

Mitie Group plc - Extraordinary General Meeting - 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 General Meeting, which is included in the combined Prospectus and Circular dated 4 November 2020, available on the Company's website. The combined Prospectus and Circular contains the full text of the Resolutions and should be read in its entirety prior to completing and returning this Form of Proxy.

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 approve the acquisition set out in the sale and purchase agreement entered into by the Company and How Group Limited on 25 June 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To allot new ordinary shares of 2.5 pence each in connection with the acquisition, up to an aggregate nominal amount of £6,209,904.58.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the terms of an agreement providing for the purchase by the Company of certain of its own shares by way of an off-market purchase.	<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.