ATTENDANCE CARD

Annual General Meeting ('AGM') to be held on Monday 13 July 2015 at 2.30pm

Mitie Group plc ('Mitie' or 'Company') invites you to attend the AGM to be held at: Rothschild, New Court, St Swithin's Lane, London EC4N 8AL

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.

mitie

You may submit your proxy electronically using Mitie's Share portal services ('Portal') at 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 Monday 13 July 2015 at 2.30pm

Bar Code:

Investor Code:

Event Code:

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

Name of proxy — Box 1

Number of shares proxy appointed over — Box 2

as my/our proxy to vote on my/our behalf at the AGM of Mitie to be held on Monday 13 July 2015 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

Resolution	For	Against	Vote Withheld
1. To receive the annual report and accounts for the year ended 31 March 2015 (the "Annual Report and Accounts"), together with the reports of the directors of Mitie (the "Directors") and auditors thereon.	☐	☐	☐
2. To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 March 2015 as set out on pages 57 to 78 in the Annual Report and Accounts.	☐	☐	☐
3. To approve the Directors' remuneration policy as set out on pages 60 to 68 of the Annual Report and Accounts.	☐	☐	☐
4. To declare a final dividend for the year ended 31 March 2015 of 6.5p per ordinary share.	☐	☐	☐
5. To re-elect Roger John Matthews as a director.	☐	☐	☐
6. To re-elect Ruby McGregor-Smith CBE as a director.	☐	☐	☐
7. To re-elect Suzanne Claire Baxter as a director.	☐	☐	☐
8. To re-elect Larry Hirst CBE as a director.	☐	☐	☐
9. To re-elect David Stannard Jenkins as a director.	☐	☐	☐

RESOLUTIONS

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

Resolution	For	Against	Vote Withheld
10. To re-elect Jack Boyer as a director.	☐	☐	☐
11. To elect Mark Reckitt as a director.	☐	☐	☐
12. 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.	☐	☐	☐
13. To authorise the Directors to determine the remuneration of the auditors.	☐	☐	☐
14. Political donations	☐	☐	☐

SPECIAL BUSINESS

Resolution	For	Against	Vote Withheld
15. Directors' authority to allot shares	☐	☐	☐
16. Dis-application of pre-emption rights (Special Resolution)	☐	☐	☐
17. Authority to purchase own shares (Special Resolution)	☐	☐	☐
18. Long Term Incentive Plan 2015	☐	☐	☐
19. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice. (Special Resolution)	☐	☐	☐

Signature

Date

You may submit your proxy electronically at 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 2015. 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 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 11 July 2015.

9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to, Capita Asset Services PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC

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PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF