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30 July 2026

RECOMMENDED CASH ACQUISITION

of

Mitie Group plc (“Mitie”)

by

OCS Group International Limited (“OCS”)

(an indirect wholly-owned subsidiary of OCS Group Topco Limited (“OCS Topco”))

to be effected by means of a Scheme of Arrangement

under Part 26 of the Companies Act 2006

Disclosure under Rule 2.10 regarding an irrevocable undertaking

On 21 July 2026, OCS released an announcement in accordance with Rule 2.7 of the City Code on Takeovers and Mergers (the “**Code**”) (the “**Announcement**”) relating to the recommended cash acquisition of the entire issued and to be issued share capital of Mitie (the “**Acquisition**”).

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Announcement.

As set out in Appendix 3 of the Announcement, OCS disclosed that it had received an irrevocable undertaking from Chetan Patel to vote, or procure that their nominees vote, in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting in respect of 100,864 Mitie Shares, representing approximately 0.01% of the ordinary share capital of Mitie in issue as at the Latest Practicable Date (the “**Irrevocable Undertaking**”).

The original figure of 100,864 Mitie Shares did not include 59,183 shares acquired by Chetan Patel and a person closely associated with Chetan Patel prior to the commencement of the Offer Period, as disclosed in Mitie’s announcement of 27 July 2026. Chetan Patel has therefore provided an amended irrevocable undertaking to OCS to vote, or procure that their nominees vote, in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting in respect of 160,047 Mitie Shares, representing approximately 0.01% of the ordinary share capital of Mitie.

Therefore, OCS has received irrevocable undertakings from each of the Mitie Directors that hold Mitie Shares to vote, or procure that their nominees vote, in favour of the Scheme at the Court Meeting and resolutions to be proposed at the General Meeting in respect of their own beneficial holdings amounting in aggregate to 15,127,364 Mitie Shares and representing approximately 1.2 per cent. of the issued share capital of Mitie (excluding any Mitie Shares held in treasury) as at 29 July 2026 (being the last Business Day prior to the date of this announcement).

Details of all irrevocable undertakings now obtained by OCS are set out in Appendix I to this announcement.

The percentages of Mitie Shares referred to in this announcement are based upon 1,301,318,431 Mitie Shares as the denominator, being the number of Mitie Shares in issue (excluding treasury shares) as at the close of business on 29 July 2026 (being the last Business Day prior to the date of this announcement).

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FURTHER INFORMATION

*Ardea Partners International LLP ("**Ardea Partners**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Mitie and no one else in connection with the Acquisition and will not be responsible to anyone other than Mitie for providing the protections afforded to clients of Ardea Partners nor for providing advice in relation to the matters described herein. Neither Ardea Partners nor any of its affiliates (nor any of their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Ardea Partners in connection with the Acquisition, this Announcement, any statement contained herein or otherwise.*

*Peel Hunt LLP ("**Peel Hunt**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as financial adviser and corporate broker to Mitie and for no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than Mitie for providing the protections afforded to clients of Peel Hunt nor for providing advice in relation to the matters set out in this Announcement. Neither Peel Hunt nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with this Announcement, any statement contained herein or otherwise.*

*Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to OCS and OCS Topco and no one else in connection with the Acquisition and will not be responsible to anyone other than OCS and OCS Topco for providing the protections afforded to clients of Lazard nor for providing advice in relation to any possible offer or any other matters referred to in this Announcement. Neither Lazard nor any of its affiliates (nor any of their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard in connection with the Acquisition, this Announcement, any statement contained herein or otherwise.*

*Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting exclusively for OCS and OCS Topco and no one else in* *connection with the matters set out in this Announcement and will not be responsible to anyone other than OCS and OCS Topco for providing the protections afforded to clients of Barclays nor for providing advice in relation to a possible offer or any other matter referred to in this Announcement.*

*RBC Europe Limited (trading as RBC Capital Markets) ("**RBC Capital Markets**") which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the United Kingdom, is acting for OCS and OCS Topco and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than OCS and OCS Topco for providing the protections afforded to clients of RBC Capital Markets or for providing advice in connection with matters referred to in this Announcement. Neither RBC Capital Markets nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, tort, in delict, under statute or otherwise) to any person who is not a client of RBC Capital Markets in connection with the Acquisition or any matter referred to herein.*

In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the U.S. Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Mitie securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise. The Acquisition will be made solely by means of a Scheme Document, which will contain the full terms of and conditions to the Acquisition.

This announcement has been prepared for the purpose of complying with English law, Scots law, the UK Listing Rules and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Overseas Shareholders

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable requirements. Further details in relation to Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The Acquisition relates to shares of a Scottish company and is proposed to be effected by means of a scheme of arrangement under the laws of Scotland. Neither the US proxy solicitation rules nor the tender offer rules under the U.S. Exchange Act apply to the Acquisition. Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if OCS were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer would be made in compliance with all applicable laws and regulations, including Section 14(e) of the U.S. Exchange Act and Regulation 14E thereunder.

Such a takeover would be made in the United States by OCS and no one else. In addition to any such Takeover Offer, OCS, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Mitie outside such Takeover Offer during the period in which such Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including the U.S. Exchange Act.

Mitie's financial statements, and all financial information that is included in this Announcement, or that may be included in the Scheme Document, have been prepared in accordance with international financial reporting standards and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

Unless otherwise determined by OCS or required by the Code and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the offer by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must observe these restrictions and must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to Mitie Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at http://www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Publication on Website

A copy of this announcement will be made available on Mitie's and OCS's websites at www.mitie.com and www.ocs.com/recommended-offer respectively by no later than 12 noon (London time) on 30 July 2026.

APPENDIX I

IRREVOCABLE UNDERTAKINGS AND LETTERS OF INTENT

Mitie Directors' Irrevocable Undertakings

Name of Mitie Director	Number of Mitie Shares in respect of which undertaking is given	Percentage of Mitie issued share capital
Christopher Rogers	194,000	0.01%
Jennifer Duvalier	95,665	0.01%
Phil Bentley	13,605,747[1]	1.05%
Simon Kirkpatrick	850,459[2]	0.07%
Penelope James	47,091	0.00%
Chetan Patel	160,047[3]	0.01%
Mary Reilly	134,640	0.01%
Ommasalma Shah	39,715	0.00%

[1] Includes 13,423 shares held in the SIP trust.
[2] Aggregate of 820,938 shares held by Simon Kirkpatrick and 29,521 shares held by Helen Kirkpatrick.
[3] Aggregate of 119,702 shares held by Chetan Patel and 40,345 shares held by Suman Patel.

The irrevocable undertakings given by the Mitie Directors cease to be binding if: (i) OCS announces, with the consent of the Panel, and before the Scheme Document is published, that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme is announced in accordance with Rule 2.7 of the Code; (ii) the Scheme Document or relevant offer document (as applicable) is not posted within 28 days of the Announcement or, following a switch in structure, the announcement of that switch (or such longer period permitted by the Panel); (iii) the Acquisition does not become Effective or unconditional (as applicable) on or before the Long Stop Date or any later agreed date; (iv) the Scheme or Takeover Offer lapses or is withdrawn (excluding any suspension of the applicable timetable) and either OCS announces that it does not intend to proceed with the Acquisition or no new, revised or replacement Scheme or Takeover Offer is announced in accordance with the Code within 10 Business Days; or (v) (x) any other scheme of arrangement under Part 26 or Part 26A of the Companies Act in respect of Mitie becomes effective; or (y) any other offer for Mitie becomes or is declared unconditional. Subject to the above, the terms of the irrevocable undertakings from each of the Mitie Directors will continue to be binding in the event a higher competing offer is made for Mitie.

Other Mitie Shareholders

Irrevocable Undertakings

Name of Mitie Shareholder giving undertaking	Number of Mitie Shares in respect of which undertaking is given	Percentage of Mitie issued share capital
Oasis Management Company Ltd	129,413,285	9.9

OCS has received a commitment in respect of Oasis Management Company Ltd's interests in cash-settled total return swaps in respect of 129,413,285 Mitie Shares, constituting approximately 9.9 per cent. of Mitie's issued share capital (excluding any Mitie Shares held in treasury) as at 28 July 2026 (being the last Business Day prior to the date of this announcement) that, in the event that Oasis Management Company Ltd acquires any of such underlying Mitie Shares (whether in connection with the settlement of such swaps or otherwise), such underlying Mitie Shares would become subject to the irrevocable undertaking given by Oasis Management Company Ltd to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting. These cash-settled total return swaps do not confer an entitlement to exercise the voting rights attaching to the underlying Mitie Shares.

The irrevocable undertaking from Oasis Management Company Ltd will cease to be binding if: (i) the Scheme Document or Takeover Offer document is not sent within 28 days of the Announcement; (ii) OCS announces that it will not proceed and no replacement offer is announced at the same time; (iii) the Scheme lapses or is withdrawn without an immediate switch to a Takeover Offer; (iv) a competing offer becomes effective or unconditional; or (v) the Acquisition does not become effective or unconditional by the Long Stop Date or any permitted extension.

In addition, the irrevocable undertaking given by Oasis Management Company Ltd shall terminate in the event that, prior to the Scheme becoming effective or the Takeover Offer being declared unconditional, a third party announces: (i) a firm intention pursuant to Rule 2.7 of the Code to acquire the entire issued and to be issued ordinary share capital of Mitie; or (ii) the terms of a transaction which is subject to a Rule 9 waiver under which Mitie issues new shares as consideration for an acquisition (as described in Note 1 to the Notes on Dispensations from Rule 9 of the Code), and in either case the consideration under such proposal represents, in the reasonable opinion of Oasis Management Company Ltd, more than 221.6 pence per Mitie Share.