YOU ARE RECEIVING THIS LETTER AS YOU HOLD A DEFERRED BONUS PLAN (DBP) AWARD

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.

mitie

13 August 2026

Dear Participant

The Mitie Deferred Bonus 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 should be read together with the Scheme Document, available at Recommended cash offer by OCS for Mitie | Mitie and Recommended Offer - OCS.

Defined terms used in this letter are set out in the Appendix, 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 conditional awards ("**Awards**") granted under the Mitie Deferred Bonus Plan (the "**DBP**").

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

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.

Completion is expected within a couple of days after the Scheme Court Hearing (the date on which the Acquisition completes is known as the "**Effective Date**").

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 FY26 Final Dividend is expected to be paid on 27 August 2026. The FY27 Interim Dividend will be payable to Mitie Shareholders on the register at the earlier of: (i) a record time set in accordance with Mitie's dividend timetable (expected to be 27 November 2026); and (ii) the Scheme Record Time.

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

5 How will the Acquisition impact my Awards?

Any Awards that have not vested prior to the Scheme Court Hearing date will vest in full on the Scheme Court Hearing date.

This treatment is automatic; no action is required from you.

If the Court does not sanction the Scheme, your Awards will not vest early and will continue under the DBP rules.

Vesting of your Awards will be subject to income tax and National Insurance contributions ("**NICs**"), which will be withheld by sale of sufficient Mitie Shares or from the Acquisition Price. The final tax position will depend on your individual circumstances.

6 Will I receive the value of the FY26 Final Dividend and the FY27 Interim Dividend?

Yes.

Your Awards carry the right to dividend equivalents. This means that any dividends paid on Mitie Shares during the deferral period of your Awards, which will include the FY26 Final Dividend and (if it is declared) the FY27 Interim Dividend, save that, if the Scheme Record Time is the earlier record time for the FY27 Interim Dividend, you would receive the FY27 Interim Dividend as a Mitie Shareholder (rather than as a dividend equivalent) in respect of the Mitie Shares you receive on vesting.

Payment of dividend equivalents will be paid to you in cash as soon as practicable after your Award vests subject to deductions for income tax and NICs as normal.

7 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.

8 Important notes

Any queries about your Awards should be directed to [redacted].

Neither Mitie nor OCS can give you legal, tax, investment or financial advice on the merits of the Acquisition or its effect on your Awards.

A hard copy of this letter is available on request from the Company Secretary at [redacted].

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

Yours sincerely

[redacted]

On behalf of Mitie Group plc

Appendix – Glossary

"**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;

"**Mitie Directors**" means the board of directors of Mitie;

"**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;

"**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). 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.

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.