

# ATTENDANCE CARD

Annual General Meeting ('AGM') to be held on Wednesday 11 July 2012 at 2.30pm



MITIE Group PLC ('MITIE' or 'Company') invites you to attend the AGM to be held at: UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP

If you wish to attend this meeting in your capacity as a holder of Ordinary shares, please sign this card and on arrival hand it to MITIE'S registrars. This will facilitate entry to the meeting.

You may submit your proxy electronically using MITIE's Share portal services ('Portal') at [www.mitie-shares.com](http://www.mitie-shares.com). If you are not already registered for the Portal, you will need your Investor Code below.

Signature of person attending

Barcode:

Investor Code:

## FORM OF PROXY

MITIE Group PLC - Annual General Meeting ('AGM') to be held on Wednesday 11 July 2012 at 2.30pm

Bar Code:

Investor Code:

I/We being a member(s) of MITIE hereby appoint the Chairman of the meeting or (see note 1 over)

Event Code:

Name of proxy

Number of shares proxy appointed over

Box 1

Box 2

as my/our proxy to vote on my/our behalf at the AGM of MITIE to be held on Wednesday 11 July 2012 at 2.30pm and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions :

If you wish to appoint multiple proxies please see note 2.  Please also tick here if you are appointing more than one proxy.

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- |   | For                                 | Against                             | Vote Withheld                       |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 1 To receive the Annual Report and Accounts for the year ended 31 March 2012 and the Reports of the Directors and Auditors thereon. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2 To approve the Directors' Remuneration Report for the year ended 31 March 2012.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 To declare a final dividend for the year ended 31 March 2012 of 5.2p per ordinary share.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4 To re-elect Roger John Matthews as a director.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 To re-elect Ruby McGregor-Smith CBE as a director.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6 To re-elect Suzanne Claire Baxter as a director.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7 To re-elect William Robson as a director.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8 To re-elect Larry Hirst CBE as a director.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9 To re-elect David Stannard Jenkins as a director.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10 To re-elect Terence Keith Morgan CBE as a director.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11 To re-elect Graeme John Potts as a director.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12 To re-appoint Deloitte LLP as auditors of MITIE until the conclusion of the next general meeting.                                | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- |   | For                                 | Against                             | Vote Withheld                       |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| Special Business  |                                     |                                     |                                     |
| 13 To authorise the Directors to allot shares.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14 To dissaply statutory pre-emption rights. (Special Resolution)   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15 To authorise the Directors to make market purchases of MITIE shares. (Special Resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16 That the modified rules of the LTIP be approved and adopted as outlined in the Notice. (Special Resolution)                            | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice. (Special Resolution) | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Signature

Date

You may submit your proxy electronically at [www.mitie-shares.com](http://www.mitie-shares.com)

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. 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. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00pm on 9 July 2012. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit [www.mitie-shares.com](http://www.mitie-shares.com) and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy over must arrive at Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 2.30 pm on 9 July 2012.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU