Mitie Group plc - Annual General Meeting 2020 - Form of Proxy

You may appoint a proxy at **www.mitie-shares.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:

	Resolutions:	For	Against	Withheld
1	To receive the annual report and accounts for the year ended 31 March 2020 (see notice)			
2	To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 March 2020 (see notice)			
3	To re-elect Derek Mapp as a director			
4	To re-elect Phil Bentley as a director			
5	To elect Andrew Peeler as a director			
6	To re-elect Nivedita Krishnamurthy Bhagat as a director			
7	To re-elect Baroness Couttie as a director			
8	To re-elect Jennifer Duvalier as a director			
9	To re-elect Mary Reilly as a director			
10	To re-elect Roger Yates as a director			
11	To re-appoint BDO LLP as auditor of Mitie (see notice)			

12 To authorise the Audit Committee to determine the remuneration of the auditor			
13 To make political donations not exceeding £50,000 in total (see notice)			
14 To authorise the directors to allot shares in Mitie up to 10% of the issued share capital of Mitie (excluding treasury shares) as at 22 June 2020			
15 General authority to disapply pre-emption rights limited to 5% of the issued share capital of Mitie (excluding treasury shares) as at 22 June 2020			
16 Additional authority to disapply pre-emption rights limited to 5% of the issued share capital of Mitie (excluding treasury shares) as at 22 June 2020 (see notice)			
17 Authority to purchase own shares of up to 10% of the issued share capital of Mitie (excluding treasury shares) as at 22 June 2020 (see notice)			
18 That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice			

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.