

PART XVIII
NOTICE OF GENERAL MEETING

MITIE GROUP PLC

(Incorporated and registered in Scotland with registered number SC019230)

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of Mitie Group plc (the “**Company**”) will be held at Level 12, The Shard, 32 London Bridge Street, London SE1 9SG, United Kingdom on 23 November 2020 at 11.00 a.m. to consider and, if thought fit, pass the following resolutions, proposed as ordinary resolutions:

1 THAT:

subject to the passing of Resolution 2 and Resolution 3, the Acquisition, substantially on the terms and subject to the conditions set out in the sale and purchase agreement entered into by the Company and How Group Limited (the “**Seller**”) on 25 June 2020 relating to the Acquisition (the “**Original Share Purchase Agreement**”) as amended by the amendment agreement entered into on 4 November 2020 (the “**Amendment Agreement**”, and, as the Original Share Purchase Agreement is so amended, the “**Share Purchase Agreement**”) be and is hereby approved and the directors of the Company (the “**Directors**”) (or any duly constituted committee thereof) be authorised:

- (a) to take all such steps as may be necessary or desirable in connection with, and to implement, the Acquisition; and
- (b) to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Acquisition (provided such modifications, variations, revisions, waivers or amendments are not material), and to any documents relating thereto, as they may in their absolute discretion think fit; and

2 THAT:

subject to the passing of Resolution 1, without prejudice to all existing authorities conferred on the Directors, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot new ordinary shares of 2.5 pence each in the capital of the Company, credited as fully paid, in connection with the Acquisition up to an aggregate nominal amount of £6,209,904.58, and which authority shall expire on the Long Stop Date, being 31 March 2021 or such later date as the Seller and the Company may agree or as may be determined in accordance with the Share Purchase Agreement (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

3 THAT:

subject to the passing of Resolution 1, the terms of a proposed agreement between (1) the Company, (2) How Group Limited and (3) Project County SPV 1 Designated Activity Company providing for the purchase by the Company, in certain circumstances, of certain of its own shares by way of an off-market purchase (as defined by section 693(2) of the Companies Act 2006) (a copy of which has been produced to this meeting and made available at the Company’s registered office for not less than 15 days ending with the date of this meeting), be and is hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and such approval and authority shall expire on 23 November 2025.

By order of the Board

Peter Dickinson

General Counsel & Company Secretary

4 November 2020

Registered office: 35 Duchess Road, Rutherglen, Glasgow G73 IAU

Registered number: SC019230

MEETING NOTES:

1. Under the UK Government's current guidance on social distancing and prohibitions on public gatherings the Board has made the decision to hold the General Meeting as a closed meeting. Accordingly, it will not be possible for you or other shareholders to attend the General Meeting. The Board expects only a very limited number of directors and members of senior management to be in attendance at the General Meeting to ensure a quorum and to conduct the business of the General Meeting. We ask that you therefore please do not attempt to attend the General Meeting in person as you will not be permitted entry. Further details relating to the format of, and current restrictions on attendance at, the General Meeting are set out in paragraph 14 of Part VII of the document of which this notice of General Meeting forms part.
2. Shareholders are strongly encouraged to vote on the resolutions to be proposed at the General Meeting. However, in light of the guidance regarding precautions to be taken in light of the COVID-19 outbreak (see note 2 below), Shareholders are encouraged to vote by proxy and raise questions in advance of the General Meeting, given they will not be able to attend the General Meeting.

Shareholders are able to complete and return a form of proxy in accordance with the procedures set out below in order to vote in advance of the General Meeting. Arrangements have also been made to allow Shareholders to submit questions to the Board in advance of the General Meeting via the company's website (see note 7 below). Shareholders are strongly encouraged to appoint the Chairman of the General Meeting as their proxy, which will ensure their votes are cast in accordance with their wishes, even where the Shareholder, or any other person they might appoint as proxy, is unable to attend the meeting in person. Shareholders may appoint one or more persons other than the Chairman of the General Meeting to be their proxy to exercise their rights at the General Meeting and such a proxy need not also be a Shareholder of the Company. However, if you appoint someone other than the Chairman of the General Meeting as your proxy then, currently, your proxy would not be able to attend and vote on your behalf at the meeting. A Shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different Shares (so a Shareholder must have more than one Share to be able to appoint more than one proxy).

A Shareholder may only appoint a proxy using the procedures set out in these notes. The Company is not distributing a hard copy form of proxy unless specifically requested and Shareholders are encouraged to vote electronically. The methods available to appoint a proxy are set out below:

- (a) requesting a hard copy form of proxy from the Company's Registrar, Link Asset Services, on 0371 664 0300¹ and returning the completed form of proxy to Link Asset Services, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
- (b) completing the online form of proxy via the Mitie shareholder portal (<https://www.mitie-shares.com>). If you have not previously registered to use the shareholder portal, you will first be asked to register as a new user, for which that member will require its investor code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the United Kingdom);
- (c) if you are an institutional investor, appoint your proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. Before appointing a proxy through Proxymity, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. Further information in relation to Proxymity is available at <https://www.proxymity.io>; or
- (d) in the case of CREST members, using the CREST electronic proxy appointment service in accordance with note 6 below,

and, in each case, the proxy must be received by Link Asset Services no later than 11.00 a.m. on 19 November 2020 (or, in the case of an adjournment, 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 adjourned meeting).

¹ Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

3. If you are a person who has been nominated by a Shareholder to enjoy information rights in accordance with section 146 of the Companies Act 2006, you do not have the right to appoint a proxy but you may have a right under an agreement between you and the Shareholder by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the Shareholder as to the exercise of voting rights.
4. The Company, pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the register of members of the Company at close of business on 9 July 2020 (or, if the meeting is adjourned, at two working days before the time fixed for the adjourned meeting) shall be entitled to vote at the General Meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
5. In the case of joint holders of Shares, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment 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 or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via <https://www.euroclear.com/CREST>). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time for receipt of proxy appointments specified in note 1 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 sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any 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 or her 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Shareholders and their proxies will have the opportunity to ask questions in advance of the General Meeting. Shareholders may submit questions to the Board in advance of the General Meeting via email at investorrelations@mitie.com.
8. As at 29 October 2020 (being the latest practicable date prior to the publication of this notice), the Company’s issued share capital consisted of 1,178,754,935 Shares carrying one vote each. 7,744,359 Shares were held in treasury and, accordingly, the total voting rights in the Company as at 29 October 2020 were 1,171,010,576.
9. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found on the Company’s website <https://www.mitie.com/investors/shareholder-information/>.
10. You may not use any electronic address provided in either this notice of meeting to communicate with the Company for any purposes other than those expressly stated.

11. As soon as practicable after the General Meeting the results of voting will be announced via a regulated information service and made available on Mitie's website at <https://www.mitie.com/investors/shareholder-information/>.