Company No: SC019230

THE COMPANIES ACT 2006

RESOLUTIONS
OF
MITIE GROUP PLC

(Passed on 13 July 2020)

At the general meeting of Mitie Group plc (the "**Company**"), duly convened and held at 11.00 a.m. (London time) on 13 July 2020 at Linklaters LLP, One Silk Street, London, United Kingdom, EC2Y 8HW, the following resolution was passed as an ordinary resolution of the Company:

1 **THAT** subject to and conditional upon admission to the premium listing segment of the Official List and to trading on the London Stock Exchange plc's main market for listed securities, respectively, of the new ordinary shares of 2.5 pence each to be issued by the Company in connection with the issue by way of rights of up to 805,069,771 new ordinary shares at a price of 25 pence per new ordinary share to qualifying shareholders on the register of members of the Company at close of business on 9 July 2020 (the "**Rights Issue**"), and in addition to the existing authority conferred on the directors of the Company by Article 5 of the Company's articles of association and approved by shareholders of the Company at the AGM of the Company held on 30 July 2019, the directors of the Company be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to:

(i) exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £20,126,744 pursuant to or in connection with the Rights Issue, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the AGM of the Company to be held in 2020; and

(ii) make an offer or agreement in connection with the Rights Issue which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority, and the directors of the Company may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

Certified to be a true copy

DocuSigned by:
Peter Dickinson
9153130E17564CC...

Peter Dickinson
Company Secretary
Mitie Group plc