

## Mitie Group Plc - Annual General Meeting 2021 - 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 or for any further information on the resolutions put forward 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:

<b><u>Resolutions:</u></b>	For	Against	Withheld
1 To receive the annual report and accounts for the year ended 31 March 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 March 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Non-Executive Chairman - Derek Mapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Chief Executive Officer - Phil Bentley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Election of Chief Financial Officer - Simon Kirkpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-election of Independent NED Nivedita Krishnamurthy Bhagat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Re-election of Independent NED Baroness Couttie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Re-election of Independent NED Jennifer Duvalier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Re-election of Independent NED Mary Reilly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 11 Re-election of Independent NED Roger Yates   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 To re-appoint BDO LLP as auditor of Mitie  | <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 To make political donations not exceeding £50,000 in total   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 To authorise the directors to allot shares in Mitie up to 10% of the issued share capital of Mitie (excluding treasury shares)     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16 General authority to disapply pre-emption rights limited to 5% of the issued share capital of Mitie (excluding treasury shares)    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 Additional authority to disapply pre-emption rights limited to 5% of the issued share capital of Mitie (excluding treasury shares) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18 Authority to purchase own shares of up to 10% of the issued share capital of Mitie (excluding treasury shares)                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19 Approval of the Mitie Group plc Enhanced Delivery Plan   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20 Approval of the Mitie Group plc Long Term Incentive Plan 2015  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21 Approval of the Mitie Group plc Savings Related Share Option Scheme  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 22 Approval of the Mitie Group plc Share Incentive Plan extension   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 23 To adopt new Articles of Association of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 24 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 PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom.