

23 June 2017

Dear Shareholder,

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

We are pleased to notify you that our 2017 Annual General Meeting (the "AGM") will be held at UBS, 5 Broadgate, London, EC2M 2QS on 26 July 2017 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.

As announced in October 2016, Ruby McGregor-Smith stepped down from the Board following 14 years' service and, as announced in January this year, Suzanne Baxter stepped down as Group Finance Director following 11 years' service. Upon Ruby stepping down, Phil Bentley was appointed Chief Executive Officer and, upon Suzanne stepping down, Sandip Mahajan was appointed Chief Financial Officer.

Derek Mapp was formally appointed as a Non-Executive Director to the Board on 9 May 2017 and, as announced in May, will succeed me as Chairman at the close of the AGM. Nivedita Krishnamurthy Bhagat was formally appointed to the Board on 1 June 2017 as a Non-Executive Director. Derek, Phil, Sandip and Nivedita will all stand for election at the AGM.

We appreciate that you may not be able to attend the AGM, 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). To do this you will need your Investor Code, which you will find on your proxy form.

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 2017 have been published and are available on our website, www.mitie.com. These detail our financial, operational and corporate responsibility, performance in the last financial year and the Directors' plans for the future direction of Mitie. After a very challenging year, the Board can now focus on the future. There is a new management team in place, and a new strategy launched to maximise the full potential of the Facility Management ("FM") business, and plans to extend the customer proposition to ...Beyond FM and the Connected Workspace, which the Board is confident will deliver significant shareholder value. Further details can be found on pages 8 to 9 of the annual report and accounts.

Yours sincerely,



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 2017 ANNUAL GENERAL MEETING OF MITIE GROUP PLC

Notice is hereby given that the 2017 Annual General Meeting of Mitie Group plc will be held at UBS, 5 Broadgate, London, EC2M 2QS on 26 July 2017 at 11.30am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 17 as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1 – Report and Accounts

To receive the annual report and accounts for the year ended 31 March 2017 (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 2017, as set out on pages 74 to 86 of the Annual Report and Accounts.

Resolution 3 – Election of Non-Executive Chairman

To elect Derek Mapp as a director.

Resolution 4 – Election of Chief Executive

To elect Phil Bentley as a director.

Resolution 5 – Election of Chief Financial Officer

To elect Sandip Mahajan as a director.

Resolution 6 – Election of Non-Executive Director

To elect Nivedita Krishnamurthy Bhagat as a director.

Resolution 7 – Re-election of Non-Executive Director

To re-elect Larry Hirst, CBE as a director.

Resolution 8 – Re-election of Non-Executive Director

To re-elect Jack Boyer, OBE as a director.

Resolution 9 – Re-election of Non-Executive Director

To re-elect Mark Reckitt as a director.

Resolution 10 – Re-appointment of auditors

To re-appoint Deloitte LLP as auditors 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 11 – Remuneration of auditors

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

Resolution 12 – 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 12 and ending at the earlier of 30 September 2018 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 12 have the same meaning as under Part 14 of the Act.

Resolution 13 – 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"):

- a) up to an aggregate nominal amount of £3,001,210; and
- b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £3,001,210 in connection with an offer by way of a rights issue,

provided that (unless previously revoked, varied or extended) this authority shall expire on the earlier of 30 September 2018 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.

For the purposes of this resolution, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

SPECIAL RESOLUTIONS

Resolution 14 – General authority to disapply pre-emption rights

That, subject to the passing of resolution 13, 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 13 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 £450,181,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2018 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 15 – Additional authority to disapply pre-emption rights for the purposes of acquisitions and capital investments

That, subject to the passing of resolution 13, in addition to any authority granted under resolution 14, 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 14 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 and aggregate nominal amount of £450,181 calculated, in the case of equity securities which are rights to subscribe for, or convert 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 2018 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 16 – 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 36,014,523, representing approximately 10% of the issued ordinary share capital of Mitie as at 7 June 2017 (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 2018 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 17 – 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:



Group Company Secretary

23 June 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). 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 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, 5 Broadgate, London, EC2M 2QS 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 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.

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 24 July 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 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 7 June 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. 8,946,850 Ordinary Shares were held in treasury and accordingly the total voting rights in Mitie as at 7 June 2017 were 360,145,225.
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/aggm).

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 (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 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/aggm/).

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 2017 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 74 to 86 of the Annual Report and Accounts for the year ended 31 March 2017.

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 section of the report comprising the summary of the Directors' remuneration policy on pages 66 to 73.

The Directors' Remuneration Policy (the "Policy"), a summary of which is set out on pages 66 to 73 of the Directors' Remuneration Report in the Annual Report and Accounts for the year ended 31 March 2017, is subject to a binding vote by shareholders at least every three years. The Policy was approved by shareholders at the annual general meeting on 13 July 2015, and therefore remains valid until the 2018 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, and the summary has been included in the Annual Report and Accounts for the year ended 31 March 2017 for reference.

Annual re-election and election of Directors (resolutions 3 to 9)

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 therefore seek re-election at the AGM except Roger Matthews who, as previously announced on 9 May 2017, will step down as Chairman and leave the Board following the AGM on 26 July 2017. Separate resolutions will be proposed for each re-election. The Corporate governance report, on pages 41 to 61 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 38 to 40 at the end of these explanatory notes.

Re-appointment of auditors (resolution 10)

Resolution 10 proposes the reappointment of Deloitte LLP as auditors of Mitie until the conclusion of the next general meeting at which accounts are laid - that is, the next annual general meeting. 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. Deloitte LLP have indicated that they are willing to continue as Mitie's auditor for another year and the Audit Committee, which has evaluated the effectiveness and independence of the external auditors, has recommended to the Board that Deloitte LLP be proposed for re-appointment. Resolution 10 is, therefore, to appoint Deloitte LLP as auditor for the financial year ending 31 March 2018.

During the year ended March 2012, Mitie tendered its external audit services and concluded that Deloitte LLP should be re-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 auditors (resolution 11)

Resolution 11 authorises the Audit Committee (on behalf of the Board) to fix the auditors' remuneration.

Political donations (resolution 12)

Resolution 12 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 2018 annual general meeting subject to a total aggregate cap for Mitie and its subsidiary companies of £50,000.

Directors' authority to allot shares (resolution 13)

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 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 2018 and the next annual general meeting.

The authority in paragraph a) 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 £3,001,210, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 June 2017 (the latest practicable date prior to publication of this notice). The authority in paragraph b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £3,001,210, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 June 2017. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016. There are no current plans to exercise this authority (by way of a rights issue or allotment of new shares) 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 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 8,946,850 treasury shares as at 7 June 2017 (being the latest practicable date prior to the publication of this Notice), representing approximately 2.48% of the issued share capital (excluding treasury shares). The power will be limited to a nominal value of £6,002,420, which is equivalent to two thirds of the issued share capital (excluding treasury shares) of Mitie as at 7 June 2017.

SPECIAL RESOLUTIONS

Dis-application of pre-emption rights (resolutions 14 & 15)

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 14 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 £450,181, which equates to 5% of Mitie's issued share capital excluding treasury shares and 4.88% of the issued share capital including treasury shares, each as at 7 June 2017 (being the latest practicable date prior to the publication of this Notice).

Resolution 15 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 15 is limited to a nominal value of £450,181, equivalent to 5% of Mitie's issued share capital excluding treasury shares and 4.88% of the issued share capital including treasury shares, each as at 7 June 2017 (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 13 (that is, at the earlier of 30 September 2018 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 14 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 15.

As at 7 June 2017, Mitie holds 8,946,850 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 14 and 15 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 resolution 14 and 15 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 16)

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 7 June 2017 (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 2018 and the next annual general meeting.

As at 7 June 2017, there were options and awards over 19,633,998 Ordinary Shares, which represents 5.45% 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 6.06% of Mitie's issued share capital (excluding treasury shares).

Notice of general meetings (resolution 17)

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 12 July 2016, 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 2014, the Directors consider this appropriate in relation to the business of the meeting and in the best interests of shareholders as a whole.

DIRECTORS' BIOGRAPHICAL DETAILS

Derek Mapp

Non-Executive Chairman elect

Board Committees

None

Date of appointment to the Board

9 May 2017

Other current appointments

Derek is Chair of Informa Plc and Huntsworth Plc. He is also Chair of Imagesound, 3aaa and Salmon Developments Limited, which are all privately held companies. Derek also has a number of other business interests.

Past roles

CEO of Tom Cobleigh PLC (ended 1997), Chair of Leapfrog Day Nurseries Limited (ended 2004), Chair of The East Midlands Development Agency (1998-2004), Chair of Sport England 2006-7 and Chairman of the British Amateur Boxing Association (2008- 2012).

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.
- > Promotes robust debate and an open and engaged culture.

Phil Bentley

Chief Executive Officer

Board Committees

Chair of the Results and Investment Committees

Date of appointment to the Board

November 2016

Other current appointments

None

Past roles

Phil was the group chief executive officer and director of Cable & Wireless Communications Plc from January 2014 until its sale to Liberty Global in May 2016. From 2007-2013 he was managing director of British Gas and was on the board of Centrica plc from 2000 to 2013, having held the roles of group finance director (2000-2004) and managing director, Europe (2004-2007). He was a non-executive director of IMI plc from October 2012 to December 2014.

Skills and experience

- > Executive and non-executive experience with FTSE 100 public companies for over 15 years.
- > Significant strategic and commercial experience, both at national and global level.
- > Extensive executive and leadership experience from across industry.
- > Extensive financial, audit and risk management systems experience.
- > Chartered Accountant, with a Master's degree from Oxford University and MBA from INSEAD, Fontainebleau.

Sandip Mahajan

Chief Financial Officer

Board Committees

Member of the Results and Investment Committees

Date of appointment to the Board

February 2017

Other current appointments

None

Past roles

Sandip previously worked at Balfour Beatty PLC, where he served as group director of finance from 2013 to 2016 and held other roles in project and structured finance in its investments division from 2005-2013. Sandip also held roles at Ernst & Young and British Airways Plc.

Skills and experience

- > Executive experience with FTSE 250 public companies for over 10 years.
- > Significant financial and commercial experience in the operational performance of long term contracts.
- > Creation of shareholder value by structuring and negotiating complicated long term deals.
- > Track record of leading corporate transactions in the listed environment.
- > Chartered Accountant, with an LLB honours law degree from Leicester University.

Larry Hirst, CBE

Senior Independent Director

Board Committees

Member of the Audit, Nomination and Remuneration Committees

Date of appointment to the Board

February 2010

Other current appointments

Chairman of the Imperial College Data Science Institute Advisory Board. Community interests include acting as an ambassador to Everywoman and Black British Business. Member of the National Research Council for Cyber Security.

Past roles

Until his retirement from IBM in 2010, Larry was chairman of IBM (EMEA) and held a number of other senior positions during his 33 year career with IBM.

He represented IBM to the European Commission and other authorities. Chairman of the Transition to Teaching Committee; a commissioner for the Government's Employment and Skills Council; chairman of the UK Trade and Investment Executive Board; chairman of e-skills, the Sector Skills Council; member of the British Airways International Advisory Board; a private sector Business ambassador, appointed by the then Prime Minister; member of the South African President's Advisory Council.

Until September 2016, Larry was a non-executive director and chairman of the remuneration committee of ARM Holdings plc.

Skills and experience

- > Served on both government and private sector boards at senior level.
- > Significant expertise in the global information technology industry, in particular in relation to defining and executing the strategies required to drive business success.

Jack Boyer, OBE

Independent Non-Executive Director

Board Committees

Chairman of the Remuneration Committee

Member of the Audit and Nomination Committees

Date of appointment to the Board

June 2013

Other current appointments

TT Electronics PLC, non-executive director and member of the nominations, remuneration and audit committees.

Council Member of the board of the Engineering and Physical Sciences Research Council and the Innovate UK Energy Catalyst.

Past roles

Former chairman of Ilika plc; former non-executive director and chairman of the remuneration committee of Laird PLC.

Deputy Chair Advanced Materials Leadership Council. Previously founded and was chief executive officer of companies in the engineering, telecommunications and biotechnology sectors; investment banker at Goldman Sachs and strategy consultant at Bain & Co.

Skills and experience

- > Director of FTSE 250, AIM and private companies, and chairman of AIM companies and private companies.
- > Chief executive and entrepreneur with a track record of steering successful corporate innovation, growth and globalisation in multiple sectors.
- > Significant experience in mergers and acquisitions, IPOs and financial markets in the UK, US and Asian capital markets.
- > MBA.

Mark Reckitt

Independent Non-Executive Director

Board Committees

Chairman of the Audit Committee

Member of the Nomination and Remuneration Committees

Date of appointment to the Board

July 2015

Other current appointments

Non-executive director and chairman of the audit committee at Cranswick plc and non-executive director at Hill & Smith Holdings plc.

Past roles

Non-executive director and chairman of the audit committee of J D Wetherspoon plc; group strategy director, Smiths Group plc; divisional president, Smiths Interconnect; interim managing director, Green & Black's Chocolate; chief strategy officer at Cadbury plc. Mark also held a range of strategy and finance roles at Cadbury since joining in 1989, including finance director of Cadbury UK. Prior to joining Cadbury, Mark spent six years in investment banking and retailing.

Skills and experience

- > Significant international strategic experience.
- > Chartered Accountant.

Nivedita Krishnamurthy Bhagat

Independent Non-Executive Director

Board Committees

Member of the Audit Committee

Date of appointment to the Board

June 2017

Other current appointments

Chief executive, Infrastructure Services & Cloud Services UK, Ireland and Northern Europe at Capgemini SA, a French listed multinational management consulting corporation, and a member of their UK management board.

Past roles

Chief operating officer, Applications Services UK and Ireland at Capgemini SA; head of Enterprise Solutions, EMEA and head of London Development Centre at Infosys Technologies Ltd. Prior to joining Infosys, Nivedita spent three years as a consultant in the corporate finance division at KPMG India.

Skills and experience

- > Significant international management experience.
- > Extensive technological skills base.
- > Chartered Accountant.