

# ATTENDANCE CARD

## Annual General Meeting ('AGM') to be held on Wednesday 9 July 2014 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 9 July 2014 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 9 July 2014 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.

### ORDINARY 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 2014 (the "Annual Report and Accounts"), together with the reports of the directors of Mitie (the "Directors") and auditors thereon. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 2 | To approve the Directors' remuneration report (excluding the director's remuneration policy) for the year ended 31 March 2014 contained on pages 52 and 67 in the Annual Report and Accounts.              | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 3 | To approve the Directors' remuneration policy for the year ended 31 March 2014 set out on pages 53 to 59 of the Annual Report and Accounts.  | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 4 | To declare a final dividend for the year ended 31 March 2014 of 6.1p per ordinary share.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 5 | To re-elect Roger John Matthews as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 6 | To re-elect Ruby McGregor-Smith CBE as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 7 | To re-elect Suzanne Claire Baxter as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 8 | To re-elect William Robson as a director.  | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 9 | To re-elect Larry Hirst CBE as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |

### ORDINARY RESOLUTIONS

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

For  
Against  
Vote Withheld

- |    |   |  |
|----|---|--|
| 10 | To re-elect David Stannard Jenkins as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 11 | To re-elect Jack Boyer as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 12 | To re-elect Crawford Gillies as a director.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 13 | To re-appoint Deloitte LLP as auditors of Mitie to hold office from the conclusion of this AGM until the conclusion of the next general meeting before which accounts are laid. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 14 | To authorise the Directors to determine the remuneration of the auditors.   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 15 | Directors' authority to allot shares  | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 16 | Political donations   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |

### SPECIAL RESOLUTIONS

- |    |   |  |
|----|---|--|
| 17 | Dis-application of pre-emption rights   | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 18 | Authority to purchase own shares  | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 19 | That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice. | <input type="checkbox"/> <input type="checkbox"/> <input 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 7 July 2014. 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 Asset Services, 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 7 July 2014.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RLYX-GZTU-KRRG, PXS, 34 Beckenham Road, Beckenham, BR3 9ZA.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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