

## **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.

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### **NOTICE OF 2012 ANNUAL GENERAL MEETING OF MITIE GROUP PLC**

Notice is hereby given that the 2012 AGM of MITIE Group PLC ("MITIE") will be held at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on 11 July 2012 at 2.30pm to transact the following business: Resolutions 1-13 (inclusive) and Resolution 16 will be proposed as ordinary resolutions and Resolutions 14, 15 and 17 will be proposed as special resolutions.

#### **Ordinary Business**

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

To receive the Annual Report and Accounts for the year ended 31 March 2012 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 2012 contained in the Annual Report and Accounts.

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

To declare a final dividend for the year ended 31 March 2012 of 5.2p 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 - Re-election of Non-Executive Director**

To re-elect Graeme John Potts as a director.

##### **Resolution 12 – 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.



## Special Business

### 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 and they are generally and unconditionally authorised pursuant to Section 551 of the 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 £3,359,945, 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 14 – Dis-application of pre-emption rights

That, subject to the passing of resolution 13, the Directors be and they are generally empowered, pursuant to Section 570(1) of the Act, to allot equity securities (as defined in Section 560(1) of the Act) of MITIE wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by resolution 13 above, and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act), in each case as if Section 561(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 £452,369,

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 15 – Authority to purchase own shares

That, MITIE be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(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 36,189,525 representing approximately 10% of the issued ordinary share capital of MITIE as at 31 March 2012;
- 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 16 – LTIP modification**

That the modified rules of the LTIP, a draft of which is produced to this meeting and signed by the chairman of the meeting for the purposes of identification, be approved and adopted in respect of dividend equivalents arising on awards granted on or after 2009 and the Directors of MITIE be authorised to do all things necessary or expedient to effect this.

**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:**

**Marie-Claire Haines**  
**Group Company Secretary**  
6 June 2012

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 before the time appointed for the holding of the meeting or any adjournment thereof. Alternatively, you may, if you wish, appoint your proxy electronically via the shareholder portal ([www.mitie-shares.com](http://www.mitie-shares.com)). To do this you will need your Investor Code ("IVC") which you will find on your Proxy Form. Appointing a proxy does not preclude a member from attending the meeting and voting in person.
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 9 July 2012 (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 23 May 2012 (being the latest practicable date prior to the publication of this notice of annual general meeting) MITIE's issued share capital consists of 362,086,245 ordinary shares carrying one vote each. Therefore the total voting rights in MITIE as at 23 May 2012 are 362,086,245.
8. The following information is available at [www.mitie.com](http://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 Section 527 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 Sections 527 or 528 of the Act. Where MITIE is required to place a statement on a website under Section 527 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 Section 527 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. A copy of the draft modified rules of the LTIP Scheme 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 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 in the place of the meeting from 2pm on the day of the meeting until its conclusion.
12. 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 2012 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 64 to 73 of the Annual Report and Accounts for the year ended 31 March 2012.

### Declaration of dividend (resolution 3)

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 5.2p per ordinary share is recommended by the Directors for payment to shareholders who are on the register at close of business on 22 June 2012. If approved, the date of payment of the final dividend will be 7 August 2012. An interim dividend of 4.4p per ordinary share was paid to shareholders on 6 February 2012.

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

The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies seek re-election by shareholders on an annual basis. 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 was recently appointed Chairman for Pertemps Network Group Limited. He is also a Non-Executive Director of Zetar PLC and a Trustee of Cancer Research UK.
- Ruby McGregor-Smith CBE (Chief Executive): Ruby was appointed Group Finance Director of MITIE Group PLC in December 2002, was appointed Chief Operating Officer in September 2005 and was appointed the Group's Chief Executive in March 2007. Prior to joining MITIE, Ruby held a range of senior roles within the support services sector, primarily at Serco Group plc. Ruby has been a Non-Executive Director on the board of Michael Page International PLC since May 2007, is their Senior Independent Non-Executive Director, chairs their Audit Committee, and is a member of their Nomination and Remuneration Committees. Ruby is also a trustee for Business in the Community (BitC), a business-led charity focused on promoting responsible business practice and until recently chaired Race for Opportunity, a part of the BitC organisation with a focus on diversity in the workplace. Last year Ruby was awarded honorary Doctorates by both Kingston University and The University of West of England, followed in early 2012 with the honour of a Commander of the Order of the British Empire for her services to business and diversity in business. In March of this year Ruby was announced by the Home Secretary as Chair of the Women's Business Council, a focused, one-year working group aiming to ensure action by government, business and others to maximise women's contribution to economic growth.
- 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. Prior to joining MITIE, she specialised in mergers and acquisitions related transaction support and held a number of commercial and operational roles with Serco Group plc. Suzanne holds a seat on the Opportunity Now Advisory Board, a part of the BitC organisation with a focus on gender diversity in the workplace, and during the year was a member of the Finance and Risk Committee of BitC. She has recently become a mentor on the ICAEW's Women in Leadership Programme.
- William Robson (Executive Director): Bill joined MITIE in January 1992 following the acquisition of Trident Maintenance Services Limited. He was appointed as an Executive Director in August 2001 and now holds the position of Managing Director of the Group's Property Management division.
- Larry Hirst CBE (Non-Executive Director): Larry joined MITIE as a Non-Executive Director on 1 February 2010. He held the position of Chairman of IBM Europe, Middle East and Africa until July 2010 and held a number of senior positions during his 32 year career with IBM including General Manager, IBM Northern Region and Chief Executive IBM UK and Ireland. Larry was previously appointed as Chairman of e-skills Sector Skills Council. Larry is a Non-Executive Director of ARM Holdings plc and is also Non-Executive Chairman of UK Trade and Industry Technology Board. He is a trustee of the Charity Sentebale, 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. 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. He was a Governor of Downe House School until completion of his term of appointment in November 2011.
- Terence Keith Morgan CBE (Non-Executive Director): Terry was appointed as a Non-Executive Director in July 2009. He is Chairman of Crossrail and 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, and a Trustee of the London Transport Museum. Terry was previously Chief Executive of Tube Lines Limited and has also held positions with BAE Systems, Rover Group plc and Lucas Girling Limited.
- Graeme John Potts (Non-Executive Director): Graeme was appointed as a Non-Executive Director in July 2006. Graeme was formerly Chief Executive of Reg Vardy plc, a divisional Chief Executive Officer and Executive Director of Inchcape plc and Chief Executive of, RAC Motoring Services. He is a Non-Executive Director of BEN, the automotive industry charity, and is Managing Director of Eden (GM) Limited, a motor retail group.

#### **Re-appointment and remuneration of auditors (resolution 12)**

Resolution 12 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 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 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 13,766,073 shares representing MITIE's outstanding commitment as at 31 March 2012 in respect of options granted under MITIE's SAYE and Executive Share Option Schemes (such total equating to 37.1% of the issued share capital of MITIE as at 31 March 2012, or 41.3% of the issued share capital if the maximum number of ordinary shares were purchased under the authority proposed in resolution 15).

#### **Dis-application of pre-emption rights (resolution 14)**

If the Directors wish to allot shares (and other equity securities) for cash, under Section 561(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 up to a maximum 18,094,762 ordinary shares which equates to 5% of MITIE's issued share capital as at 31 March 2012. This authority will expire upon the expiry of the general authority conferred in resolution 13 (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 15)**

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 2012) and the maximum and minimum prices at which they may be bought.

#### **LTIP modification (resolution 16)**

Resolution 16 proposes that a modification is made to the rules of the LTIP to align the treatment of different types of award with regard to dividend equivalents, as defined in the LTIP rules. Under this modification, the dividend equivalent provisions will be extended to cover the entitlement period from the date of grant of the award to the date of acquisition of vested shares (rather than the vesting date as currently set out in the rules of the scheme). It is proposed that this change will apply to all awards made on or after 2009 and amends the drafting of the scheme rules to reflect the intention around the treatment of dividend equivalents at the time the LTIP was introduced.

**Notice of general meetings (resolution 17)**

Changes made to the Companies Act 2006 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 an annual general meeting on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 17, which is proposed as a Special Resolution, seeks such approval. Annual general meetings 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.

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