

The Companies Act 2006
Special Resolutions
of
MITIE Group PLC ('the Company'/'MITIE')
Passed on 9 July 2013

At an Annual General Meeting of the above named company duly convened and held at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on 9 July 2013, the following resolutions were passed:-

Special business – ordinary resolutions

General power of allotment (Resolution 14)

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to s551 Companies Act 2006 (the "Act") to exercise all the powers of MITIE to allot (subject to the restrictions set out below) shares in MITIE, and grant rights to subscribe for or to convert any security into shares in MITIE (such shares, and rights to subscribe for or to convert any security into shares of MITIE being "Relevant Securities") up to an aggregate nominal amount of £3,417,300, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM of MITIE, except that MITIE may at any time before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special business – special resolutions

Dis-application of pre-emption rights (Resolution 16)

That, subject to the passing of resolution 14, the Directors be and they are generally empowered, pursuant to s570(1) of the Act, to allot equity securities (as defined in s560(1) of the Act) of MITIE wholly for cash pursuant to the authority of the Directors under s551 of the Act conferred by resolution 14 above, and/or by way of a sale of treasury shares (by virtue of s573 of the Act), in each case as if s561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited:

- a) to the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion as nearly as practicable to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or any stock exchange or any other matter whatsoever; and
- b) otherwise than pursuant to the sub-paragraph (a) above, to the allotment of equity securities to any person or persons up to an aggregate nominal value equal to £462,590,

and unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM of MITIE, except that MITIE may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Authority to purchase own shares (Resolution 17)

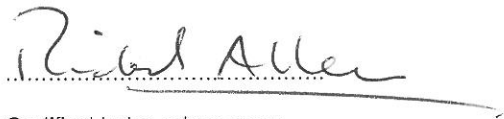
Resolution 17 – Authority to purchase own shares

That, MITIE be and is hereby generally and unconditionally authorised for the purposes of s701 of the Act to make market purchases (within the meaning of s693(4) of the Act) of its ordinary shares of 2.5p each ("Ordinary Shares"), on such terms and in such manner as the Directors may from time to time determine, provided that:

- a) the maximum number of Ordinary Shares that may be purchased is 37,007,209 representing approximately 10% of the issued ordinary share capital of MITIE as at 31 March 2013;
- b) the minimum price (exclusive of expenses) that may be paid for an Ordinary Share is 2.5p;
- c) the maximum price (exclusive of expenses) that may be paid for an Ordinary Share is the higher of (i) 105% of the average middle market value of an Ordinary Share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (ii) the value of an Ordinary Share calculated on the basis of the price quoted for (a) the last independent trade of, or (b) the highest current independent bid for, any number of Ordinary Shares on the trading venue where the purchase is carried out; and
- d) this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM of MITIE, except in relation to purchases of Ordinary Shares, the contract for which was concluded before the expiry of this authority and which might be completed or executed wholly or partly after such expiry.

Notice of general meetings (Resolution 18)

That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

A handwritten signature in black ink, appearing to read 'Richard Allen', is written over a horizontal dotted line. A solid horizontal line extends from the end of the signature to the right.

Certified to be a true copy
Company Secretary