

17 May 2017

Dear Shareholder,

**Extraordinary General Meeting of Mitie Group plc ("Mitie")**

We hereby give you notice that an Extraordinary General Meeting (the "EGM") will be held at Evercore, 15 Stanhope Gate, London, W1K 1LN on 12 June 2017 at 12 noon. The formal Notice of EGM (the "Notice") and the details of a resolution on which you will be asked to vote are set out in this booklet.

**Background to the resolution**

Further to Mitie's announcement on 3 May 2017, Mitie is seeking shareholder approval to amend the limit on Mitie's borrowing powers as currently set out in its Articles of Association (the "Articles"). The current limit was introduced in 2011.

As explained in that announcement, as a result of the one-off asset write downs and adjustments to reserves in FY'17, made as a result of the balance sheet review, and the subsequent impact on the retained earnings of the Group, it is possible that Mitie may in the future operate in a way that technically does not comply with its own Articles (as its borrowing powers are based on a multiple of two times Mitie's Adjusted Capital and Reserves (as defined in the Articles)). While the Board believes that this is unlikely to happen, the Board considers it sensible, and in the best interest of Mitie's shareholders, to seek approval to increase the limit on the borrowing powers of Mitie to a fixed amount of £1.5bn. The adoption of the higher limit will not materially change Mitie's borrowing policy and the Board believes it to be in the best commercial interests of the Group.

We appreciate that you may not be able to attend the EGM but you can still register your vote by completing the enclosed proxy form and returning it, in accordance with the instructions printed on it, to Mitie's Registrars, Capita Asset Services. We ask that you return your proxy form as soon as possible. In any event it must be returned so as to be received by Capita 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. You may, if you wish, 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 which you will find on your proxy form.

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

Yours sincerely,



Roger Matthews  
Chairman

**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 the accompanying Proxy Form 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.

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF MITIE GROUP PLC

Notice is hereby given that an Extraordinary General Meeting (the "EGM") of Mitie Group plc ("Mitie") will be held at Evercore, 15 Stanhope Gate, London, W1K 1LN on 12 June 2017 at 12 noon to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

### **SPECIAL RESOLUTION**

#### **Increase in Mitie's Borrowing Powers**

That Mitie's Articles of Association be amended by replacing the current Article 108.2 with a new Article 108.2 (setting the limit on the borrowing powers of Mitie to a fixed amount of £1.5bn), and deleting Article 108.3(a).

A copy of the proposed new Articles will be available for inspection at Evercore, 15 Stanhope Gate, London, W1K 1LN before and during the EGM.

**By order of the Board:**



**Peter Dickinson**  
**Group Company Secretary**  
17 May 2017

Registered Office: 35 Duchess Road, Rutherglen, Glasgow, G73 1AU  
Registered number: 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). A proxy form is enclosed with this Notice and instructions for completion are shown on the form. 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, Capita Asset Services, 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. Alternatively, you may, if you wish, 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 proxy form. 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.
2. If you are a person who has been nominated by a shareholder to enjoy information rights in accordance with s146 of the Companies Act 2006 (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 in good time before the meeting, which will commence at 12 noon. In order to gain admittance to the meeting, members may be required to produce their attendance card, which is attached to the form of proxy enclosed with this document, a copy of the notification email if you receive communications from Mitie in this way, or otherwise prove their identity.
4. 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 8 June 2017 (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 EGM 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.
5. 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.
6. 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).
7. 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.
8. As at 8 May 2017 (being the latest practicable date prior to the publication of this Notice) Mitie's issued share capital consists of 369,092,075 Ordinary Shares carrying one vote each. 9,100,410 Ordinary Shares were held in treasury and accordingly the total voting rights in Mitie as at 8 May 2017 are 359,991,665.
9. 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](http://www.mitie.com)).
10. You may not use any electronic address provided in this Notice to communicate with Mitie for any purposes other than those expressly stated.
11. As soon as practicable after the EGM the results of voting will be announced via a regulated information service and made available on Mitie's website ([www.mitie.com](http://www.mitie.com)).

## EXPLANATORY NOTES TO EGM RESOLUTION

### **Approval of resolution**

Any resolution passed as a “*special resolution*” requires 75% or more of votes cast to be in favour of the resolution.

### **SPECIAL RESOLUTION**

#### **Increase in Mitie’s Borrowing Powers**

Article 108.2 limits Mitie’s borrowing to 2 times its Adjusted Capital and Reserves as defined in Mitie’s existing Articles.

As set out in the Chairman’s letter, Mitie is seeking shareholder approval to amend the limit on its borrowing powers, as contained in its current Articles of Association. The current limit was introduced in 2011.

As a result of the one-off asset write downs and adjustments to reserves in FY’17, made as a result of the balance sheet review, and the subsequent impact on the retained earnings of the Group, it is possible that Mitie may in the future operate in a way that technically does not comply with its own Articles (as its borrowing powers are based on a multiple of two times Mitie’s Adjusted Capital and Reserves (as defined in the Articles)). While the Board believes that this is unlikely to happen, the Board considers it sensible and in the best interest of Mitie’s shareholders, to seek approval to increase the limit on the borrowing powers of Mitie to a fixed amount of £1.5bn. Mitie’s external borrowings are already limited by existing internal controls, the need to maintain a favourable credit rating and the principles of sound corporate governance. The adoption of the higher limit will not materially change Mitie’s borrowing policy and the Board believes it to be in the best commercial interests of the Group.

Shareholders are therefore asked to approve an increase in Mitie’s borrowing powers to a fixed amount of £1.5bn.