

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 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 2013 ANNUAL GENERAL MEETING OF MITIE GROUP PLC

Notice is hereby given that the 2013 AGM of MITIE Group PLC ("MITIE") will be held at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on 9 July 2013 at 2.30pm to transact the following business: Resolutions 1-15 will be proposed as ordinary resolutions and resolutions 16-18 as special resolutions.

Resolution 1 – Report and Accounts

To receive the Annual Report and Accounts for the year ended 31 March 2013 and the Reports of the Directors and Auditors thereon.

Resolution 2 – Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 31 March 2013 contained in the Annual Report and Accounts.

Resolution 3 – Declaration of dividend

To declare a final dividend for the year ended 31 March 2013 of 5.7p per ordinary share.

Resolution 4 – Re-election of Non-Executive Chairman

To re-elect Roger John Matthews as a director.

Resolution 5 – Re-election of Chief Executive

To re-elect Ruby McGregor-Smith CBE as a director.

Resolution 6 – Re-election of Group Finance Director

To re-elect Suzanne Claire Baxter as a director.

Resolution 7 – Re-election of Executive Director

To re-elect William Robson as a director.

Resolution 8 – Re-election of Non-Executive Director

To re-elect Larry Hirst CBE as a director.

Resolution 9 – Re-election of Senior Non-Executive Director

To re-elect David Stannard Jenkins as a director.

Resolution 10 - Re-election of Non-Executive Director

To re-elect Terence Keith Morgan CBE as a director.

Resolution 11 – Election of Non-Executive Director

To appoint Jack Boyer as a director.

Resolution 12 – Election of Non-Executive Director

To appoint Crawford Gillies as a director.

Resolution 13 – Re-appointment and remuneration of auditors

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 14 – 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 and they are generally and unconditionally authorised pursuant to s551 Companies Act 2006 (the “Act”) to exercise all the powers of MITIE to allot (subject to the restrictions set out below) 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 £3,417,300, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM 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 offer or agreement as if the authority conferred hereby had not expired.

Resolution 15 – 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, during the period commencing on the date of passing this resolution 15 and ending at the conclusion of MITIE’s next AGM, 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 such political donations and political expenditure during such period shall not exceed £50,000 for MITIE and all of its group of companies. Terms used in this resolution 15 have the same meaning as under Part 14 of the Act.

Resolution 16 – Dis-application of pre-emption rights

That, subject to the passing of resolution 14, the Directors be and they are generally empowered, pursuant to s570(1) of the Act, to allot equity securities (as defined in s560(1) of the Act) of MITIE wholly for cash pursuant to the authority of the Directors under s551 of the Act conferred by resolution 14 above, and/or by way of a sale of treasury shares (by virtue of s573 of the Act), in each case as if s561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited:

- a) to the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares 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 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 the sub-paragraph (a) above, to the allotment of equity securities to any person or persons up to an aggregate nominal value equal to £462,590,

and unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM of MITIE, except that MITIE may before the expiry of this power 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 power conferred hereby had not expired.

Resolution 17 – 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:

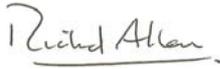
- a) the maximum number of Ordinary Shares that may be purchased is 37,007,209 representing approximately 10% of the issued ordinary share capital of MITIE as at 31 March 2013;
- b) the minimum price (exclusive of expenses) that may be paid for an Ordinary Share is 2.5p;
- c) the maximum price (exclusive 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 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 expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM 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 18 – Notice of general meetings

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

By order of the Board:



Richard Allan
Group Company Secretary
10 June 2013

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

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. 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. To be effective, Proxy Forms duly completed must be received by MITIE's Registrars, Capita, 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). 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.
2. If you are a person who has been nominated by a shareholder to enjoy information rights in accordance with Section 146 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 UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP, in good time before the meeting, which will commence at 2.30pm. 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, or otherwise prove their identity.
4. MITIE, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of MITIE at 6.00pm on 7 July 2013 (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.
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 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 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 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. 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.
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 20 May 2013 (being the latest practicable date prior to the publication of this notice of annual general meeting) MITIE's issued share capital consists of 370,315,660 ordinary shares carrying one vote each. Therefore the total voting rights in MITIE as at 20 May 2013 are 370,315,660.
8. The following information is available at www.mitie.com (i) the matters set out in this Notice; (ii) the total numbers of shares in MITIE in respect of which members are entitled to exercise voting rights at the meeting; (iii) the totals of the voting rights that members are entitled to exercise at the meeting; and (iv) if applicable, members' statements, members' resolutions and members' matters of business received by MITIE after the date on which notice of the meeting was given.

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 annual general 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 Section 437 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 ss527 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 (Ground Floor East, The Cottons Centre, Cottons Lane, 47/49 Tooley Street, London, SE1 2QG) during the 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 2.00pm 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.

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.

Report and Accounts (resolution 1)

The Directors of MITIE must present the Annual Report and Accounts for the year ended 31 March 2013 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 45 to 55 of the Annual Report and Accounts for the year ended 31 March 2013.

Declaration of dividend (resolution 3)

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 5.7p per ordinary share is recommended by the Directors for payment to shareholders who are on the register at close of business on 28 June 2013. If approved, the date of payment of the final dividend will be 7 August 2013. An interim dividend of 4.6p per ordinary share was paid to shareholders on 4 February 2013.

Annual Re-election of Directors (resolutions 4 to 12)

The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies seek re-election by shareholders on an annual basis. The Board has decided to adopt this provision and all Directors currently in office will therefore seek re-election at the AGM. Separate resolutions will be proposed for each of these re-elections. The corporate governance report 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 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. Details of the Directors are set out below:

- Roger John Matthews (Non-Executive Chairman): Roger was appointed as a Non-Executive Director of MITIE Group PLC in December 2006 and was later appointed as Non-Executive Chairman in July 2008. Roger previously held the roles of Group Finance Director of J Sainsbury plc and Group Managing Director and Group Finance Director of Compass Group PLC. Roger is a Non-Executive Chairman on the board of LSL Property Services PLC and for Pertemps Network Group Limited. He is also Trustee of Cancer Research UK.
- Ruby McGregor-Smith CBE (Chief Executive): Ruby joined MITIE in 2002 and was appointed as Chief Executive in 2007. Ruby has extensive experience within the support services sector, where prior to joining MITIE, she held a range of senior roles, primarily at Serco Group plc. Ruby is an Independent Non-Executive Director of Michael Page International PLC, appointed to the Board in May 2007. She is their Senior Independent Director and a member of their Nomination and Remuneration Committees. She is a Non-Executive Director of the Department of Culture, Media and Sport. Ruby's charitable and community interests include membership of the Board of Trustee Directors for Business in the Community (BitC), a member of the Confederation of British Industry's (CBI) Presidents Committee and Public Services Strategy Board, and the Chair of the Women's Business Council.
- Suzanne Claire Baxter (Group Finance Director): Suzanne was appointed as Group Finance Director of MITIE Group PLC in April 2006. Suzanne is a Chartered Accountant with a wealth of experience in the support services sector. Prior to joining MITIE, Suzanne specialised in mergers and acquisitions related transaction support and held a number of commercial and operational roles with Serco Group plc. During the year, Suzanne was appointed as a Non-Executive Director of WH Smith PLC, where she is also Chair of the Audit Committee and member of the Nomination and Remuneration Committees. She is a member of the Council of the Business Service Association, a policy and research centre of excellence for the support services industry. Deputy Chairman of Opportunity Now, a part of the BitC organisation with a focus on gender diversity in the workplace, she has also acted as a mentor on the ICAEW's Women in Leadership Programme during the year.
- William Robson (Executive Director): Bill joined MITIE Group PLC in January 1992 following the acquisition of Trident Maintenance Services Limited and was appointed as an Executive Director in August 2001. Bill has a wealth of experience in the support services and property maintenance sector. Bill is the Managing Director of the group's Property Management division.
- Larry Hirst CBE (Non-Executive Director): Larry was appointed as a Non-Executive Director on 1 February 2010. Until his retirement from IBM in 2010, Larry was Chairman of IBM (EMEA) where he held a number of senior positions during his 33 year career with IBM. Larry is a Non-Executive Director of ARM Holdings plc and is also the Chairman of the Imperial College Digital Cities Exchange Board. His community interests include acting as an Ambassador to Everywoman, International Advisor to British Airways and a Global Ambassador to Monitise plc.
- David Stannard Jenkins (Senior Non-Executive Director): David was appointed as a Non-Executive Director in March 2006 and is currently the Senior Independent Director. David was previously a senior partner with Deloitte LLP in London having spent over 20 years in Assurance and Advisory Services. David is Chairman

of Development Securities PLC and a Non-Executive Director of Renewable Energy Systems Holdings Limited.

- Terence Keith Morgan CBE (Non-Executive Director): Terry was appointed as a Non-Executive Director in July 2009. Terry was previously Chief Executive of Tube Lines Limited and has held positions with BAE Systems, Rover Group plc and Lucas Girling Limited. He is Chairman of Crossrail and past President of the Chartered Management Institute. Terry also holds positions as Non-Executive Chairman of the Manufacturing Technology Centre and the National Skills Academy for Railway Engineering. He is also a Non-Executive Director of Boxwood Ltd, The Department for Energy and Climate Change and a Trustee of the London Transport Museum
- Jack Boyer (Non-Executive Director): Jack will be appointed as a Non-Executive Director to the Board with effect from 1 June 2013. He is Chairman of Ilika plc, iQur Ltd and Southampton Asset Management Ltd and a Non-Executive Director of Laird PLC. He also sits on the board of the Engineering and Physical Sciences Research Council. A serial entrepreneur, he previously founded and was CEO of companies in engineering, telecommunications and biotechnology. He has been an investment banker at Goldman Sachs and strategy consultant at Bain & Co. He is Deputy Chairman of Godolphin & Latymer School. Educated at Stanford University (BA), the London School of Economics (M.Sc) and Insead (MBA).
- Crawford Gillies (Non-Executive Director): Crawford was appointed as a Non-Executive Director to the Board in July 2012. Crawford spent 25 years with Bain & Company Inc., the international management consultants, where he was Managing Director Europe. He is also a Non-Executive Director of Standard Life plc, Chairman of Scottish Enterprise and Control Risks Group Holdings Limited and a Member of the Advisory Board of the School for CEOs.

Re-appointment and remuneration of auditors (resolution 13)

Resolution 13 proposes the reappointment of Deloitte LLP as auditors of MITIE until the next AGM and authorises the Directors to set their remuneration.

Directors' authority to allot shares (resolution 14)

The Directors may only allot shares or grant rights over 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 or grant rights over shares until the earlier of 15 months after passing the resolution and the next AGM. 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 13,334,618 shares representing MITIE's outstanding commitment as at 31 March 2013 in respect of options granted under MITIE's SAYE and Executive Share Option Schemes (such total equating to 36.94% of the issued share capital of MITIE as at 31 March 2013, or 41.04% of the issued share capital if the maximum number of ordinary shares were purchased under the authority proposed in resolution 17).

Political donations (resolution 15)

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 2014 AGM subject to a total aggregate cap for MITIE and its subsidiary companies of £50,000.

Dis-application of pre-emption rights (resolution 16)

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 their 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 up to a maximum 18,503,604 ordinary shares which equates to 5% of MITIE's issued share capital as at 31 March 2013. This authority will expire upon the expiry of the general authority conferred in resolution 14 (that is, at the earlier of 15 months after the passing of the resolution and the next AGM). This resolution is in line with standard practice and guidelines.

Authority to purchase own shares (resolution 17)

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 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 2013) and the maximum and minimum prices at which they may be bought.

Notice of general meetings (resolution 18)

Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of MITIE to 21 days unless shareholders approve a shorter notice period. Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, MITIE was able to call general meetings other than the AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 18, which is proposed as a special resolution, seeks such approval. The AGM will continue to be held on at least 21 clear days' notice. The approval will be effective until MITIE's next AGM, 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 it considers it to be in the best interests of shareholders.
