

## Mitie Group plc - Annual General Meeting 2019 - Form of Proxy

You may appoint a proxy at [www.signalshares.com](http://www.signalshares.com) instead of using this form.

(Name(s))
(Address)
(Address)
(Address)
(Address)
(Address)

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chairman of the meeting/the following person:

Name of proxy (if not the Chairman of the meeting):

Number of ordinary shares appointed over:  
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

<u>Resolutions:</u>	For	Against	Withheld
1 To receive the annual report and accounts for the year ended 31 March 2019 together with the reports of the directors of Mitie (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report for the year ended 31 March 2019, as set out on pages 70 to 81 of the Annual Report (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend for the year ended 31 March 2019 of 2.67p per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Derek Mapp as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Phil Bentley as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Paul Woolf as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Nivedita Krishnamurthy Bhagat as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Philippa Couttie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Jennifer Duvalier as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Mary Reilly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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|--|--------------------------|--------------------------|--------------------------|
| 11 To re-elect Roger Yates as a director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 To re-appoint BDO LLP as auditor of Mitie to hold office from the conclusion of the AGM until the conclusion of the next general meeting (see notice) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 To authorise the Audit Committee to determine the remuneration of the auditor   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 That Mitie is hereby authorised to make political donations to political parties (see notice)   | <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 General authority to disapply pre-emption rights  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 Additional authority to disapply pre-emption rights for the purposes of acquisitions and capital investments (see notice)                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18 Authority to purchase own shares (see notice)   | <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: \_\_\_\_\_

Please send this Form of Proxy to FREEPOST PXS, 34 BECKENHAM ROAD, BECKENHAM BR3 4ZF. Shareholders outside the United Kingdom should send this Form of Proxy to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom.