

Mitie Group plc

Terms of Reference – Environment, Social and Governance Committee

1. **COMPOSITION**

- 1.1 The Environment, Social and Governance (“ESG”) Committee shall be a Committee of the Board and its members appointed by the Board. Members of the Committee shall have relevant competencies and experience in ESG matters.
- 1.2 At the date of review of these Terms of Reference the members of the Committee are an Independent Non-Executive Director of the Board, the Chief of Staff, General Counsel & Company Secretary, the Chief People Officer, the Head of External Communications, the Managing Director of Business Services, the Chief Government & Strategy Officer & Managing Director of Technical Services, the Managing Director of Care & Custody and the Group Director for Sustainability & Social Value.
- 1.3 Additional members may be appointed by the Board.
- 1.4 The Chair of the Committee shall be either an Independent Non-Executive Director of the Board or the Chairman of the Mitie Board. In the absence of an Independent Non-Executive Director and the Chairman of the Mitie Board, the Chief Executive Officer or the Chief of Staff, General Counsel & Company Secretary shall chair the meeting. No individual may chair a meeting of the Committee in relation to its deliberations on a matter directly relating to that individual.
- 1.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other Independent Non-Executive Directors, the Chief Executive Officer, the Head of the Foundation, members of the ESG team and external advisers may be invited to attend all or part of any meeting, as and when appropriate.
- 1.6 The Company Secretary or their nominee shall be the Secretary to the Committee.
- 1.7 The Chair and members shall be listed each year in the Company’s Annual Report.

2. **MEETINGS**

- 2.1 The quorum for any meeting shall be two of the Committee members present throughout the meeting in person, or by telephone or video conference.
- 2.2 The Committee shall normally meet at least two times a year and additionally as and when required. The Chair of the Committee may convene meetings at their discretion.

A meeting of the Committee may also be called by any member of the Committee or by the Secretary.

- 2.3 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers (where appropriate) shall be forwarded to each member of the Committee, and to each other person invited to attend (as appropriate), not less than five clear days prior to the date of the meeting. All reasonable efforts shall be made to give notice of meetings of the Committee and to arrange such meetings so that members are able to attend them.
- 2.4 A member of the Committee may participate in a Committee meeting by telephone or video conference.
- 2.5 In the event of equality of votes, the Chair of the Committee shall have a casting vote.
- 2.6 If any member of the Committee is unable to act for any reason, the Chair of the Committee may appoint another employee of the Company agreed by other members of the Committee to act as that member's alternate.
- 2.7 The members of the Committee shall serve on the Committee at the discretion of the Board and may be removed by the Board.

3. RESPONSIBILITIES

- 3.1 In order to benefit Mitie's customers, employees, shareholders and other key stakeholders, the responsibilities of the Committee are:
 - a. To prepare the ESG strategy of the Mitie Group on an annual basis, which strategy shall then be submitted to the Mitie Board for final approval and adoption;
 - b. To promote, oversee and monitor the implementation of the ESG strategy on behalf of the Mitie Group; and
 - c. To seek to ensure that the Mitie Group conducts its business in a responsible way with the aim of achieving positive impact on the communities, people and the environment in which it works, and which is consistent with the ESG strategy.

4. ANNUAL GENERAL MEETING

- 4.1 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities or support any member of the Board in relation to the same.

5. REPORTING PROCEDURE

- 5.1 The Chair of the Committee shall make a verbal report to the next meeting of the Board of matters considered by the Committee.
- 5.2 The Chair of the Committee shall make whatever recommendations to the Board the Chair deems appropriate on any area within the Committee's remit where action or improvement is needed.
- 5.3 The Secretary shall circulate to all members of the Committee the draft minutes of the meetings of the Committee. After the approval and signature by the Chair, the Secretary may make these minutes available to other members of the Board and other attendees (redacted, where necessary) at the discretion of the Chair, unless in the opinion of the Chair it would be inappropriate to do so or a conflict of interest may arise.

6. TERMS OF REFERENCE – REVIEW

- 6.1 The Committee shall, at least once a year, review its own performance, constitution and Terms of Reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

7. AUTHORITY

- 7.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company (or any of its subsidiaries) in order to perform its duties.
- 7.2 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference, as well as obtain other information which it deems necessary to help fulfil its obligations. The Committee may, if it thinks fit, secure the attendance at meetings of external advisers with relevant experience and expertise at the Company's expense.

8. OTHER MATTERS

- 8.1 The Committee shall:
- a. have access to sufficient resources in order to carry out its duties, including access to the company secretariat as required;
 - b. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and

- c. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, the requirements of the FCA's Listing, Prospectus Regulation Rules Sourcebook and Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate.

Annual review by the Committee on 23 January 2023

Approved by the Board on 25 January 2023