MITIE GROUP PLC – GENERAL MEETING

Proxies may be lodged electronically via the www.mitie-shares.com website, where full details of the procedure are given.

Bar Code:

Event Code:

Investor Code:

To be held at 11.45 a.m. (London time) on 16 September 2026 at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG.

FORM OF PROXY – MITIE GROUP PLC – GENERAL MEETING

This Form of Proxy is for use in connection with the General Meeting (the "**General Meeting**") of Mitie Group plc (the "**Company**") to be held at 11.45 a.m. (London time) on 16 September 2026 at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG (or as soon thereafter as the Court Meeting shall have been concluded or adjourned). Please read the notice of the General Meeting (the "**Notice of General Meeting**") as set out in Part Eleven in the scheme document of the Company dated 13 August 2026 (the "**Scheme Document**") and the Notes overleaf before completing this form. **Please use a black pen**.

You are strongly encouraged to complete and return this Form of Proxy even if you plan to attend the General Meeting in person. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

Bar Code:

Event Code:

Investor Code:

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting OR the person specified in the box titled "Name of Proxy" (see Note 2 overleaf)

Name of Proxy (leave blank to appoint the Chair of the meeting)

Number of shares proxy appointed over (see Note 6 overleaf)

as my/our proxy to exercise all or any of my/our rights to attend, speak and/or ask questions and vote on my/our behalf at the General Meeting and at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast in respect of the resolution indicated below.

Please mark 'X' in the box opposite if this appointment is one of multiple appointments being made: ☐

Please mark 'X' in the relevant box alongside the Resolution to indicate how you wish to vote (see Note 4 overleaf).

Special Resolution	FOR	AGAINST	VOTE WITHHELD
To give effect to the Scheme, including but not limited to authorising the directors of the Company (or a duly authorised committee of the directors) to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect, and to approve the amendments to the articles of association of the Company, as set out in the Notice of the General Meeting contained in Part 11 of the Scheme Document.	☐	☐	☐

To assist with arrangements, if you plan to attend the meeting, please place an 'X' in the box opposite: ☐

Signature

Date

You may submit your proxy electronically at www.mitie-shares.com

If you are signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name (if applicable)

Official Capacity

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting. To be valid, this Form of Proxy must be signed and returned so as to be received by no later than 11.45 a.m. (London time) on 14 September 2026.**

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary etc.).

Notes

1. Full details of the Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting in Part Eleven of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled 'Actions to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. **Mitie Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy.** If you wish to appoint a proxy other than the Chair of the General Meeting, please insert the name of your desired proxy in the space provided. If you leave this box blank, you will be deemed to have appointed the Chair of the meeting as your proxy.
3. The Resolution will be proposed as a special resolution. For the Resolution to pass, at least three quarters of the votes cast must be in favour of the Resolution.
4. Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Resolution. The 'Vote Withheld' option is to enable you to abstain on the Resolution. Such a vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' the Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Resolution, the Resolution itself and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
5. **Mitie Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible using any of the methods (by post, by hand, online or electronically through CREST or Proxymity) set out below.**
6. Only Mitie Shareholders, or their duly appointed representatives, are entitled to attend and/or ask questions and vote at the General Meeting. A proxy need not be a Mitie Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
   (a) To appoint the Chair of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
   (b) To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your shares, insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
   (c) To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, MUFG Corporate Markets (the "**Registrar**") for further WHITE Forms of Proxy via the shareholder helpline detailed at Note 12. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, by leaving the box blank you will be deemed to have appointed the Chair of the meeting as your proxy. All forms must be signed and should be returned together. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 10 for receipt of Forms of Proxy.
   (d) If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
7. Proxies may be lodged electronically via the www.mitie-shares.com website, where full details of the procedure are given.
8. If you are mailing the Form of Proxy from outside the United Kingdom, you will need to attach appropriate postage in order to ensure that your votes are received in time. A stamp is not required if posted in the UK or the Channel Islands.
9. Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual and by logging on to the website www.euroclear.com. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Registrar (ID RA10) by no later than the times indicated in Note 10. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST application host) from which the Registrar is able to retrieve the message. 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.
10. To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or notarially certified copy of any such power or authority), must either be (a) sent by post to the Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged using the www.mitie-shares.com website; or (c) (for uncertificated holders only) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual; or (d) if you are an institutional investor, lodged via the Proxymity platform, in each case, so as to arrive as soon as possible and in any event no later than 11.45 a.m. (London time) on 14 September 2026 or, if the General Meeting is adjourned, 48 hours (excluding any part of a which is not a working day) before the time fixed for the adjourned General Meeting. If the WHITE Form of Proxy is not lodged by the deadline referred to above, and in accordance with the instructions on this Form of Proxy, it will be invalid. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
11. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged no later than 11.45 a.m. (London time) on 14 September 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding any part of a day which is not a working day) before the time of the adjourned meeting. Before you can appoint a proxy via this process 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
12. **If you have any questions about the Scheme Document or the General Meeting or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: 0371 664 0321 (if calling from within the UK) or on +44 371 664 0321 (if calling from outside the UK).** 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. Lines are open 9.00 a.m. — 5.30 p.m. (London time), Monday to Friday (excluding public holidays in the United Kingdom). The helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, tax, investment or legal advice and calls may be recorded and monitored for security and training purposes.
13. This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an officer, attorney or other person authorised to sign it. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof must (failing previous registration with the Company) be lodged with the written appointment of proxy, failing which the appointment may be treated as invalid.
14. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
15. Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST or Proxymity, will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you subsequently decide to do so. If you attend the General Meeting and vote, any proxy appointed will be terminated and the proxy vote disregarded in respect of those shares so voted.
16. Entitlement to attend, speak and vote (including by proxy) at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "**Register**") at 6.30 p.m. (London time) on 14 September 2026, or, if the General Meeting is adjourned, 6.30 p.m. on the date which is two working days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting or any adjournment thereof.
17. In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear in the Register in respect of the joint holding.
18. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
19. Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacity, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any part of a day which is not a working) before the commencement of the General Meeting (or adjournment thereof).
20. Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 12.
21. Any alterations made in this Form of Proxy should be initialled by the person who signs it.
22. Copies of the Company's existing articles of association and copies of the articles of association as proposed to be amended by the Special Resolution set out in the Notice of General Meeting are available for inspection on the Company's website at www.mitie.com.
23. All references to time in this Form of Proxy are to London time, unless otherwise stated.

Toppan Merrill, London
26-22305-3