



Annual General Meeting of Mitie Group plc

23 July 2024 at 11.30am

Level 12, The Shard, 32 London Bridge Street, London SE1 9SG

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 any accompanying documentation 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.

Annual General Meeting of Mitie Group plc (“Mitie”)

Mitie Group plc
35 Duchess Road
Rutherglen Glasgow, G73 1AU
21 June 2024

Dear Shareholder,

We are pleased to notify you that our 2024 Annual General Meeting (the “AGM”) will be held at Level 12, The Shard, 32 London Bridge Street, London SE1 9SG and will be viewable via webcast as described in Appendix 2 of this document, on 23 July 2024 at 11.30am. The formal Notice of AGM (the “Notice”) and details of the resolutions on which you will be asked to vote are set out in this booklet.

AGM arrangements

The Company is offering facilities for you to view the AGM electronically via webcast. Further details of how to join are set out in Appendix 2 of this document. Arrangements have also been made to allow you to submit questions in advance of the AGM via email to investorrelations@mitie.com. We ask shareholders attending the meeting in person to monitor the Company’s website www.mitie.com/investors/shareholder-information and regulatory news for any AGM updates.

Voting at the AGM

If you are not able to attend the AGM in person, you can still register your vote by appointing a proxy electronically via the shareholder portal (www.mitie-shares.com) or via the LinkVote+ app. To do this you will need your Investor Code, which you will find on your share certificate or welcome letter. You may also vote by CREST or by returning a completed hard copy form of proxy to Mitie’s Registrars, Link Group (“Link”) at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. Please note that you will not automatically receive a hard copy proxy form but may request one from Link should you prefer to vote in this manner. If you are an institutional investor, you may appoint your proxy electronically via the Proxymity platform. In each case, proxy appointments must be submitted to Link no later than 11.30am on 19 July 2024 (or in the case of adjournment, not less than 48 hours before the time appointed for the holding of the meeting) in order for your vote to be registered.

Shareholders who attend the AGM in person will be able to vote by way of a poll card at the meeting. Votes can be cast once the Chairman has declared the poll open.

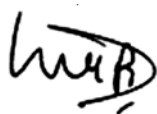
Recommendation

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.

Annual Report and Accounts

The Annual Report and Accounts for the year ended 31 March 2024 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 Board’s plans for the future direction of Mitie. The Board is focused on the long-term future success of the business and delivering shareholder value. Further details can be found on pages 26 to 31 of the Annual Report and Accounts.

Yours faithfully,



Derek Mapp
Chairman

LinkVote+

LinkVote+ is a free app for smartphone and tablet provided by Link. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



Notice of 2024 Annual General Meeting of Mitie Group plc

Notice is hereby given that the 2024 Annual General Meeting of Mitie Group plc ("Mitie" or the "Company") will be held at Level 12, The Shard, 32 London Bridge Street, London SE1 9SG on 23 July 2024 at 11.30am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 17 will be proposed as ordinary resolutions and resolutions 18 and 19 as special resolutions.

Resolution 1 – Annual Report and Accounts (ordinary resolution)

To receive the annual report and accounts for the year ended 31 March 2024 (the "Annual Report and Accounts"), together with the reports of the directors of Mitie (the "Directors") and auditors thereon.

Resolution 2 – Directors' Remuneration Report (ordinary resolution)

To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 March 2024, as set out on pages 126 to 142 of the Annual Report and Accounts.

Resolution 3a – Directors' Remuneration Policy (ordinary resolution)

To approve the Director's remuneration policy as set out on pages 143 to 148 of the Annual Report and Accounts.

Resolution 3b – Amending the rules of the Mitie Group plc Long Term Incentive Plan 2015 for the one-off award to be granted to Chief Executive, Phil Bentley (ordinary resolution)

That the amendment to the rules of the Mitie Group plc Long Term Incentive Plan 2015 (the "LTIP"), in the form produced in draft to the meeting and for the purposes of identification initialled by the Chairman of the meeting, so that rule 4.1 of the LTIP does not apply to the grant of a one-off award to Phil Bentley within 42 days of 23 July 2024, in accordance with the details which are set out in the Director's remuneration policy as set out on pages 143 and 148 of the Annual Report and Accounts, such that the maximum total market value of shares over which that award is granted is 600% of Phil Bentley's basic salary, is hereby approved and that the Directors are hereby authorised to do whatever may be necessary or expedient to carry the revised LTIP into effect including making such changes as may be necessary or desirable, from time to time, to amend or operate the LTIP.

Resolution 4 – Declaration of dividend (ordinary resolution)

To declare a final dividend for the year ended 31 March 2024 of 3.0p per ordinary share.

Resolution 5 – Re-election of Non-Executive Chairman (ordinary resolution)

To re-elect Derek Mapp as a director.

Resolution 6 – Re-election of Chief Executive (ordinary resolution)

To re-elect Phil Bentley as a director.

Resolution 7 – Re-election of Chief Financial Officer (ordinary resolution)

To re-elect Simon Kirkpatrick as a director.

Resolution 8 – Re-election of Independent Non-Executive Director (ordinary resolution)

To re-elect Jennifer Duvalier as a director.

Resolution 9 – Re-election of Independent Non-Executive Director (ordinary resolution)

To re-elect Chet Patel as a director.

Resolution 10 – Re-election of Independent Non-Executive Director (ordinary resolution)

To re-elect Mary Reilly as a director.

Resolution 11 – Re-election of Independent Non-Executive Director (ordinary resolution)

To re-elect Salma Shah as a director.

Resolution 12 – Re-election of Independent Non-Executive Director (ordinary resolution)

To re-elect Roger Yates as a director.

Resolution 13 – Election of Independent Non-Executive Director (ordinary resolution)

To elect Penny James as a director.

Resolution 14 – Re-appointment of auditor (ordinary resolution)

To re-appoint BDO LLP as auditor 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 15 – Remuneration of auditor (ordinary resolution)

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

Resolution 16 – Political donations (ordinary resolution)

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 16 and ending at the earlier of 30 September 2025 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 16 have the same meaning as under Part 14 of the Act.

Resolution 17 – Directors' authority to allot shares (ordinary resolution)

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") up to an aggregate nominal amount of £3,325,810.14 equal to 10% of the issued ordinary share capital of Mitie as at 4 June 2024 (excluding treasury shares) provided that (unless previously revoked, varied or extended) this authority shall expire on the earlier of 30 September 2025 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.

Notice of 2024 Annual General Meeting of Mitie Group plc continued

Resolution 18 – Authority to purchase own shares (special resolution)

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 133,032,406, representing approximately 10% of the issued ordinary share capital of Mitie as at 4 June 2024 (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 2025 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 19 – Notice of general meetings (special resolution)

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:



Peter Dickinson

Chief Legal Officer & Company Secretary

21 June 2024

Registered Office:

35 Duchess Road, Rutherglen,
Glasgow, G73 1AU

Registered number: SC019230

Meeting notes

- I. Shareholders are strongly encouraged to vote on the resolutions to be proposed at the AGM. 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 AGM. Arrangements have also been made to allow shareholders to submit questions to the Board in advance of the AGM (see note 8). Shareholders may appoint one or more persons other than the Chairman of the AGM to be their proxy to exercise their rights at the AGM and such a proxy need not also be a shareholder of Mitie. However, shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy, which will ensure their votes are cast in accordance with their wishes, even if the shareholder, or any other person they might appoint as proxy, is unable to attend the meeting in person. 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. Mitie 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 Mitie's Registrar, Link, via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300 and returning the completed form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL; or
 - b. completing the online form of proxy via the Mitie shareholder portal (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 you will require your investor code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the United Kingdom); or
 - c. Link has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code on page 2; or
 - d. if you are an institutional investor, appoint your proxy electronically via the Proximity platform, a process which has been agreed by Mitie and approved by Mitie's Registrar. Before appointing a proxy through Proximity, you will need to have agreed to Proximity'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. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote. Further information in relation to Proximity is available at www.proximity.io; or
 - e. in the case of CREST members, using the CREST electronic proxy appointment service in accordance with note 5 below, and in each case the proxy must be received by Link no later than 11.30 am on 19 July 2024 (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).
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. 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 19 July 2024 (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 (available at www.euroclear.com). 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 UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 RAI0) 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

Meeting notes continued

- 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. After this time any change of instructions to a proxy appointed through CREST should be communicated by other means. 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 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. Mitie may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
6. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
 7. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
 8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Shareholders and their proxies will have the opportunity to ask questions in advance of the AGM. Shareholders may submit questions to the Board in advance of the AGM via email to investorrelations@mitie.com.
 9. As at 4 June 2024 (being the latest practicable date prior to the publication of this Notice) Mitie's issued share capital consisted of 1,337,100,618 Ordinary Shares carrying one vote each, 6,776,563 Ordinary Shares were held in treasury and accordingly the total voting rights in Mitie as at 4 June 2024 were 1,330,324,055.
 10. A copy of this Notice, and all other information required by s11A of the Act, can be found on Mitie's website (www.mitie.com/investors/shareholder-information/).
 11. 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.
 12. Copies of 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 Level 12, The Shard, 32 London Bridge Street, London SE1 9SG by appointment during normal business hours on Monday to Friday (excluding bank holidays) from the date of this Notice until the conclusion of the AGM. Should a shareholder wish to inspect any of these documents, please submit your request to investorrelations@mitie.com.
 13. A copy of the rules of the Mitie Group plc Long Term Incentive Plan 2015, highlighting the proposed change, are available for inspection at Level 12, The Shard, 32 London Bridge Street, London SE1 9SG by appointment during normal business hours on Monday to Friday (excluding bank holidays) from the date of this Notice until the conclusion of the AGM. Should a shareholder wish to inspect this document, please submit your request to investorrelations@mitie.com.
 14. You may not use any electronic address provided in this Notice to communicate with Mitie for any purposes other than those expressly stated.
 15. 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/).

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.

Annual Report and Accounts (resolution 1)

The Directors of Mitie must present the Annual Report and Accounts for the year ended 31 March 2024 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 126 to 142 of the Annual Report and Accounts for the year ended 31 March 2024. 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 143 to 148, which is the subject of a separate resolution (resolution 3a).

Directors' Remuneration Policy (resolution 3a)

All UK quoted companies are required by law to seek binding shareholder approval of their Directors' Remuneration Policy (the "Policy") at least every three years. The Policy was last approved by shareholders at the annual general meeting on 27 July 2021. Accordingly, shareholders are asked to approve the Policy set out on pages 143 to 148 of the Annual Report and Accounts for the year ended 31 March 2024. If approved, the Policy will take effect from the conclusion of the meeting and remain in effect (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) for up to three years. The Policy will replace the Directors' remuneration policy previously approved by shareholders at the 2021 AGM.

Mitie Group plc Long Term Incentive Plan 2015 (resolution 3b)

The Mitie Group plc Long Term Incentive Plan 2015 ("LTIP") is an umbrella plan, which is a discretionary long-term employee share incentive arrangement. The LTIP was approved and extended by shareholders on 27 July 2021.

The LTIP provides that the individual limit on the value of awards granted in any financial year of 200% of the participant's basic salary is determined by reference to either the share price prior to the grant date (or the average of the share prices for a period not exceeding 5 dealing days prior to that date) or by reference to the share price prior to the beginning of the Company's financial year (or the average of the share prices for a period not exceeding 5 dealing days prior to that date).

As outlined in Resolution 3a – Remuneration Policy renewal – the remuneration committee is proposing to grant Phil Bentley, Chief Executive of Mitie, an LTIP award of up to 600% of his basic salary within 42 days of 23 July 2024 to motivate and retain him over the next three years. Resolution 3a sets out the rationale for this award and a summary of the performance conditions which would apply to it. No further grants of LTIP awards will then be made to Phil Bentley thereafter. Accordingly, it is proposed that the LTIP is amended in order to set aside the 200% individual limit for this one-off award.

No other changes to the LTIP are being proposed at this AGM.

Dividend declaration (resolution 4)

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 3.0p per ordinary share is recommended by the Directors for payment to shareholders who are on the register as at close of business on 21 June 2024. If approved, the date of payment of the final dividend will be 5 August 2024. An interim dividend of 1.0p per ordinary share was paid to shareholders on 31 January 2024.

Annual re-election and election of Directors (resolutions 5 to 13)

The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies seek re-election by shareholders on an annual basis. Penny James was appointed to the Board in February 2024 and will seek election at the AGM. All other Directors

currently in office will seek re-election at the AGM. Separate resolutions will be proposed for each re-election or election. The corporate governance statement, on pages 91 to 113 of the Annual Report and Accounts for the year ended 31 March 2024, 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 Director makes an effective and valuable contribution to the Board and demonstrates clear commitment to the role. The Board believes that the individual skills and experience of each Director contribute to the overall effectiveness of the Board in promoting the long-term sustainable success of the Company. The table on page 113 of the Annual Report and Accounts for the year ended 31 March 2024 sets out how each Director's individual skills and experience contribute to the balance required by the Board. Further information is provided in each Directors' biography in Appendix 1 at the end of these explanatory notes and on pages 93 to 95 of the Annual Report and Accounts.

Re-appointment of auditor (resolution 14)

Resolution 14 proposes the re-appointment of BDO LLP as auditor of Mitie until the conclusion of the next general meeting at which accounts are laid. 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. BDO LLP have indicated their willingness to continue as Mitie's auditor and the Audit Committee, which has evaluated the effectiveness and independence of the external auditor, has recommended to the Board that BDO LLP be proposed for re-appointment. Resolution 14 is, therefore, to re-appoint BDO LLP as auditor for the financial year ending 31 March 2025.

The Competition and Markets Authority Order introduced mandatory audit tendering every ten years. This requirement is kept under review by the Audit Committee. During the year ended March 2018, Mitie tendered its external audit services and concluded that BDO LLP be appointed as external auditor. There are no contractual obligations which restrict the choice of auditor.

Explanatory notes to AGM resolutions continued

Remuneration of auditor (resolution 15)

Resolution 15 authorises the Audit Committee (on behalf of the Board) to fix the auditor's remuneration.

Political donations (resolution 16)

Resolution 16 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. This resolution, if passed, will grant the Directors the relevant statutory authority until the 2025 annual general meeting subject to a total aggregate cap for Mitie and its subsidiary companies of £50,000.

Directors' authority to allot shares (resolution 17)

The Directors may only allot shares or grant rights over shares if authorised to do so by 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 2025 and the next annual general meeting. The authority 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 £3,325,810.14, which is equivalent to approximately 10% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 June 2024 (the latest practicable date prior to publication of this notice). This is materially below the Investment Association's Share Capital Management Guidelines issued in July 2016 and updated in February 2023. There are no current plans to exercise this authority, 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 6,776,563 treasury shares as at 4 June 2024 (being the latest practicable date prior to the publication of this Notice), representing approximately 0.51% of the issued share capital (excluding treasury shares). The power will be limited to a nominal value of £3,325,810.14, which is equivalent to 10% of the issued share capital (excluding treasury shares) of Mitie as at 4 June 2024.

Authority to purchase own shares (resolution 18)

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 4 June 2024 (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 2025 and the next annual general meeting.

On 15 April 2024, Mitie announced the commencement of a share buyback programme in respect of its Ordinary Shares up to a maximum consideration of £50 million. In order to execute the share buyback programme, Mitie has entered into an initial instruction with Peel Hunt LLP ("Peel") in relation to the purchase by Peel, acting as principal during the period commencing on 15 April 2024 and ending no later than 30 September 2024 of Ordinary Shares for an aggregate consideration (excluding expenses) of no greater than £25 million and the simultaneous on-sale of such shares by Peel to Mitie, where circa 10 million shares purchased will be held in Treasury to satisfy Mitie's 2021 Save As You Earn scheme, which matures in January 2025.

Peel makes its trading decisions concerning the timing of the purchases of Mitie's ordinary shares independently of, and uninfluenced by, Mitie.

The programme is being conducted within certain pre-set parameters, and in accordance with the general authority to purchase shares granted by shareholders at the 2023 AGM (and the authority which is being sought at this AGM). As at the latest practicable date, 4 June 2024, 7,172,727 Ordinary Shares have been purchased.

Notice of general meetings (resolution 19)

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 25 July 2023, 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. 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 2018, the Directors consider this appropriate in relation to the business of the meeting and in the best interests of shareholders as a whole.

Appendix I: Directors' Biographical Details

Derek Mapp

Non-Executive Chairman

Date of appointment to the Board

9 May 2017

Other current appointments

Derek is Non-Executive Chair of the Board of Eurocell plc and Chair of its Nomination Committee. Derek is also Chair and a Director of Woodall Group Limited and Legatum Capital Limited (both private companies) and has several other private business interests in hospitality in Cornwall and Derbyshire.

Past roles

Derek was Chair of Informa plc from March 2008 to June 2021. He was also Chair of Huntsworth plc from December 2014 to March 2019. Previously he was Chief Executive Officer of Tom Cobleigh plc and Executive Chair of Leapfrog Day Nurseries Limited. Prior to that, he was Chair of East Midlands Development Agency, Sport England and British Amateur Boxing Association Limited.

Skills and experience

- Experienced Chairman and entrepreneur with exceptional leadership skills
- Extensive career in ownership, managerial, operational and commercial roles in service industries
- Wealth of commercial and exceptional governance experience within various sectors
- Promotes robust debate and an open and engaged culture

Phil Bentley

Chief Executive

Date of appointment to the Board

1 November 2016

Other current appointments

None

Past roles

Phil was Group Chief Executive Officer of Cable & Wireless Communications plc from January 2014 until its sale to Liberty Global plc in May 2016. Prior to that, he was a member of the Board of Centrica plc from 2000 to 2013, while also Managing Director of British Gas from 2007 to 2013, Managing Director, Europe from 2004 to 2007 and Group Finance Director from 2000 to 2004. His prior non-executive directorships include IMI plc from 2012 to 2014 and Kingfisher plc from 2002 to 2010. His earlier career was in international roles with BP and Diageo.

Skills and experience

- Executive and non-executive experience with FTSE 100 companies for over 20 years
- Significant strategic and commercial experience at both national and global levels
- Exceptional executive and leadership experience across a number of sectors
- Extensive financial and investment community experience
- Accountant by profession, with a master's degree from University of Oxford and an MBA from INSEAD, Fontainebleau

Simon Kirkpatrick

Chief Financial Officer

Date of appointment to the Board

1 April 2021

Other current appointments

None

Past roles

Simon joined Mitie in July 2019 from Balfour Beatty plc, where he held a number of senior finance roles, including Finance Director for Major Projects and Group Head of Financial Planning & Analysis. He began his professional career with Ernst & Young, where he was a Director in the Energy practice.

Skills and experience

- Significant UK and international plc experience
- Proven track record in transforming complex contracting businesses
- Exceptional financial experience and extensive strategic and commercial experience across a number of sectors
- Chartered accountant, with a law degree from University of Exeter

Jennifer Duvalier

Independent Non-Executive Director

Date of appointment to the Board

26 July 2017

Other current appointments

Jennifer is a Non-Executive Director, Chair of the Remuneration Committee and a member of the Nomination and Cyber Security Committees of NCC Group plc, as well as Senior Independent Director and a member of the Audit and Risk, Nomination and Remuneration Committees of Trainline plc. Additionally, Jennifer is a Director of The Cranemere Group Limited, where she is also Chair of the Sustainability, People & Diversity Committee, a member of the Council of the Royal College of Art, where she is also Chair of the Remuneration Committee, and a Trustee of Somerset House (a registered UK charity).

Past roles

Jennifer was a Non-Executive Director and Chair of the Remuneration Committee of Guardian Media Group plc from May 2014 to April 2023. She was Executive Vice President, People for ARM Holdings plc, a global technology business, from September 2013 to March 2017 and was also an Executive Committee member with responsibility for its people and internal communications activity.

Skills and experience

- Leadership development, talent acquisition and management and succession planning
- People strategy, organisation development and change management
- Employee engagement and internal communications
- ESG centred activities
- Executive remuneration and performance management experience
- MA (Hons) in English and French from University of Oxford

Chet Patel

Independent Non-Executive Director

Date of appointment to the Board

1 April 2022

Other current appointments

With over 20 years' commercial experience at BT Group, Chet is currently its Chief Commercial Officer and Managing Director for Commercial, Indirect, Partners and the Americas.

Chet is also a Non-Executive Advisor for Dentons and acts as a mentor for tech start-up organisations.

Past roles

Chet was a Non-Executive Director at London First between 2013 and 2017. Chet was also a non-executive member of the London Enterprise Panel between 2013 and 2016.

Prior to joining BT Group in 2006, Chet worked for Charles Schwab.

Skills and experience

- Commercial expertise in the B2B service environment, promoting growth and sales strategies
- Expertise in business technology, cyber security, business transformation, commercial and marketing
- An MBA from Henley Management College
- An honours degree in Economics & Politics from University of Leeds

Appendix I: Directors' Biographical Details

continued

Mary Reilly

Independent Non-Executive Director

Date of appointment to the Board

1 September 2017

Other current appointments

Mary is Senior Independent Director and Chair of the Audit Committee of Essentra plc. Mary is also a Non-Executive Director of Cazoo Group Ltd. Additionally, Mary is an Independent Non-Executive Director of Gemfields Group Limited and on the Board of Mar Holdco S.a.r.l, a privately held Luxembourg company. Her current trusteeships include the PDSA and Crown Agents International Development.

Past roles

Mary was a Non-Executive Director and Chair of the Audit Committee of Travelzoo from 2013 to 2022 and a Non-Executive Director and Chair of the Audit Committee of Ferrexpo plc from 2015 to 2019. She was also a Non-Executive Director and Chair of the Audit & Risk Committee of the UK Department for Transport and of Crown Agents Limited from 2013 to 2017. Prior to this, she was a Non-Executive Director of Cape plc from 2016 to 2017. She has served as a Non-Executive Director on several other Boards since 2000. She was a partner in Deloitte LLP (and predecessor firms) for over 25 years.

Skills and experience

- Exceptional audit, risk management and assurance experience
- Accounting, finance and international experience
- Chartered accountant, with a degree in History from University College London

Salma Shah

Independent Non-Executive Director

Date of appointment to the Board

1 April 2022

Other current appointments

Salma is founder of Kraken Strategy, a communications and policy consultancy.

Past roles

Salma was a Partner at Portland Communications from 2021 to February 2023 and Chief of Staff to the Home Secretary from 2018 to 2019. Salma held special advisor roles in several government departments between 2014 and 2018, including the Ministry of Housing, Communities & Local Government, Department for Business, Innovation & Skills, and Department for Culture, Media & Sport. Prior to this, Salma worked for BBC News as a news and political programmes producer from 2012 to 2014.

Skills and experience

- Public sector expertise
- Extensive experience in public policy, public affairs and communications
- An honours degree in Journalism & Politics from University of Salford

Roger Yates

Senior Independent Director

Date of appointment to the Board

1 March 2018

Other current appointments

Roger is Chair of The Biotech Growth Trust plc and Pacific Horizon Investment Trust plc. He is also Senior Independent Director and Chair of the Remuneration Committee of Jupiter Fund Management plc.

Past roles

Roger was Senior Independent Director and Chair of the Remuneration Committee of St James's Place plc until May 2023, having served nine years on its Board. Roger started his career in asset management at GT Management in 1981 and held positions of increasing seniority at Morgan Grenfell, LGT and Invesco. He served as Chief Executive of Henderson Group plc from 1999 to 2008 and as Chief Executive of UniCredit's asset management arm, Pioneer Investments, from 2010 to 2012 and as Chairman from 2012 to 2017. Roger's non-executive roles have included F&C Investments, IG Group plc, Electra Private Equity plc and JPMorgan Elect plc.

Skills and experience

- Substantial board experience
- Strong business track record
- Exceptional knowledge of the finance and investment community
- MA in Modern History from Worcester College, University of Oxford

Penny James

Independent Non-Executive Director

Date of appointment to the Board

1 February 2024

Other current appointments

Penny is Senior Independent Director of Hargreaves Lansdown plc, as well as a member of its Risk Committee and Nomination and Governance Committee. Penny is also a Non-Executive Director of QBE Insurance Group Limited and Co-Chair of the FTSE Women Leaders Review.

Past roles

Penny was Chief Financial Officer and later Chief Executive Officer of Direct Line Insurance Group plc to January 2023, having joined its Board in November 2017. Prior to this she was Director of Group Finance at Prudential plc, followed by the Group Chief Risk Officer role. She had previously been Group Chief Financial Officer at Omega Insurance Holdings Limited and Chief Financial Officer of UK General Insurance at Zurich Financial Services Ltd. Penny was a Non-Executive Director of Admiral Group plc from 2015 to 2017. She was Chair of the Financial Conduct Authority's Practitioner Panel from March 2022 to January 2023 and a Board member of the Association of British Insurers.

Skills and experience

- Extensive financial services experience with strong leadership and risk expertise
- Strategic mindset and experience in business transformation
- Chartered accountant, with a degree in Statistics from University of Bath

Appendix 2: Electronic Facilities

Details of how to view the AGM live using the electronic facilities being made available, and details of how to ask questions via email are set out below and at www.mitie.com/investors.

Logging in

In order to view the AGM electronically, shareholders will need to connect to the following site to register:

<https://webcasts.umcdn.com/mit033>

Once registered, shareholders will be able to view the AGM live.

Asking questions

Arrangements have been made to allow shareholders to submit questions in advance of the AGM via email to investorrelations@mitie.com. The Directors will endeavour to answer all questions submitted via this medium either before, during or after the meeting itself.

