

Company No: SC019230

The Companies Act 2006

Special Business of

MITIE GROUP PLC (“Mitie”)

Passed on 30 July 2019

At the Annual General Meeting of Mitie duly convened and held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 30 July 2019 at 11.30am, the following resolutions were passed:

SPECIAL BUSINESS – ORDINARY RESOLUTION

Resolution 15 – Directors’ authority to allot shares

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be generally and unconditionally authorised pursuant to s551 of the Act to exercise all the powers of Mitie to allot 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 £914,842.64 equal to 10% of the issued ordinary share capital of Mitie as at 12 June 2019 (excluding treasury shares) provided that (unless previously revoked, varied or extended) this authority shall expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting 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 an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS – SPECIAL RESOLUTIONS

Resolution 16 – General authority to disapply pre-emption rights

That, subject to the passing of resolution 15, the Directors be generally authorised to allot equity securities (as defined in s560 of the Act) of Mitie wholly for cash pursuant to the authority of the Directors under s551 of the Act conferred by resolution 15 above (in accordance with s570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with s573 of the Act), in each case as if s561(1) of the Act did not apply to such allotment, provided that the authority conferred by this resolution shall be limited:

(a) to the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities to the holders of ordinary shares in the capital of Mitie 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, regulatory 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 sub-paragraph (a) above, to the allotment of equity securities to any person or persons up to an aggregate nominal value equal to £457,421.32,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this authority 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 authority conferred hereby had not expired.

Resolution 17 – Additional authority to disapply pre-emption rights for the purposes of acquisitions and capital investments

That, subject to the passing of resolution 15, in addition to any authority granted under resolution 16, the Directors be generally authorised to allot equity securities (as defined in s560 of the Act) of Mitie wholly for cash pursuant to the authority of the Directors under s551 of the Act conferred by resolution 16 above (in accordance with s570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with s573 of the Act), in each case as if s561(1) of the Act did not apply to such allotment, provided that the authority conferred by this resolution shall be limited:

(a) to the allotment of equity securities and/or sale of Treasury shares for cash up to an aggregate nominal amount of £457,421.32 calculated, in the case of equity securities which are rights to subscribe for, or covert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre Emption Group prior to the date of this notice,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this authority 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 authority conferred hereby had not expired.

Resolution 18 – 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 36,593,706, representing approximately 10% of the issued ordinary share capital of Mitie as at 12 June 2019 (excluding treasury shares);

(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 contracted to be 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, unless previously renewed, revoked or varied, expire on the earlier of 30 September 2020 and the conclusion of the next annual general meeting 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.

Resolution 19 – Notice of general meetings

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