

8 June 2009

**Dear Shareholder,**

**Annual General Meeting of MITIE Group PLC ('MITIE')**

We are pleased to notify you that our seventy-third Annual General Meeting (AGM) will be held at UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP on Friday, 10 July 2009 at 2.30pm. The formal Notice of AGM and the details of resolutions on which you can vote are set out in this booklet.

We appreciate that you may not be able to attend the AGM but you may register your vote by completing the enclosed Proxy Form. 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. Please note that in order to complete your registration, your security details will be forwarded separately to you by post.

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 the resolutions. The Directors intend to do so in respect of their own beneficial holdings.

You will also find enclosed our Annual Report and Accounts and Corporate Responsibility Report for the year ended 31 March 2009. These detail our financial, operational and corporate responsibility achievements in the last financial year and your Board's plans for the future direction of MITIE. I hope that you find them informative and interesting.

Yours sincerely,



**Roger Matthews**  
Chairman

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

If you are in any doubt about what action to take, you are advised to seek your own 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 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 SEVENTY-THIRD ANNUAL GENERAL MEETING OF MITIE GROUP PLC**

Notice is hereby given that the seventy-third Annual General Meeting (AGM) of MITIE Group PLC (MITIE) will be held at UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP on Friday, 10 July 2009 at 2.30pm to transact the following business. Resolutions 1-9 will be proposed as ordinary resolutions and resolutions 10-12 will be proposed as special resolutions.

### **Resolution 1**

To receive the Annual Report and Accounts for the year ended 31 March 2009 and the Reports of the Directors and Auditors thereon.

### **Resolution 2**

To approve the Directors' Remuneration Report for the year ended 31 March 2009 contained in the Annual Report and Accounts.

### **Resolution 3**

To declare a final dividend for the year ended 31 March 2009 of 3.6p per Ordinary 2.5p share.

### **Resolution 4**

To re-elect Graeme John Potts as a Director.

### **Resolution 5**

To re-elect Neville Roger Goodman as a Director.

### **Resolution 6**

To re-elect Ruby McGregor-Smith as a Director.

### **Resolution 7**

To elect Terence Keith Morgan as a Director

### **Resolution 8**

To re-appoint Deloitte LLP as Auditors of MITIE until the conclusion of the next general meeting before which accounts are laid, and authorise the Directors to determine their remuneration.

### **Resolution 9 – General power of allotment**

That the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of MITIE to allot relevant securities (subject to the restrictions set out below) in substitution for any existing authority conferred on the Directors under the said section 80 provided that this authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of MITIE, whichever comes first, save that MITIE 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. The power to allot under this resolution shall be limited to the allotment of no more than 122,805,320 shares (which equates to a nominal value of £3,070,133), representing 38.0% of the issued share capital of MITIE as at 31 March 2009.

### **Resolution 10 – Dis-application of pre-emption rights**

That, subject to the passing of resolution 9, the Directors be generally 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 as if sub-section (1) of section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited:-

- a) to the allotment of equity securities in connection with a rights issue in favour of the holders of Ordinary shares of 2.5p each where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective number of Ordinary shares held by them but subject to such exclusions or

other arrangements as the directors may deem necessary or expedient to deal with any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or in relation to fractional entitlements; and,

- b) otherwise than pursuant to the sub-paragraph (a) above, the allotment of equity securities up to an aggregate value of 16,150,903 Ordinary shares (which equates to an aggregate nominal value of £403,773) representing 5% of the issued share capital of MITIE as at 31 March 2009;

where such authorities shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of MITIE, whichever comes first, save that MITIE may before such expiry make an offer or agreement that 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.

#### **Resolution 11 – Purchase of own shares**

That MITIE be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of Ordinary shares of 2.5p each in MITIE, on such terms and in such manner as the Board of Directors of MITIE may from time to time determine, provided that:

- a) the maximum number of Ordinary shares that may be purchased is 32,301,805 (equating to 10% of the issued share capital of MITIE as at 31 March 2009);
- b) the minimum price that may be paid for an Ordinary share is 2.5p, exclusive of expenses;
- c) the maximum price 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) on the five business days immediately preceding the day on which the Ordinary share is 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, exclusive of expenses; and,
- d) this authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of MITIE, whichever comes first, except in relation to purchases of shares, the contract for which was concluded before the expiry of this authority and which might be executed wholly or partly after such expiry.

#### **Resolution 12 – 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:**



**Marie-Claire Haines**  
**Group Company Secretary**  
8 June 2009

Registered Office: 35 Duchess Road, Rutherglen, Glasgow, G73 1AU  
Registered number: SC 19230

## EXPLANATORY NOTES TO AGM RESOLUTIONS

### Approval of resolutions

Resolutions passed as 'ordinary resolutions' require more than 50% of voting members to vote in favour of the resolution. Resolutions passed as 'special resolutions' require 75% or more of voting members to vote in favour of the resolution.

### Report and Accounts (resolution 1)

The Directors of MITIE must present the Annual Report and Accounts to the meeting.

### Directors' remuneration report (resolution 2)

In line with legislation, this vote will be advisory and in respect of the overall remuneration package and not specific to individual levels of remuneration. You can find this report on pages 50 to 58 of the Annual Report and Accounts.

### Declaration of a dividend (resolution 3)

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 3.6p per Ordinary share is recommended by the Directors for payment to shareholders who are on the register at close of business on 10 July 2009. If approved, the date of payment of the final dividend will be 7 August 2009. An interim dividend of 3.3p per Ordinary share was paid on 5 February 2009.

### Re-election and election of directors (resolutions 4 to 7)

MITIE's Articles of Association (Articles) require that one third of its Directors (excluding a first appointee) retire each year and that every Director who is subject to rotation retires at least once every 3 years. The Articles further state that any Director appointed during the year must stand for election at the next AGM. The Combined Code on Corporate Governance issued by the Financial Reporting Council in June 2008 similarly requires that all Directors should be subject to election at the first AGM after appointment and to re-election thereafter at intervals of no more than 3 years. The corporate governance report provides further detail 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 Chairman 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.

**Graeme John Potts (Non-Executive Director):** Graeme was appointed as a Non-Executive Director in 2006 and was formally elected as a Director of the Company on 27 July 2007. He has therefore served as a Director of the Company for just over 2 years. He is standing for re-election under the rule that requires one third of all Directors to stand for re-election each year.

Graeme previously held appointments with Inchcape PLC, RAC Motoring Services and Reg Vardy plc. He is a Non-Executive Director of BEN, the Motor & Allied Trades Benevolent Fund and is Non-Executive Chairman of Bikers Legal Defence Limited. Graeme is Managing Director of Eden (GM) Limited, a motor retail group.

**Neville Roger Goodman (Executive Director):** Roger was appointed as an Executive Director in 2001 and was formally elected as a Director of the Company on 20 September 2001. He has therefore served as a Director of the Company for just under 8 years. He is standing for re-election under the rule that requires one third of all Directors to stand for re-election each year.

Roger is a Non-Executive Director of The Business Services Association and Asset Skills Council, which advocates the growth of the support services industry profile and the development of skills in the sector. In addition, he is Chairman of Networkers International plc.

**Ruby McGregor-Smith (Chief Executive):** Ruby was appointed as Group Finance Director in 2002 and was formally elected as a Director of the Company on 18 September 2003. She was appointed as Chief Executive of MITIE Group PLC in April 2007. She has therefore served as a Director of the Company for just over 6 years. She is standing for re-election under the rule that requires that Directors submit to re-election at least once every 3 years.

Prior to joining MITIE, Ruby held a range of senior roles within the support services sector, primarily at Serco Group plc. In addition, she is a Non-Executive Director of Michael Page International plc and Chair of Race for Opportunity, a part of the Business in the Community (BitC) organisation with a focus on diversity in the workplace.

**Terence Keith Morgan (Non-Executive Director):** Terry will be appointed as a Non-Executive Director with effect from 1 July 2009 and will be standing for election at the 2009 AGM under the rule that requires all newly appointed Directors to stand for election following appointment.

Terry was recently appointed Non-Executive Chairman of Crossrail. From 2002 to May 2009, he was Chief Executive of Tube Lines Limited, which is responsible for the maintenance and upgrade of infrastructure on the London Underground. Prior to joining Tube Lines, Terry held posts at BAE Systems, Rover Group PLC and Lucas Girling Ltd. In 2004, Terry was appointed a Director of Invest In Thames Gateway London Ltd and, since 2006, Terry has been a Non-Executive Director at M J Gleeson Group PLC, where he is the Chairman of the Remuneration Committee and member of both the Audit and Nomination Committees.

### **Re-appointment and remuneration of Auditors (resolution 8)**

Resolution 8 proposes the reappointment of Deloitte LLP as auditors of MITIE and authorises the Directors to set their remuneration.

### **Directors' authority to allot shares (resolution 9)**

The Directors may only allot Ordinary shares or grant rights over Ordinary shares if authorised to do so by the shareholders. This authority is renewed at every AGM and accordingly this resolution authorises the Directors to allot additional shares. There are no current plans to exercise this authority other than in connection with employee share incentive schemes and acquisitions of minority held interests in MITIE subsidiary companies. However, the Directors believe that they should continue to have this authority to enable such allotments to take place to finance business opportunities as they arise. This resolution is in line with standard practice and guidelines. MITIE does not currently hold any treasury shares. The power will be limited to one third of the issued share capital plus 15,132,647 shares representing MITIE's outstanding commitment as at 31 March 2009 in respect of options granted under MITIE's SAYE and Executive Share Option Schemes (such total equating to 38.0% of the issued share capital of MITIE as at 31 March 2009, or 28.0% of the issued share capital if the maximum number of Ordinary shares were purchased under the authority proposed in resolution 11).

### **Dis-application of pre-emption rights (resolution 10)**

If the Directors wish to allot un-issued shares (and other equity securities) for cash, under section 89(1) of the Companies Act 1985 (1985 Act), the Directors are required to first offer such shares to existing shareholders in proportion to their existing holdings – i.e. on a pre-emptive basis. There may be occasions, however, when the Directors will need the flexibility to issue Ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done under the 1985 Act unless the shareholders have first waived their pre-emption rights. Resolution 10 therefore, authorises the Directors to allot securities for cash up to a maximum 16,150,903 Ordinary shares which equates to 5% of MITIE's issued Ordinary share capital as at 31 March 2009. This resolution is in line with standard practice and guidelines, with the exception that the ABL guidelines recommend that companies should not issue more than 7.5% of a company's Ordinary share capital other than to existing shareholders in any rolling 3-year period without prior consultation with its shareholders.

### **Authority to purchase own shares (resolution 11)**

The 1985 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 the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and 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. As an alternative to cancellation, MITIE may hold in treasury any of its own shares that it purchases pursuant to the 1985 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 option 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 is proposed as a special resolution and specifies the maximum number of Ordinary shares that may be acquired (equating to 10% of MITIE's issued share capital as at 31 March 2009) and the maximum and minimum prices at which they may be bought.

### **Notice of general meetings (resolution 12)**

Under the EU Shareholder Rights Directive, which is due to be implemented into English law on 3 August 2009 by the Companies (Shareholders' Rights) Regulations 2009 (the "Regulations"), prior sanction of shareholders at a company's annual general meeting is required to enable subsequent general meetings to be held on less than 21 clear days' notice. In line with the Companies Act 2006, MITIE's articles currently provide that all general meetings, other than annual general meetings, can be held on 14 clear days' notice. Accordingly, an enabling resolution is being proposed in accordance with the recommendations given by the Institute of Chartered Secretaries and Administrators and the Department for Business, Enterprise and Regulatory Reform in advance of the implementation of the Regulations to enable such meetings to continue to be held on 14 clear days' notice. General meetings will only be held on 14 clear days' notice where appropriate electronic voting facilities are made available to shareholders as prescribed by the Regulations. In accordance with the Regulations, this resolution, which is proposed as a special resolution, will not be passed on a show of hands if any votes are taken against it. In such event, the Chairman of the meeting will exercise his right to call for a poll vote (requiring a 75% majority).

### **Proxy appointment**

Only holders of Ordinary shares are entitled to attend and vote at this meeting. Any member entitled to attend may appoint a proxy to attend, speak and vote instead of him/her. A proxy need not be a member of MITIE. 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 Form is enclosed with this Notice and instructions for completion are shown on the form. To be effective, Proxy Forms duly completed must be received by MITIE's Registrars, Capita, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion of a Proxy Form does not preclude a member from attending the meeting and voting in person. 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.

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, 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.

#### **Corporate representative**

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (a) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (a) above.

#### **CREST voting**

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 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 CRESTCo's 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 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 the CRESTCo 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. Pursuant to Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 MITIE may treat as invalid a CREST Proxy Instruction if MITIE has actual notice that:

- the information in the instruction is incorrect;
- the person expressed to have sent the instruction did not in fact send it; or
- the person sending the instruction on behalf of the relevant shareholder did not have the authority to do so.

#### **Entitlement to vote at AGM**

MITIE, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of MITIE as at 6.00pm on 8 July 2009 shall be entitled to attend and/or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after 6.00pm on 8 July 2009 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

#### **Availability of documents**

The following documents will be available for inspection at the registered office and London office of MITIE (83 Baker Street, London W1U 6LA) during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the meeting, and at the place of the AGM from 2.15pm until its conclusion:

- the register of Directors' interests in the share capital of MITIE;
- copies of the Directors' service agreements and letters of appointment; and,
- the Memorandum and Articles of Association of MITIE.