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13 August 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

Publication of Scheme Document

On 21 July 2026, Mitie and OCS announced that they had reached agreement on the terms of a recommended cash offer to be made by OCS for the entire issued and to be issued share capital of Mitie (the "**Acquisition**"). It is intended that the Acquisition will be effected by means of a scheme of arrangement (the "**Scheme**").

Under the terms of the Acquisition, Mitie Shareholders will be entitled to receive in aggregate:

for each Mitie Share held: up to 221.6 pence in cash (the "Acquisition Value")

comprised of:

- cash consideration of 218.5 pence per Mitie Share (the "**Acquisition Price**"); and
- a final dividend in relation to the financial year ended 31 March 2026 of 3.1 pence per Mitie Share (the "**FY26 Final Dividend**"), as approved by Mitie Shareholders at the Mitie annual general meeting on 21 July 2026.

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 on 1 April 2026 and ending 30 September 2026 of up to 1.3 pence per Mitie Share (the "**FY27 Interim Dividend**"). Any FY27 Interim Dividend will be payable to Mitie Shareholders on the register of members of Mitie at the earlier of: (i) a record time to be set in accordance with Mitie's dividend timetable (expected to be 27 November 2026); and (ii) the Scheme Record Time. It will be paid no later than the earlier of (i) a payment date to be set in accordance with Mitie's dividend timetable (expected to be 18 December 2026); and (ii) 14 days after the Effective Date. For the avoidance of doubt, if the Effective Date occurs before the payment date otherwise applicable to the FY27 Interim Dividend under Mitie's dividend timetable, the FY27 Interim Dividend shall instead be paid to Mitie Shareholders at the same time as the Scheme consideration is paid by OCS.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document (as defined below).

Publication of the Scheme Document

Mitie and OCS are pleased to announce that the scheme document in relation to the Acquisition (the "**Scheme Document**") is being sent, or made available, to Mitie Shareholders today. The Scheme Document sets out, amongst other things, a letter from the Chair of Mitie, the full terms and conditions of the Scheme, an explanatory statement, notices of the required meetings, an expected timetable of principal events and details of the action to be taken by Mitie Shareholders.

The Scheme Document will be available on Mitie's website at www.mitie.com and on OCS's website at www.ocs.com/recommended-offer up to and including the end of the Acquisition.

For information purposes only, the Scheme Document will also be sent, or made available, to holders of options over Mitie shares and persons with information rights.

A copy of the Scheme Document will also be submitted to the National Storage Mechanism, where it will be available for inspection at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

The Court Meeting and General Meeting

As described in the Scheme Document, the Scheme will require the approval of Mitie Shareholders at the Court Meeting and the passing of the Special Resolution at the General Meeting, and then the approval of the Court.

The Court Meeting and the General Meeting to approve the Scheme (and the steps contemplated by the Scheme) are scheduled to be held at 11:30 a.m. and 11:45 a.m. (or as soon thereafter as the Court Meeting has concluded, been adjourned or postponed) respectively on 16 September 2026 at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG. Notices of the Court Meeting and the General Meeting are set out in Parts Ten and Eleven, respectively, of the Scheme Document.

Subject to approval at the relevant meetings, Court approval and the satisfaction or waiver of the other Conditions set out in the Scheme Document, the Scheme is expected to become effective in the first quarter of 2027.

Action required

As further described in the Scheme Document, before the Court is asked to sanction the Scheme and in order for the Scheme to become effective, the Scheme will require: (i) the approval of a majority in number representing 75 per cent. or more in value of votes cast by Scheme Shareholders present or represented and voting either in person or by proxy at the Court Meeting (or any adjournment thereof), which has been convened by an order of the Court; and (ii) the passing of the Special Resolution by the requisite majority of Mitie Shareholders at the General Meeting (or any adjournment thereof). The Scheme is also subject to the satisfaction or (where applicable) waiver of the Conditions and further terms that are set out in the Scheme Document.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to the Scheme Shareholders and the Mitie Shareholders before the relevant Meetings, by an announcement through a Regulatory Information Service.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Whether or not Scheme Shareholders and Mitie Shareholders intend to attend and/or vote at the Mitie Meetings, they are therefore strongly encouraged to: (i) sign and return their Forms of Proxy by post; (ii) transmit a proxy appointment and voting instruction online via MUFG Corporate Markets' online facility, via Proxymity or through the CREST electronic proxy appointment service as soon as possible and, in any event, by no later than 11:30 a.m. on 14 September 2026 in respect of the Court Meeting and 11:45 a.m. on 14 September 2026 in respect of the General Meeting in accordance with the instructions set out in the Scheme

Document and the Forms of Proxy. Instructions in relation to voting and the completion of the Forms of Proxy are included in the Scheme Document. Scheme Shareholders and Mitie Shareholders are also strongly encouraged to appoint the Chair of the meeting as their proxy.

Expected timetable of principal events

The expected timetable of principal events is set out below:

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All references in this document to times are to London time (unless otherwise stated)

Event	Time and/or date
Publication of this document	13 August 2026
Latest time for lodging BLUE Forms of Proxy for Court Meeting	11:30 a.m. on 14 September 2026
Latest time for lodging WHITE Forms of Proxy for General Meeting	11:45 a.m. on 14 September 2026
Voting Record Time	6:30 p.m. on 14 September 2026
Court Meeting	11:30 a.m. on 16 September 2026
General Meeting	11:45 a.m. on 16 September 2026

The following dates and times associated with the Scheme are subject to change and will depend on, among other things, the date on which the Conditions to the Scheme (including the Material Regulatory Conditions discussed at paragraph 12 of Part Two (Explanatory Statement) of this document) are satisfied or, if capable of waiver, waived and on the date on which the Court sanctions the Scheme. Mitie will give adequate notice of all of these dates and times, when known, by issuing an announcement through a Regulatory Information Service which will be made available on Mitie's website at www.mitie.com.

Scheme Court Hearing	A date expected to be no later than 14 days after the satisfaction or waiver of the Material Regulatory Conditions ("**D**")
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Mitie Shares	D+2 business days
Scheme Record Time	6:30 p.m. on D+2 business days
Scheme Effective Time	**D+3 business days ("Effective Date")**
Suspension of listing of and trading in Mitie Shares	Before markets open on D+3 business days
Cancellation of listing of Mitie Shares	By 8:00 a.m. on D+4 business days
Despatch of cheques, despatch of electronic payments and crediting of CREST accounts for cash consideration under the Scheme	Within 14 days after the Effective Date

Long Stop Date	**21 July 2027**

Recommendation

The Mitie Directors, who have been so advised by Ardea Partners and Peel Hunt as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their advice to the Mitie Directors, Ardea Partners and Peel Hunt have taken into account the commercial assessments of the Mitie Directors. Ardea Partners is providing independent financial advice to the Mitie Directors for the purposes of Rule 3 of the Code.

Accordingly, taking into account the factors set out in paragraph 4 of Part One of the Scheme Document, the Mitie Directors believe that the terms of the Acquisition (including the Scheme) are in the best interests of Mitie Shareholders as a whole and unanimously recommend that all Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that all Mitie Shareholders vote in favour of the Special Resolution to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer), as the Mitie Directors who hold or are beneficially entitled to Mitie Shares have undertaken to do in respect of their own beneficial holdings of Mitie Shares.

Mitie Shareholders should read carefully the whole of the Scheme Document (including any documents incorporated into the Scheme Document by reference), together with the accompanying Forms of Proxy, before deciding whether or not to vote, or procure a vote, in favour of the Scheme at the Court Meeting and the Special Resolution at the General Meeting. Each of these documents contains important information relating to the Acquisition. Any vote or decision in respect of, or other response to, the Acquisition or the Scheme (as applicable) should only be made on the basis of the information contained in the Scheme Document.

Shareholder helpline

If Mitie Shareholders have any questions about the Scheme Document, the Court Meeting or the General Meeting, or are in doubt about the procedure for completing and returning the Forms of Proxy, please call Mitie's registrar, MUFG Corporate Markets, between 9:00 a.m. and 5:30 p.m. Monday to Friday (excluding UK public holidays) on 0371 664 0321 (if calling from within the UK) or +44 371 664 0321 (if calling from outside the UK). Different charges may apply to calls from mobile telephones and calls may be recorded and monitored for security and training purposes. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

Debt finance amendment letters

OCS Group Holdings Limited has entered into amendment letters each dated 13 August 2026 relating to the Debt Commitment Letter and HY Engagement Letter, each dated 17 July 2026 and previously published on OCS's website at www.ocs.com/recommended-offer. Copies of the amendment letters will be made available on OCS's website by no later than 12.00 p.m. on the Business Day following the date of this announcement.

Enquiries:

Mitie	
Peter Dickinson Chief Legal Officer	+44 7768 215 013
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Ardea Partners (Lead Financial Adviser and Rule 3 Adviser to Mitie)	+44 20 3848 8700
Simon Lyons	
Glenn Earle	
Michael Gregg	
Peel Hunt (Financial Adviser and Corporate Broker to Mitie)	+44 20 7418 8900
Mike Bell	
Sam Cann	
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Goldman Sachs (Financial Adviser and Corporate Broker to Mitie)	+44 (0) 20 7774 1000
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Vasco Litchfield	
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RBC Capital Markets (Financial Adviser to OCS and OCS Topco)	+44 20 7653 4000
Mark Preston Graham Tufts Giuseppe Chiusa Samuel Jackson	

Weil, Gotshal & Manges (London) LLP is retained as legal adviser to OCS and OCS Topco.

Linklaters LLP is retained as legal adviser to Mitie.

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.*

*Goldman Sachs International ("**Goldman Sachs**"), 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 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 Goldman Sachs nor for providing advice in relation to the matters set out in this announcement. Neither Goldman Sachs 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 Goldman Sachs in connection with this announcement, any statement contained herein or otherwise.*

Goldman Sachs and any of its respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory, risk management, hedging and other *services for, Mitie and the Mitie Shareholders, for which they would have received customary fees. Goldman Sachs and any of its respective affiliates may provide such services to Mitie and the Mitie Shareholders and any of their respective affiliates in the future. In addition, Goldman Sachs and any of its respective affiliates may also provide risk management products to Mitie and/or the Mitie Shareholders or any parties related to any of them in connection with the Acquisition for which they could receive payment(s), earn a profit and/or suffer or avoid a loss contingent on the closing of the Acquisition (and the quantum of such amounts may potentially be significantly in excess of the fees earned by the relevant Bank for its services acting as Financial Adviser and Broker to Mitie in connection with the Acquisition).*

*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 Shares 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 Acquisition 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.

Forward looking statements

This announcement contains statements about OCS and Mitie that are or may be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of OCS's or Mitie's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on OCS's or Mitie's business.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. Mitie disclaims any obligation to update any forward looking or other statements contained herein, except as required by applicable law.

Disclosure requirements of the Takeover Code (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 14 August 2026.

OCS Group Holdings Limited has entered into amendment letters each dated 13 August 2026 relating to the Debt Commitment Letter and HY Engagement Letter, each dated 17 July 2026 and previously published on OCS's website at www.ocs.com/recommended-offer. Copies of the amendment letters will be made available on OCS's website by no later than 12.00 p.m. on the Business Day following the date of this announcement.