YOU ARE RECEIVING THIS LETTER AS YOU HOLD A 'CONTINUING' CONDITIONAL SHARE PLAN (CSP)

NO ACTION IS REQUIRED FROM YOU IN RESPECT OF THIS LETTER

This letter should be read in conjunction with the Scheme Document circulated to Mitie Shareholders dated 13 August 2026, containing details of the Scheme, amongst other things.

This letter relates to a transaction which, if implemented, will result in the cancellation of the listing of Mitie shares on the equity shares (commercial companies) category of the Official List and the trading of Mitie shares on the London Stock Exchange's Main Market for listed securities.

If you are in any doubt as to the contents of this letter, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended from time to time) or, if you are taking advice outside the United Kingdom, from another appropriately authorised independent financial adviser.

13 August 2026

Dear Participant

Continuing Awards granted under the Mitie Conditional Share Plan and the recommended acquisition of Mitie Group plc by OCS Group International Limited

1 Introduction

On 21 July 2026, the boards of Mitie Group plc ("**Mitie**") and OCS Group International Limited ("**OCS**") announced the terms of a recommended acquisition by OCS of the entire issued, and to be issued, ordinary share capital of Mitie (the "**Acquisition**").

The Acquisition would bring together two highly complementary businesses, creating a British facilities management group with increased capacity to invest in our people, technology and services, and providing access to broader opportunities for colleagues. In recommending the offer, the Mitie Directors have taken into account OCS's commitment to safeguard existing contractual and statutory employment rights and the intention that Mitie colleagues should play an important role in the combined business. Together, we can build something remarkable for our colleagues, our customers, and our country.

If the Acquisition completes, it will result in Mitie and its subsidiaries becoming wholly-owned subsidiaries of OCS.

This letter and its appendices should be read together with the Scheme Document, available at Recommended cash offer by OCS for Mitie | Mitie and Recommended Offer - OCS. A copy of this letter is also available on the same websites.

Defined terms used in this letter are set out in Appendix 2, or otherwise have the meanings given in the Scheme Document.

2 Why are we writing to you?

This letter explains the effect of the Acquisition on your nil-cost options under the Mitie Conditional Share Plan (the "**CSP**"), which have been designated by the Remuneration Committee as Continuing Awards (your "**Continuing Awards**").

This letter applies to your Continuing Awards only. Please refer to the award summary table in the covering email to see which award(s) are covered by this letter.

You will receive separate letters in respect of any other awards you hold or share plans in which you participate.

Please read everything in this letter and the appendices carefully; the contents are very important.

3 How does the Acquisition work?

The Acquisition will be implemented by way of a Scottish scheme of arrangement (the "**Scheme**"), requiring the approval of Mitie Shareholders and sanction by the Court at the Scheme Court Hearing.

This is a UK legal procedure under which Mitie Shares are automatically transferred to OCS in exchange for the consideration as set out in section 4 below.

The Acquisition is expected to complete within a couple of days after the Scheme Court Hearing (the date on which the Acquisition completes is known as the "**Effective Date**"). If the Acquisition completes, it will result in Mitie and its subsidiaries becoming wholly-owned subsidiaries of OCS.

4 What are the terms of the Acquisition?

In summary, under the Scheme, Mitie Shareholders will be entitled to receive for each Mitie Share held up to 221.6 pence in cash, comprised of:

(i) cash consideration of 218.5 pence from OCS in consideration for the sale of their Mitie Shares (the "**Acquisition Price**"); and

(ii) a final dividend in relation to the financial year ended 31 March 2026 of 3.1 pence per Mitie Share (the "**FY26 Final Dividend**").

OCS has also agreed that, if the Effective Date does not occur on or before 19 November 2026, the Mitie Directors may resolve to pay an interim dividend in respect of the financial period commenced 1 April 2026 and ended on 30 September 2026 of up to 1.3 pence per Mitie Share (the "**FY27 Interim Dividend**").

The FY26 Final Dividend and the FY27 Interim Dividend will only be payable to Mitie Shareholders on the register at the relevant record time, and will not reduce the Acquisition Price.

The full terms of, and conditions to, the Acquisition are set out in full in the Scheme Document.

5 When is the Acquisition likely to complete?

The Acquisition is subject to the Conditions (in particular, the Material Regulatory Conditions) and is currently expected to complete during the first quarter of 2027. The expected timetable is available in the front section of the Scheme Document. Further details regarding the Conditions (including the Material Regulatory Conditions) are set out in the Scheme Document.

6 How will the Acquisition impact my Continuing Awards?

If the Court sanctions the Scheme, your Continuing Awards will be exchanged for a cash award (your "**Replacement Award**") on the Effective Date.

The gross (pre-tax) value of your Replacement Award will be: the number of Mitie Shares under your Continuing Award x 218.5 pence (the Acquisition Price), plus any accrued dividend equivalents as at the Effective Date.

Your Replacement Award will be subject to the same vesting conditions as your original Continuing Award, including, where relevant, any performance conditions and continued employment requirements. It will only pay out if those vesting conditions are met, on the same timetable that would have applied if the Acquisition had not happened.

You do not need to do anything. The exchange happens automatically on the Effective Date, provided the Court sanctions the Scheme.

You will receive further information in respect of your Replacement Award shortly following the Effective Date.

7 Will I receive the value of the dividends?

Yes. Your Continuing Awards carry the right to dividend equivalents. This means that the value of any dividends paid on Mitie Shares during the vesting period of your Continuing Awards, which will include the FY26 Final Dividend and, if declared, the FY27 Interim Dividend, will be included in calculating the value of your Replacement Award (as described in Section 6 above).

8 Proposal

The Mitie Directors, who have been so advised by Ardea Partners as to the financial terms of the proposal, consider the terms of the proposal described above (being the automatic exchange of Continuing Awards for Replacement Awards) to be fair and reasonable in the context of the Acquisition. In providing their advice to the Mitie Directors, Ardea Partners have taken into account the commercial assessments of the Mitie Directors. Ardea Partners are providing independent financial advice to the Mitie Directors for the purposes of Rule 15.2 of the City Code on Takeovers and Mergers.

As the exchange will be automatically implemented on the Effective Date and no choice or action is required by you, the Mitie Directors are not recommending that you take any action.

9 What if I have any questions?

Please refer to the FAQs at Appendix 1, which address common questions about the impact of the Acquisition on your Continuing Awards and your Replacement Awards.

If you have any further questions, please contact MUFG at [redacted].

10 Important notes

Nothing in this letter constitutes financial advice to any holder of shares, share awards or share options in Mitie. Neither Mitie nor OCS can give you legal, tax, investment or financial advice on the merits of the Acquisition or its effect on your Continuing Awards or Replacement Awards.

A hard copy of this letter is available on request from the Company Secretary at [redacted], stating your name and the address to which the hard copy should be sent. You can also ask that any other documents, announcements and information to be sent to you in relation to the Acquisition should be sent to you in hard copy form.

In the event of any conflict between this letter, the CSP Rules or applicable legislation, the CSP Rules and the legislation (as applicable) will prevail.

Yours sincerely

[redacted]

On behalf of Mitie Group plc

Yours sincerely

[redacted]

On behalf of OCS Group International Limited

Appendix 1
FAQs

1 Why are my Continuing Awards treated differently from other CSP awards?

Your Continuing Awards have been specifically designated by the Remuneration Committee as awards which will be exchanged for equivalent cash awards in connection with the Acquisition. In making its decision, the Remuneration Committee took into account what your award is for and why it was granted to you.

The important point is that nothing about how or when your award pays out is changing. The same vesting conditions (and any performance conditions) that applied before will still apply.

2 Can I choose not to receive a Replacement Award?

No. Your Continuing Awards will automatically be exchanged for Replacement Awards, provided the Court sanctions the Scheme, on the Effective Date.

3 What if my Continuing Award / Replacement Award lapses?

Your Replacement Award keeps the same vesting conditions (including any performance conditions) as your original Continuing Award. That means it can still lapse in the same circumstances as your Continuing Award would have, for example if the performance conditions are not met or if you leave employment.

If your Replacement Award lapses, you will not receive any value in respect of it.

4 What if I leave the Mitie Group?

The Acquisition does not change the normal leaver rules under the CSP Rules – they carry on applying in the usual way. In short, what happens to your award depends on when you leave and why.

If you leave before the Effective Date: in most cases, if you leave the Mitie Group before your Continuing Awards vest, you will lose them. There are limited situations where you may be able to keep some or all of your Continuing Awards – for example if you leave for particular reasons set out in the CSP Rules. If that happens, your Continuing Awards would vest either on the date you leave or on another date the Remuneration Committee chooses. If they vest before the Scheme Court Hearing, we will write to you separately with more information about your choices. If your Continuing Awards lapse before the Effective Date, they will not be exchanged for a Replacement Award and you will receive no value for them.

If you leave on or after the Effective Date: the same CSP leaver rules will then apply to your Replacement Award in the same way they applied to your Continuing Award, and your Replacement Award will keep the same vesting conditions and timeline. In practice, that means:

- in most cases, if you leave the enlarged Mitie Group before your Replacement Award vests, you will lose it and receive no value for it; but
- in limited circumstances, you may be able to retain some or all of your Replacement Award. Where that is the case, any unvested Replacement Award would vest either on the date you leave or on another date the Remuneration Committee chooses.

Different rules apply on death.

5 What if the Acquisition does not complete?

If the Acquisition does not complete for any reason, no exchange takes place. Your Continuing Awards stay in place and continue as normal, under the CSP Rules and the terms of your Continuing Award.

Appendix 2 – Glossary

“**Ardea Partners**” means Ardea Partners International LLP;

“**Business Day**” means a day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which banks are open for business in the City of London and in Edinburgh;

“**Companies Act**” means the Companies Act 2006, as amended from time to time;

“**Conditions**” means the conditions to the implementation of the Acquisition (including the Scheme) as set out in the Scheme Document;

“**Court**” means the Court of Session in Edinburgh at Parliament House, Parliament Square, Edinburgh EH1 1RQ;

“**CSP Rules**” means the rules of the CSP;

“**Mitie Directors**” means the board of directors of Mitie;

“**Mitie Group**” means Mitie and its subsidiary undertakings and, where the context permits, each of them;

“**Mitie Shareholders**” means holders of Mitie Shares from time to time;

“**Mitie Shares**” means the ordinary shares of 2.5 pence each in the capital of Mitie;

“**OCS Directors**” means the board of directors of OCS, or, where the context so requires, the directors of OCS from time to time;

“**OCS Group**” means OCS, OCS Group Topco Limited and their respective subsidiary undertakings and, where the context permits, each of them;

“**Remuneration Committee**” means the remuneration committee of Mitie, as formed from time to time;

“**Scheme**” means the proposed Scottish scheme of arrangement under Part 26 of the Companies Act between Mitie and the Mitie Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Mitie and OCS, as set out in the Scheme Document;

“**Scheme Court Hearing**” means the hearing by the Court to consider the sanction of the Scheme under Part 26 of the Companies Act;

“**Scheme Court Order**” means the order of the Court sanctioning the Scheme under section 899 of the Companies Act;

“**Scheme Document**” means the document to be sent to Mitie Shareholders containing, amongst other things, the Scheme and the notices convening the Court Meeting and the General Meeting; and

“**Scheme Record Time**” means 6.30 p.m. on the date falling two Business Days after the date on which the Scheme Court Order is made.

Notes

The release, publication or distribution of this letter (in whole or in part) in, into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this letter comes should inform themselves about, and observe, such restrictions. Any failure to comply with these restrictions may constitute a violation of the applicable laws of any such jurisdiction.

This letter is not intended to and does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of an offer to buy any securities pursuant to this letter or otherwise.

The Mitie Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including expressions of opinion) other than information for which responsibility is taken by the OCS Directors. To the best of the knowledge and belief of the Mitie Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter (including any expressions of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The OCS Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to OCS, the OCS Group, the OCS Directors and their respective close relatives, related trusts and companies and other persons connected with them (and persons acting in concert with OCS, as such term is used in the Code). To the best of the knowledge and belief of the OCS Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter (including any expressions of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Ardea Partners, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Mitie and no one else in connection with the matters referred to in this letter and will not be responsible to anyone other than Mitie for providing the protections afforded to clients of Ardea Partners, or for providing advice in connection with the matters referred to in this letter.

Ardea Partners has given, and has not withdrawn its written consent to the inclusion herein of the references to its name in the form and context in which such references appear.

Accidental omission to despatch this letter to, or any failure to receive the same by, any person to whom this letter is addressed or should be addressed, shall not invalidate this letter in any way.