which is or becomes a subsidiary of Mitie during the period to which this resolution relates) is hereby authorised, at any time during the period commencing on the date of passing this resolution 14 and ending at the earlier of 30 September 2020 and the conclusion of Mitie's next annual general meeting, for the purposes of s366 of the Companies Act 2006 (the "Act"), to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and,
- (c) incur political expenditure not exceeding £50,000 in total;

provided that the total aggregate amount of such political donations and political expenditure referred to in (a) to (c) above during such period shall not exceed £50,000 for Mitie and all of its group of companies (provided that such amount may comprise sums in different currencies that shall be converted at such rate as the Directors may in their absolute discretion determine to be appropriate). Terms used in this resolution 14 have the same meaning as under Part 14 of the Act.

#### **Resolution 15 – Directors' authority to allot shares**

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be generally and unconditionally authorised pursuant to s551 of the Act to exercise all the powers of Mitie to allot shares in Mitie, and grant rights to subscribe for or to convert any security into shares in Mitie (such shares, and rights to subscribe for or to convert any security into shares of Mitie being "Relevant Securities") up to an aggregate nominal amount of £914,842.64 equal to 10% of the issued ordinary share capital of Mitie as at 12 June 2019 (excluding treasury shares) provided that (unless previously revoked, varied or extended) this authority shall expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting of Mitie, except that Mitie may at any time 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 an offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTIONS**

##### **Resolution 16 – General authority to disapply pre-emption rights**

That, subject to the passing of resolution 15, the Directors be generally authorised to allot equity securities (as defined in s560 of the Act) of Mitie wholly for cash pursuant to the authority of the Directors under s551 of the Act conferred by resolution 15 above (in accordance with s570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with s573 of the Act), in each case as if s561(1) of the Act did not apply to such allotment, provided that the authority conferred by this resolution shall be limited:

- (a) to the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities to the holders of ordinary shares in the capital of Mitie in proportion (as nearly as practicable) to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or any legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or any stock exchange or any other matter whatsoever; and
- (b) otherwise than pursuant to sub-paragraph (a) above, to the allotment of equity securities to any person or persons up to an aggregate nominal value equal to £457,421.32,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this authority 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 an offer or agreement as if the authority conferred hereby had not expired.

#### **Resolution 17 – Additional authority to disapply pre-emption rights for the purposes of acquisitions and capital investments**

That, subject to the passing of resolution 15, in addition to any authority granted under resolution 16, the Directors be generally authorised to allot equity securities (as defined in s560 of the Act) of Mitie wholly for cash pursuant to the authority of the Directors under s551 of the Act conferred by resolution 16 above (in accordance with s570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with s573 of the Act), in each case as if s561(1) of the Act did not apply to such allotment, provided that the authority conferred by this resolution shall be limited:

- (a) to the allotment of equity securities and/or sale of Treasury shares for cash up to an aggregate nominal amount of £457,421.32 calculated, in the case of equity securities which are rights to subscribe for, or covert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this authority 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 an offer or agreement as if the authority conferred hereby had not expired.

#### **Resolution 18 – Authority to purchase own shares**

That Mitie be and is hereby generally and unconditionally authorised for the purposes of s701 of the Act to make market purchases (within the meaning of s693(4) of the Act) of its ordinary shares of 2.5p each ("Ordinary Shares"), on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares that may be purchased is 36,593,706, representing approximately 10% of the issued ordinary share capital of Mitie as at 12 June 2019 (excluding treasury shares);
- (b) the minimum price (exclusive of expenses) that may be paid for an Ordinary Share is 2.5p;
- (c) the maximum price (exclusive of expenses) that may be paid for an Ordinary Share is the higher of (i) 105% of the average middle market value of an Ordinary Share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the value of an Ordinary Share calculated on the basis of the price quoted for (a) the last independent trade of, or (b) the highest current independent bid for, any number of Ordinary Shares on the trading venue where the purchase is carried out; and
- (d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting of Mitie, except in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which might be completed or executed wholly or partly after such expiry.

#### **Resolution 19 – Notice of general meetings**

That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

#### **By order of the Board:**



Peter Dickinson

**General Counsel & Company Secretary**

28 June 2019

Registered Office:  
Registered number:

35 Duchess Road, Rutherglen, Glasgow, G73 1AU  
SC019230

## MEETING NOTES

1. Only holders of Ordinary Shares are entitled to attend and vote at the meeting. Any member entitled to attend may appoint a proxy to attend, speak and vote at the meeting instead of him/her. A proxy need not be a member of Mitie but must attend the meeting to represent (and must vote in accordance with any instructions given by) the member by whom the proxy is appointed. A member may appoint more than one proxy provided that 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). You may appoint your proxy electronically via the shareholder portal ([www.mitie-shares.com](http://www.mitie-shares.com)). To do this you will need your Investor Code ("IVC") which you will find on your share certificate or welcome letter. A member may only appoint a proxy using the procedures set out in these notes and in the instructions on the proxy form. To be effective, proxy forms duly completed must be received by Mitie's registrars, Link, not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the meeting or any adjournment thereof. Appointing a proxy does not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated. You may request a hard-copy proxy form from Link, should you prefer to vote in this manner.
2. If you are a person who has been nominated by a shareholder to enjoy information rights in accordance with s146 of the Act, you do not have the right to appoint a proxy but you may have a right under an agreement between you and the shareholder by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
3. A member of Mitie who wishes to attend the meeting in person should arrive at Linklaters LLP, One Silk Street, London EC2Y 8HQ in good time before the meeting, which will commence at 11.30am. In order to gain admittance to the meeting, members may be required to prove their identity.

Mitie, pursuant to Part 13 of the Act and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the register of members of Mitie at close of business on 26 July 2019 (or if the meeting is adjourned, two working days before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any 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 or adjourned meeting.

4. In the case of joint holders of shares, the vote of the first named in the register of members of Mitie who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting or any adjourned meeting by following 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, should refer to their CREST sponsor or voting service provider, 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 Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified above. 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. CREST members and, where applicable, their CREST sponsor or voting service providers, should note that Euroclear does not make available special procedures in CREST for 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, to procure that his CREST sponsor or voting service provider takes) 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. Mitie may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
6. Members attending the meeting have the right to ask and, subject to the provisions of the Act, Mitie must cause to be answered, any questions relating to the business being dealt with at the meeting.
7. As at 12 June 2019 (being the latest practicable date prior to the publication of this Notice) Mitie's issued share capital consists of 373,685,164 Ordinary Shares carrying one vote each. 7,748,108 Ordinary Shares were held in treasury and accordingly the total voting rights in Mitie as at 12 June 2019 were 365,937,056.
8. A copy of this Notice, and all other information required by s311A of the Act, can be found on Mitie's website ([www.mitie.com/investors/shareholder-information/agg](http://www.mitie.com/investors/shareholder-information/agg)).

9. Under s527 of the Act members meeting the threshold requirements set out in that section have the right to require Mitie to publish on a website a statement setting out any matter relating to: (i) the audit of Mitie's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of Mitie ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 of the Act, that the members propose to raise at the meeting. Mitie may not require the shareholders requesting any such website publication to pay its expenses in complying with s527 or 528 of the Act. Where Mitie is required to place a statement on a website under s527 of the Act, it must forward the statement to Mitie's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that Mitie has been required under s527 of the Act to publish on a website.
10. Copies of the Executive Directors' service contracts with Mitie and any of its subsidiary undertakings and letters of appointment of the Non-Executive Directors are available for inspection at the registered office and London office of Mitie (Level 12, The Shard, 32 London Bridge Street, London SE1 9SG) during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this Notice until the conclusion of the AGM and will also be available for inspection at the place of the meeting from 11.00am on the day of the meeting until its conclusion.
11. You may not use any electronic address provided in this Notice to communicate with Mitie for any purposes other than those expressly stated.
12. As soon as practicable after the AGM the results of voting will be announced via a regulated information service and made available on Mitie's website ([www.mitie.com/investors/shareholder-information/agm](http://www.mitie.com/investors/shareholder-information/agm)).

## EXPLANATORY NOTES TO AGM RESOLUTIONS

### Approval of resolutions

Resolutions passed as 'ordinary resolutions' require more than 50% of votes cast to be in favour of the resolution. Resolutions passed as 'special resolutions' require 75% or more of votes cast to be in favour of the resolution.

### ORDINARY RESOLUTIONS

#### Report and Accounts (resolution 1)

The Directors of Mitie must present the Annual Report and Accounts for the year ended 31 March 2019 to the meeting.

#### Directors' Remuneration Report (resolution 2)

All UK quoted companies are required by law to produce, for each financial year, a Directors' Remuneration Report which sets out the remuneration and benefits paid to Directors during the year. You can find this report on pages 70 to 81 of the Annual Report and Accounts for the year ended 31 March 2019.

An ordinary resolution to approve the Directors' Remuneration Report must be put to shareholders at the meeting at which the Annual Report and Accounts for that year are laid. As in past years, this vote will be advisory and does not affect the future remuneration paid to any director. This approval will exclude the Directors' remuneration policy (the "Policy") which is subject to a separate binding vote every three years. The Policy was approved by shareholders at the annual general meeting on 31 July 2018, and therefore remains valid until the 2021 annual general meeting (subject to any changes being proposed prior to that date, or to the advisory vote on the annual implementation report on Directors' remuneration not being passed). No changes are proposed to be made to the Policy this year. The Policy is available on Mitie's website ([www.mitie.com/investors/corporate-governance](http://www.mitie.com/investors/corporate-governance)).

#### Dividend declaration (resolution 3)

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 2.67p per ordinary share is recommended by the Directors for payment to shareholders who are on the register as at close of business on 28 June 2019. If approved, the date of payment of the final dividend will be 9 August 2019. An interim dividend of 1.33p per ordinary share was paid to shareholders on 12 February 2019.

#### Annual re-election of Directors (resolutions 4 to 11)

The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies seek re-election by shareholders on an annual basis. Accordingly, all Directors currently in office will seek re-election at the AGM. Separate resolutions will be proposed for each re-election. The corporate governance statement, on pages 53 to 69 of the Annual Report and Accounts, provides further details on the review of board composition and performance conducted by the Board. As part of this evaluation the Board has considered the performance of each Director seeking re-election. The Board has concluded that each Non-Executive Director is independent in character and judgement and confirms that each makes an effective and valuable contribution to the Board and demonstrates clear commitment to the role. Biographical details of the Directors are provided on pages 50 to 52 of the Annual Report and Accounts, and at the end of these explanatory notes.

#### Re-appointment of auditor (resolution 12)

Resolution 12 proposes the re-appointment of BDO LLP as auditor of Mitie until the conclusion of the next general meeting at which accounts are laid. Mitie is required to appoint an auditor to serve for each financial year of the company. The appointment must be made before the end of the general meeting before which accounts are laid. BDO LLP have indicated their willingness to continue as Mitie's auditor and the Audit Committee, which has evaluated the effectiveness and independence of the external auditor, has recommended to the Board that BDO LLP be proposed for re-appointment. Resolution 12 is, therefore, to re-appoint BDO LLP as auditor for the financial year ending 31 March 2020.

During the year ended March 2018, Mitie tendered its external audit services and concluded that BDO LLP be appointed as external auditor. There are no contractual obligations which restrict the choice of auditor. The UK Corporate Governance Code states that FTSE 350 companies should tender the provision of audit services at least every 10 years or explain their approach, if different. This requirement is kept under review by the Audit Committee.

#### Remuneration of auditor (resolution 13)

Resolution 13 authorises the Audit Committee (on behalf of the Board) to fix the auditor's remuneration.

#### Political donations (resolution 14)

Resolution 14 concerns Part 14 of the Act which provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company must be authorised in advance by its shareholders. Mitie's long-standing policy of not making any political donations will continue. However, it is possible that certain routine activities (including charitable donations) undertaken by Mitie might unintentionally fall within the wide definition of payments constituting political donations and expenditure as set out in the Act. The resolution, if passed, will grant the Directors the relevant statutory authority until the 2020 annual general meeting subject to a total aggregate cap for Mitie and its subsidiary companies of £50,000.

#### Directors' authority to allot shares (resolution 15)

The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. This authority is renewed at every annual general meeting and accordingly this resolution authorises the Directors to allot additional shares or grant rights over shares until the earlier of 30 September 2020 and the next annual general meeting.

The authority will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £914,842.64, which is equivalent to approximately 10% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 12 June 2019 (the latest practicable date prior to publication of this notice). This is materially below the Investment Association's Share Capital Management Guidelines issued in July 2016. There are no current plans to exercise this authority other than in connection with employee share incentive schemes. However, the Directors believe that they should have this authority to respond to market developments and to enable such allotments to take place to finance business opportunities as they arise.

Mitie holds 7,748,108 treasury shares as at 12 June 2019 (being the latest practicable date prior to the publication of this Notice), representing approximately 2.12% of the issued share capital (excluding treasury shares). The power will be limited to a nominal value of £914,842.64, which is equivalent to 10% of the issued share capital (excluding treasury shares) of Mitie as at 12 June 2019.

## **SPECIAL RESOLUTIONS**

### **Dis-application of pre-emption rights (resolutions 16 & 17)**

If the Directors wish to allot shares (and other equity securities) for cash, under s561(1) of the Act, the Directors are required to first offer such shares to existing shareholders in proportion to the existing holdings – i.e. on a pre-emptive basis. There may be occasions, however, when the Directors will need the flexibility to issue shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. Resolution 16 therefore authorises the Directors to allot securities for cash without complying with the pre-emption rights in the Act in connection with a pre-emptive offer or rights issue or otherwise up to a nominal value of £457,421.32 which equates to 5% of Mitie's issued share capital excluding treasury shares and 4.90% of the issued share capital including treasury shares, each as at 12 June 2019 (being the latest practicable date prior to the publication of this Notice).

Resolution 17 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. The authority under resolution 17 is limited to a nominal value of £457,421.32, equivalent to 5% of Mitie's issued share capital excluding treasury shares and 4.90% of the issued share capital including treasury shares, each as at 12 June 2019 (being the latest practicable date prior to the publication of this Notice).

This authority will expire upon the expiry of the general authority conferred in resolution 15 (that is, at the earlier of 30 September 2020 and the next AGM). The Board confirms that it intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares or other equity securities for cash on a non-pre-emptive basis pursuant to the authority in resolution 16 in excess of an amount equal to 7.5% of Mitie's issued share capital excluding treasury shares within a rolling three-year period, other than: (i) with prior consultation with shareholders; or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. Adherence to the Pre Emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 17.

As at 12 June 2019, Mitie holds 7,748,108 Ordinary Shares in treasury, which it may sell at a later date for cash rather than simply cancelling them. Any such sales are required to be made on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to dis-apply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued Ordinary Shares on a non-pre-emptive basis, resolutions 16 and 17 will also give Directors power to sell Ordinary Shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above. The Directors consider that the power proposed to be granted by resolutions 16 and 17 is necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

### **Authority to purchase own shares (resolution 18)**

The Act permits a company to purchase its own shares provided that the purchase has been authorised by shareholders in a general meeting. In certain circumstances, it may be advantageous for Mitie to purchase its own shares and this resolution seeks the authority from shareholders to continue to do so. The Directors will continue to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of Mitie will be taken into account when exercising this authority. Any purchases of shares would be by means of market purchases through the London Stock Exchange. As an alternative to cancellation, Mitie may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives Mitie the ability to re-issue treasury shares quickly and cost-effectively and provides Mitie with greater flexibility in the management of its capital base. It also gives Mitie the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, Mitie is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of Mitie's assets may be made to Mitie in respect of the treasury shares. This resolution specifies the maximum number of Ordinary Shares that may be acquired (equating to 10% of Mitie's issued share capital (excluding treasury shares) as at 12 June 2019 (being the latest practicable date prior to the publication of this Notice)) and the maximum and minimum prices at which they may be bought. The authority will expire on the earlier of 30 September 2020 and the next annual general meeting.

As at 12 June 2019, there were options and awards over 19,686,691 Ordinary Shares, which represents 5.38% of Mitie's issued share capital (excluding treasury shares) at that date. If the authority to purchase Mitie's Ordinary Shares was exercised in full, these options and awards would represent 5.98% of Mitie's issued share capital (excluding treasury shares).

### **Notice of general meetings (resolution 19)**

The notice period required by the Act for general meetings of Mitie is 21 clear days unless shareholders approve a shorter notice period which cannot, however, be less than 14 clear days. At the annual general meeting held on 31 July 2018, shareholders authorised the calling of general meetings, other than an annual general meeting, on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The approval will be effective until Mitie's next annual general meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, Mitie must make a means of electronic voting available to all shareholders for that meeting. The Board will only utilise the authority to hold meetings on less than 21 clear days' notice where, taking into account the circumstances, and noting the recommendations of the UK Corporate Governance Code, the Directors consider this appropriate in relation to the business of the meeting and in the best interests of shareholders as a whole.

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## DIRECTORS' BIOGRAPHICAL DETAILS

**Derek Mapp**  
**Non-Executive Chairman**

### Board Committees

Chairman of the Nomination Committee

### Date of appointment to the Board

9 May 2017

### Other current appointments

Derek is Chair of Informa plc and private companies: Imagesound Limited and Salmon Developments Limited. Derek also has several other private business interests.

### Past roles

Derek was Chair of Huntsworth plc from December 2014 to March 2019. He was also previously Chief Executive Officer of Tom Cobleigh plc and Chair of Leapfrog Day Nurseries Limited, East Midlands Development Agency, Sport England and British Amateur Boxing Association Limited.

### Skills and experience

- Experienced chairman and entrepreneur;
- Extensive career in ownership, managerial, operational and commercial roles in service industries;
- Wealth of commercial and governance experience within various sectors; and
- Promotes robust debate and an open and engaged culture.

**Phil Bentley**  
**Chief Executive Officer**

### Board Committees

None

### Date of appointment to the Board

1 November 2016

### Other current appointments

None

### Past roles

Phil was Group Chief Executive Officer of Cable & Wireless Communications plc from January 2014 until its sale to Liberty Global plc in May 2016. Prior to this he was a member of the board of Centrica plc from 2000 to 2013 whilst also Managing Director of British Gas from 2007 to 2013, Managing Director, Europe from 2004 to 2007 and Group Finance Director from 2000 to 2004. Phil's prior non-executive directorships include IMI plc from 2012 to 2014 and Kingfisher plc from 2002 to 2010.

### Skills and experience

- Executive and non-executive experience with FTSE 100 companies for over 18 years;
- Significant strategic and commercial experience at both national and global level;
- Extensive executive and leadership experience from across industry;
- Extensive financial, audit and risk management systems experience; and
- Accountant by profession, with a master's degree from Oxford University and an MBA from INSEAD, Fontainebleau.

**Paul Woolf**  
**Chief Financial Officer**

**Board Committees**

None

**Date of appointment to the Board**

13 November 2017

**Other current appointments**

None

**Past roles**

Paul was Chief Executive Officer of Virgin Active Health Clubs from September 2013 to March 2017 and Chief Financial Officer from January 2013 to September 2013. Prior to that he was Chief Financial Officer of Jack Wills, Group Chief Financial Officer of Birds Eye Iglo Group and Chief Financial Officer of the Automobile Association.

**Skills and experience**

- A highly-regarded leader with experience across a broad range of industry sectors;
- A proven track record in operational, financial and strategic oversight and execution;
- Extensive turnaround experience; and
- Qualified as a chartered accountant, with a degree from Oxford University in Philosophy, Politics and Economics.

**Nivedita Krishnamurthy Bhagat**  
**Independent Non-Executive Director**

**Board Committees**

Member of the Audit Committee

Member of the Nomination Committee

**Date of appointment to the Board**

1 June 2017

**Other current appointments**

Nivedita is Chief Executive, Infrastructure Services & Cloud Services UK, Europe at Capgemini SA, a French publicly listed multinational corporation. She is also a member of its UK management board.

**Past roles**

Nivedita was Head of Enterprise Solutions, EMEA and Head of London Development Centre at Infosys Technologies Ltd from 1998 to 2010. Prior to this she was a consultant in the corporate finance division at KPMG India.

**Skills and experience**

- Significant international management experience having worked across the UK, Europe, US and India;
- Vast experience in advising clients on technology solutions with a view to enabling them to increase shareholder value;
- Several years of IT consulting and IT outsourcing experience managing large complex contracts;
- Strong sales orientation having sold global technology and digital solutions to global clients;
- Deep P/L management with focus on top and bottom line; and
- Qualified as a chartered accountant, with a degree in Economics.

**Philippa Couttie**  
**Independent Non-Executive Director**

**Board Committees**

Member of the Audit Committee  
Member of the Nomination Committee

**Date of appointment to the Board**

15 November 2017

**Other current appointments**

Philippa is a member of the House of Lords and party whip.

**Past roles**

Philippa led Westminster City Council from 2012 to 2017. She joined the Council in 2006 and has previously served as Cabinet Member for Finance, Cabinet Member for Housing and Deputy Cabinet Member for Children's Services. Philippa was also a member of the Polling and Digital Media Select Committee from 2017 to 2018. Prior to progressing her career in public service, Philippa was a director at Citigroup following its takeover of Schroders, where she headed up its principal finance business. She was also previously Chief Executive of Cornerstone Communications. Philippa has served as a non-executive director on several boards since 2006, including Royal Parks and the London Local Enterprise Partnership. She was also previously Chair of the West End Partnership and Council Member of Imperial College, where she was also Chair of the Audit Committee.

**Skills and experience**

- Extensive experience in both public and private sector at the most senior level;
- Ennobled and joined the House of Lords in 2016; and
- A degree from the University of St Andrews in Psychology.

**Jennifer Duvalier**  
**Independent Non-Executive Director**

**Board Committees**

Chair of the Remuneration Committee  
Member of the Nomination Committee

**Date of appointment to the Board**

26 July 2017

**Other current appointments**

Jennifer is Non-Executive Director and Chair of the Remuneration Committee of Guardian Media Group plc, and Non-Executive Director of NCC Group plc. She is also Director of The Cranemere Group Limited and a member of the Council of the Royal College of Art, where she is also Chair of the Remuneration Committee.

**Past roles**

Jennifer was Executive Vice President, People, for ARM Holdings plc, a global technology business, from September 2013 to March 2017. She was also an executive committee member with responsibility for people and internal communications activity. Prior to this, Jennifer was Group People and Culture Director at UBM plc from 2007 to 2013 and Group HR Director at Emap plc from 2003 to 2007.

**Skills and experience**

- Leadership development, talent acquisition and management and succession planning;
- Mentoring and coaching;
- People strategy, organisation development and change management;
- Employee engagement and internal communications;
- Corporate social responsibility and partnerships;
- Executive remuneration and performance management;
- Executive team and Board effectiveness; and
- MA (Hons) from the University of Oxford in English and French.

**Mary Reilly**  
**Independent Non-Executive Director**

**Board Committees**

Chair of the Audit Committee  
Member of the Remuneration Committee  
Member of the Nomination Committee

**Date of appointment to the Board**

1 September 2017

**Other current appointments**

Mary is Non-Executive Director and Chair of the Audit Committee of Essentra plc, an international supplier of specialist plastic, fibre, foam and packaging products. She is also Non-Executive Director and Chair of the Audit Committee of Travelzoo. Her current trusteeships include the Invictus Games Foundation and PDSA.

**Past roles**

Mary was Non-Executive Director and Chair of the Audit Committee of Ferrexpo plc, an iron ore mining company, from 2015 to 2019. She was also Non-Executive Director and Chair of the Audit & Risk Committee of the UK Department of Transport and of Crown Agents Limited, an international development company, from 2013 to 2017. Prior to this Mary was Non-Executive Director of Cape plc, a global industrial services company, from 2016 to 2017. She has served as a non-executive director on several other boards since 2000. Mary was a partner in Deloitte LLP (and predecessor firms) for over 25 years. Mary was an Audit Partner in the UK specialising in manufacturing, luxury retail and business services. She also headed a unit offering outsourcing capability.

**Skills and experience**

- Accounting, finance and international management experience; and
- Chartered accountant, with a degree from University College London in History.

**Roger Yates**  
**Senior Independent Director**

**Board Committees**

Member of the Audit Committee  
Member of the Remuneration Committee  
Member of the Nomination Committee

**Date of appointment to the Board**

1 March 2018

**Other current appointments**

Roger is Non-Executive Director of Jupiter Fund Management plc and Senior Independent Director of St James's Place plc, where he is also Chair of the Remuneration Committee.

**Past roles**

Roger started his career in asset management at GT Management in 1981 and held positions of increasing seniority at Morgan Grenfell, LGT and Invesco. He served as Chief Executive of Henderson Group plc from 1999 to 2008 and as Chief Executive of Unicredit's asset management arm, Pioneer Investments. Roger's non-executive roles have included F&C Investments, IG Group plc, Electra Private Equity plc and JPMorgan Elect plc.

**Skills and experience**

- Substantial board experience;
- Strong business track record; and
- Extensive knowledge of the finance and investment community.