YOU ARE RECEIVING THIS LETTER AS A PARTICIPANT OF MITIE'S

SHARE INCENTIVE PLAN (SIP)

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

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 ("Scheme Document").

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 or the decision or action you should take, 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 Share Incentive Plan (SIP) 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.

The Acquisition is to be implemented by way of a Scottish scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") which requires the approval of Mitie Shareholders and the sanction of the Court (the "**Court Sanction**"). The Acquisition and the Scheme are described in more detail in the Scheme Document.

Words and expressions defined in the Scheme Document have the same meaning in this letter unless the context otherwise requires.

2 Why are we writing to you?

This letter explains the effect of the Acquisition on your shares under the Mitie Share Incentive Plan (the "**SIP**").

MUFG Corporate Markets Trustees (UK) Limited ("**Trustee**") holds Mitie Shares on your behalf under the SIP (your "**SIP Shares**"). This includes any Free Shares awarded to you between 2021 and 2025, Partnership Shares you may have bought, Matching Shares you may have been awarded, and any Dividend Shares you may have received following cash dividends being paid on your SIP Shares.

You can find a summary of your SIP Shares on the MUFG portal at https://www.mitie-shares.com. If you have not registered for the portal, select 'Register' and follow the instructions provided.

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

3 Terms of the scheme of arrangement

If the Scheme becomes Effective, Mitie Shareholders whose shares are subject to the Scheme will receive up to 221.6 pence in cash for each Mitie Share held, 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 Acquisition does not complete on or before 19 November 2026, the Mitie Directors may resolve to pay an interim dividend in respect of the financial period commenced on 1 April 2026 and ending 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 (the "**Permitted Dividends**") 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.

4 Your right to vote

As the Trustee holds your SIP Shares on your behalf, you will have the opportunity, if you wish, to direct the Trustee how to vote those SIP Shares at the Court Meeting and the General Meeting.

Enclosed with this letter is further information from the Trustee about submitting your online voting instruction, and the deadline for doing so.

You are not, however, obliged to direct the Trustee to vote in relation to your SIP Shares. If you do not direct the vote of your SIP Shares, the Trustee will abstain from voting in respect of your SIP Shares.

5 Effect of the scheme on your SIP shares

If the Scheme is sanctioned by the Court, the terms of the Scheme will apply to your SIP Shares. This means that all your SIP Shares will participate in the Acquisition in the same way as all other Mitie Shares which are subject to the Scheme and in return you will receive the Acquisition Price (218.5 pence) for each SIP Share in accordance with the terms set out in the Scheme Document.

It is anticipated that the Trustee will arrange for Mitie (or your employing entity) to pay the Acquisition Price due to you via payroll.

Please note that if you currently participate in the Partnership Shares element of the SIP, deductions will continue to be taken from your salary until such date as Mitie subsequently notifies to you in writing (which will be shortly in advance of Court Sanction of the Scheme). Any such deductions will be used to purchase Partnership Shares in the normal way, and the associated Matching Shares will be awarded to you. Once Mitie has provided you with the written notification described above, you will not be able to buy any more Mitie Shares through the SIP or receive further awards under the SIP.

6 Tax treatment

As the Acquisition is by way of a cash offer, if you are a participant in the SIP who is subject to tax in the UK only, no income tax or national insurance contributions charge is expected to arise when you receive the Acquisition Price for your SIP Shares. You are also not expected to be subject to any capital gains tax ("**CGT**") on your SIP Shares when they are disposed of as part of the Scheme.

Any Permitted Dividends with a record date prior to the Court Hearing that you receive in respect of your SIP Shares will be automatically reinvested into Dividend Shares under the SIP so you will not need to pay any tax at the time(s) the Permitted Dividend cash is received by the Trustee.

If the Trustee is holding any residual cash which was (i) deducted from your salary or (ii) in respect of dividends paid on your SIP Shares but was in either case insufficient to buy a SIP Share, the cash will be returned to you through the next available payroll after the Scheme becomes Effective and after deduction of income tax and national insurance contributions. Note any amount in respect of dividends are expected to be treated as dividend income by you.

The above information on taxation is for guidance only and is based on the tax legislation in force, and published HMRC guidance, as at the date of this letter. It is not a full description of all the circumstances in which a tax liability may occur. **If you are in any doubt as to your tax position, or if you are not subject to UK tax, you should consult an appropriate independent professional adviser immediately.**

7 Further assistance

For further details and frequently asked questions on the SIP, please see the Schedule to this letter. If you have any questions about this letter (not involving the giving of financial, legal or tax advice), please contact MUFG Corporate Markets, who manage the plan by phone on 0371 664 0542 or by e-mail at emailquery@cm.mpms.mufg.com. Lines are open 9.00am until 5.30pm Monday to Friday (excluding public holidays in England and Wales).

Yours sincerely

Kathryn Dolan

Chief People Officer

On behalf of Mitie Group plc

Appendix A - Frequently Asked Questions

1 What happens to my Free Shares?

1.1 What are Free Shares?

1.1.1 Between 2021 and 2025, Mitie awarded all eligible UK tax paying employees free shares in Mitie ("**Free Shares**") as a thank you for their continued hard work and to recognise their contribution to our success.

1.1.2 These shares were awarded at absolutely no cost to colleagues, and were granted under the SIP.

1.1.3 The number of Free Shares awarded depended on colleagues' earning levels, with larger awards made to front line colleagues to help support wider employee share ownership as outlined in the below table.

Free Share Award	Grant Price (GB pence)	Number of shares granted		
		Colleagues earning less than £30k	Colleagues earning between £30k and £60k	Colleagues earning over £60k
2021	59.50	100	50	25
2022	68.90	100	50	25
2023	78.90	100	50	25
2024 (1st award)	104.80	100	50	25
2024 (2nd award)	123.10	100	50	25
2025 (Double award)	154.50	200	100	50
Total		**700**	**350**	**175**

1.1.4 Being a shareholder means you may receive dividends. When dividends are paid, these are reinvested in additional Mitie Shares ("**Dividend Shares**").

1.1.5 To find out more about our Mitie Free Shares, visit: https://mitiepeople.com/shares/. To check how many shares you hold, visit: www.mitie-shares.com.

1.2 What will happen to my outstanding Free Shares if the Acquisition goes ahead?

1.2.1 If the proposed Acquisition completes, Free Shares are expected to participate in the transaction in the same way as any other Mitie Shares.

1.2.2 This means that for every Free Share you hold, you would receive the same Acquisition Price (218.50 pence per share) as all other Mitie Shareholders.

1.2.3 For example, a colleague who received and held the maximum 700 Free Shares could receive approximately £1,529.50 based on the Acquisition Price, compared with an original award value of approximately £744.20, representing a potential increase in value of approximately £785.30 (excluding dividends) – see table below for details:

	Max granted	Price at Grant (GB pence)	Value at grant	Value at Acquisition Price	Potential Gain
2021	100	59.5	£59.50	£218.50	£159.00
2022	100	68.9	£68.90	£218.50	£149.60
2023	100	78.9	£78.90	£218.50	£139.60
2024 (1st award)	100	104.8	£104.80	£218.50	£113.70
2024 (2nd award)	100	123.1	£123.10	£218.50	£95.40
2025 (Double award)	200	154.5	£309.00	£437.00	£128.00
Total	**700**		**£744.20**	**£1,529.50**	**£785.30**

These figures are provided for illustration only and assume all awards were received and remain held within the SIP. Colleagues earning £30,000–£60,000 received 50% of the maximum award, and those earning £60,000 or more received 25% of the maximum award.

1.3 How much could my shares be worth?

To see how many SIP Shares you currently hold, log into www.mitie-shares.com. If the acquisition completes, each SIP Share is expected to receive 218.5 pence in cash.

1.4 Will I lose the tax advantages on my Free Shares if the acquisition completes before I have held them for five years?

1.4.1 Normally, you need to keep Free Shares in your SIP for five years (three years for Dividend Shares) to receive the full tax benefits. However, if your Free Shares remain in the SIP and are sold as part of the Acquisition, no income tax or national insurance contributions are expected to arise when you receive the Acquisition Price for your Free Shares. You are also not expected to be subject to CGT on your SIP Shares when they are disposed of as part of the Scheme.

1.4.2 **Important**: The above information on taxation is for guidance only and is based on the tax legislation in force, and published HMRC guidance, as at the date of this letter. It is not a full description of all the circumstances in which a tax liability may occur. **If you are in any doubt as to your tax position, or if you are not subject to UK tax, you should consult an appropriate independent professional adviser immediately.**

1.5 What happens if I leave before the Acquisition?

1.5.1 The treatment of your SIP Shares will depend on the reason for leaving.

1.5.2 Normally, you will lose your Free Shares when you leave employment with the Group if it’s before the end of the three-year holding period.

1.5.3 If you leave due to injury, disability, redundancy, retirement (by agreement with your employer), or death before the Acquisition completes, you would normally be treated as a good leaver. This means your Free Shares would typically be released to you when you leave, free of income tax and national insurance, and would no longer be subject to the SIP. They would therefore be treated as ordinary Mitie Shares, the same as any other Mitie Share held by any other Mitie Shareholder. If you continue to hold those Mitie Shares and the Acquisition subsequently completes, you will receive the same Acquisition Price as any other Mitie Shareholder. Because those Mitie Shares no longer benefit from the tax advantages of the SIP, receipt of the Acquisition Price would be subject to CGT. You may be able to benefit from the annual CGT allowance, which is £3,000 for the 2026/27 tax year, which may reduce your CGT liability to nil. Your tax treatment depends on your personal circumstances.

1.5.4 **Important**: The above information on taxation is for guidance only and is based on the tax legislation in force, and published HMRC guidance, as at the date of this letter. It is not a full description of all the circumstances in which a tax liability may occur. **If you are in any doubt as to your tax position, or if you are not subject to UK tax, you should consult an appropriate independent professional adviser immediately.**

2 What happens to my other SIP Shares?

2.1 What are SIP Shares, Partnership Shares and Matching Shares?

2.1.1 The SIP gives UK employees the opportunity to buy Mitie Shares each month and invest in our future success (your "**Partnership Shares**").

2.1.2 You can contribute anywhere between £10 and £150 each month and pause your purchase of the Mitie Shares at any time.

2.1.3 For every two Partnership Shares that you buy, Mitie will give you one free "**Matching Share**", increasing the value of your investment by 50%.

2.1.4 Being a shareholder means you may receive dividends. When dividends are paid, these are reinvested in additional Mitie Shares so you increase your stake in Mitie - these are Dividend Shares, as defined at paragraph 0 above.

2.1.5 The term SIP Shares refers to all of Free Shares, Partnership Shares, Matching Shares and Dividend Shares.

2.1.6 To find out more about the SIP and to check how many SIP Shares you hold, visit: https://mitiepeople.com/shares/.

2.2 Will my monthly SIP deductions continue?

2.2.1 Yes. If you currently buy Partnership Shares through the SIP, your salary deductions will continue as normal until we let you know otherwise. Any contributions made will continue to purchase Partnership Shares and qualify for Matching Shares in the usual way. We will write to you before any changes are made.

2.3 How would my SIP Shares be treated if the Acquisition completes?

2.3.1 If the transaction completes and you own SIP Shares, you will receive the Acquisition Price (218.50 pence per share) for the SIP Shares held in your SIP account.

2.4 Will I lose the tax advantages on my SIP Shares if the Acquisition completes before I have held them for five years?

2.4.1 Normally, you need to keep SIP Shares in your SIP for five years (three years for Dividend Shares) to receive the full tax benefits. However, if your SIP Shares remain in the SIP and are sold as part of the Acquisition, no income tax or national insurance contributions are expected to arise when you receive the Acquisition Price for your SIP Shares. You are also not expected to be subject to CGT on your SIP Shares when they are disposed of as part of the Scheme.

2.4.2 **Important**: The above information on taxation is for guidance only and is based on the tax legislation in force, and published HMRC guidance, as at the date of this letter. It is not a full description of all the circumstances in which a tax liability may occur. **If you are in any doubt as to your tax position, or if you are not subject to UK tax, you should consult an appropriate independent professional adviser immediately.**

2.5 What happens if I leave before the Acquisition?

2.5.1 The treatment of your SIP Shares will depend on the reason for leaving.

2.5.2 If you resign, are dismissed, or your fixed term contract ends before the fifth anniversary, the Partnership Shares (and any Dividend Shares) will be automatically withdrawn from the SIP and will be subject to tax. The SIP Trustee will either sell all the Partnership Shares and give the proceeds to you or sell sufficient Mitie Shares to meet the income tax and national insurance contributions, transferring the remaining Mitie Shares to you. Alternatively, you may pay a separate sum to cover the amount of income tax. You may also need to pay tax on your Dividend Shares (based on the value of the cash dividends paid to you in respect of them) via your self-assessment tax return. If you leave employment in these circumstances before the third anniversary of the relevant Partnership Shares being acquired, you would also lose your related Matching Shares.

2.5.3 If you leave due to redundancy, retirement (by agreement with your employer), death in service, injury or disability before the Acquisition completes, you would normally be treated as a good leaver. This means your SIP Shares would typically be released to you when you leave, free of income tax and national insurance contributions, and would no longer be subject to the SIP. They would therefore be treated as ordinary Mitie Shares, the same as any other Mitie Share held by any other Mitie Shareholder. If you continue to hold those Mitie Shares and the Acquisition subsequently completes, you would receive the same Acquisition Price as any other Mitie Shareholder. Because those Mitie Shares no longer benefit from the tax advantages of the SIP, receipt of the Acquisition Price would be subject to CGT. You may be able to benefit from the annual CGT allowance, which is £3,000 for the 2026/27 tax year, which may reduce your CGT liability to nil. Your tax treatment depends on your personal circumstances.

2.5.4 **Important**: The above information on taxation is for guidance only and is based on the tax legislation in force, and published HMRC guidance, as at the date of this letter. It is not a full description of all the circumstances in which a tax liability may occur. **If you are in any doubt as to your tax position, or if you are not subject to UK tax, you should consult an appropriate independent professional adviser immediately.**

Notes

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.

Nothing in this letter will be construed as tax or investment advice or any investment recommendation given by Mitie or OCS.

Accidental omission to despatch this letter to, or any failure to receive the same by, any person to whom it is applicable, or should be made, will not invalidate its contents in any way.

Receipt of documents will not be acknowledged. All documents sent by or to a participant in the SIP will be sent at the individual's own risk. If a participant in the SIP has received this letter in electronic form, they may request that copies of this document be sent to them in hard copy form and that all future documents be sent to them in hard copy form. Requests should be submitted to MUFG Corporate Markets, who manage the plan by phone on 0371 664 0542 or by e-mail at emailquery@cm.mpms.mufg.com. Lines are open 9.00am until 5.30pm Monday to Friday (excluding public holidays in England and Wales). Please note that neither Mitie nor OCS nor MUFG can provide any financial, legal or tax advice.

If there is any conflict between the terms of this letter and the terms of the SIP or any applicable legislation, the terms of the SIP or any applicable legislation will take precedence.