

9 June 2016

Dear Shareholder,

Annual General Meeting of Mitie Group plc ("Mitie")

We are pleased to notify you that our 2016 Annual General Meeting (the "AGM") will be held at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on 12 July 2016 at 11.30am. The formal Notice of AGM (the "Notice") and the details of resolutions on which you will be asked to vote are set out in this booklet.

We appreciate that you may not be able to attend the AGM but you can still register your vote by completing the enclosed proxy form and returning it, in accordance with the instructions printed on it, to Mitie's Registrars, Capita Asset Services. We ask that you return your proxy form as soon as possible. In any event it must be returned so as to be received by Capita not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof in order for your vote to be registered. You may, if you wish, appoint your proxy electronically via the shareholder portal (www.mitie-shares.com). To do this you will need your Investor Code which you will find on your proxy form.

Your Board of Directors believe that the proposals described in this document are in the best interests of Mitie and its shareholders as a whole and unanimously recommend that you vote in favour of all of the resolutions. The Directors intend to do so in respect of their own beneficial holdings.

The Annual Report and Accounts for the year ended 31 March 2016 have been published and are available on our website, www.mitie.com. These detail our financial, operational and corporate responsibility achievements in the last financial year and the Directors' plans for the future direction of Mitie. I hope that you find them informative and interesting.

Yours sincerely,



Roger Matthews
Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the contents of this document and/or the action to take, you are advised to seek personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your ordinary shares in Mitie Group plc, please pass this document and the accompanying Proxy Form as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE OF 2016 ANNUAL GENERAL MEETING OF MITIE GROUP PLC

Notice is hereby given that the 2016 annual general meeting (the "AGM") of Mitie Group plc ("Mitie") will be held at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on 12 July 2016 at 11.30am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 16 as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1 – Report and Accounts

To receive the annual report and accounts for the year ended 31 March 2016 (the "Annual Report and Accounts"), together with the reports of the directors of Mitie (the "Directors") and auditors thereon.

Resolution 2 – Directors' Remuneration Report

To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 March 2016, as set out on pages 76 to 94 of the Annual Report and Accounts.

Resolution 3 – Declaration of dividend

To declare a final dividend, for the year ended 31 March 2016, of 6.7p per ordinary share.

Resolution 4 – Re-election of Non-Executive Chairman

To re-elect Roger Matthews as a director.

Resolution 5 – Re-election of Chief Executive

To re-elect Ruby McGregor-Smith, CBE as a director.

Resolution 6 – Re-election of Group Finance Director

To re-elect Suzanne Baxter as a director.

Resolution 7 – Re-election of Non-Executive Director

To re-elect Larry Hirst, CBE as a director.

Resolution 8 – Re-election of Non-Executive Director

To re-elect Jack Boyer, OBE as a director.

Resolution 9 – Re-election of Non-Executive Director

To re-elect Mark Reckitt as a director.

Resolution 10 – Re-appointment of auditors

To re-appoint Deloitte LLP as auditors of Mitie to hold office from the conclusion of the AGM until the conclusion of the next general meeting before which accounts are laid.

Resolution 11 – Remuneration of auditors

To authorise the Audit Committee to determine the remuneration of the auditors.

Resolution 12 – Political donations

That Mitie (together with any company which is or becomes a subsidiary of Mitie during the period to which this resolution relates) is hereby authorised, at any time during the period commencing on the date of passing this resolution 12 and ending at the earlier of 30 September 2017 and the conclusion of Mitie's next annual general meeting, for the purposes of s366 of the Companies Act 2006 (the "Act"), to:

- a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and,
- c) incur political expenditure not exceeding £50,000 in total;

provided that the total aggregate amount of such political donations and political expenditure referred to in (a) to (c) above during such period shall not exceed £50,000 for Mitie and all of its group of companies (provided that such amount may comprise sums in different currencies that shall be converted at such rate as the Directors may in their absolute discretion determine to be appropriate). Terms used in this resolution 12 have the same meaning as under Part 14 of the Act.

Resolution 13 – 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 and they are 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 £2,969,340.33 provided that (unless previously revoked, varied or extended) this authority shall expire on the earlier of 30 September 2017 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 RESOLUTIONS

Resolution 14 – Dis-application of pre-emption rights

That, subject to the passing of resolution 13, the Directors be and they are generally empowered 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 13 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 power 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 £890,802.10,

and unless previously revoked, varied or extended, this power shall expire on the earlier of 30 September 2017 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this power 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 power conferred hereby had not expired.

Resolution 15 – 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 35,632,084, representing approximately 10% of the issued ordinary share capital of Mitie as at 25 May 2016 (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 2017 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 16 – 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.

By order of the Board:



James Ormrod
Group Company Secretary
9 June 2016

Registered Office: 35 Duchess Road, Rutherglen, Glasgow, G73 1AU
Registered number: SC019230

MEETING NOTES

1. Only holders of Ordinary Shares are entitled to attend and vote at the meeting. Any member entitled to attend may appoint a proxy to attend, speak and vote at the meeting instead of him/her. A proxy need not be a member of Mitie but must attend the meeting to represent (and must vote in accordance with any instructions given by) the member by whom the proxy is appointed. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy form is enclosed with this Notice and instructions for completion are shown on the form. A member may only appoint a proxy using the procedures set out in these notes and in the instructions on the proxy form. To be effective, proxy forms duly completed must be received by Mitie's registrars, Capita Asset Services, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Alternatively, you may, if you wish, appoint your proxy electronically via the shareholder portal (www.mitie-shares.com). To do this you will need your Investor Code ("IVC") which you will find on your proxy form. Appointing a proxy does not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
2. If you are a person who has been nominated by a shareholder to enjoy information rights in accordance with s146 of the Act, you do not have the right to appoint a proxy but you may have a right under an agreement between you and the shareholder by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
3. A member of Mitie who wishes to attend the meeting in person should arrive at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP in good time before the meeting, which will commence at 11.30am. In order to gain admittance to the meeting, members may be required to produce their attendance card, which is attached to the form of proxy enclosed with this document, a copy of the notification email if you receive communications from Mitie in this way, or otherwise prove their identity.
4. Mitie, pursuant to Part 13 of the Act and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the register of members of Mitie at close of business on 8 July 2016 (or if the meeting is adjourned, two working days before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
5. In the case of joint holders of shares, the vote of the first named in the register of members of Mitie who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting or any adjourned meeting by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service providers, should note that Euroclear does not make available special procedures in CREST for particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. Mitie may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
7. Members attending the meeting have the right to ask and, subject to the provisions of the Act, Mitie must cause to be answered, any questions relating to the business being dealt with at the meeting.
8. As at 25 May 2016 (being the latest practicable date prior to the publication of this Notice) Mitie's issued share capital consists of 366,657,732 Ordinary Shares carrying one vote each. 10,336,892 Ordinary Shares were held in treasury and accordingly the total voting rights in Mitie as at 25 May 2016 are 356,320,840.
9. A copy of this Notice, and all other information required by s311A of the Act, can be found on Mitie's website (www.mitie.com).

10. Under s527 of the Act members meeting the threshold requirements set out in that section have the right to require Mitie to publish on a website a statement setting out any matter relating to: (i) the audit of Mitie's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of Mitie ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 of the Act, that the members propose to raise at the meeting. Mitie may not require the shareholders requesting any such website publication to pay its expenses in complying with s527 or 528 of the Act. Where Mitie is required to place a statement on a website under s527 of the Act, it must forward the statement to Mitie's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that Mitie has been required under s527 of the Act to publish on a website.
11. Copies of the Executive Directors' service contracts with Mitie and any of its subsidiary undertakings and letters of appointment of the Non-Executive Directors are available for inspection at the registered office and London office of Mitie (Ground Floor East, The Cottons Centre, Cottons Lane, 47/49 Tooley Street, London, SE1 2QG) during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this Notice until the conclusion of the AGM and will also be available for inspection at the place of the meeting from 11.00am on the day of the meeting until its conclusion.
12. You may not use any electronic address provided in this Notice to communicate with Mitie for any purposes other than those expressly stated.
13. As soon as practicable after the AGM the results of voting will be announced via a regulated information service and made available on Mitie's website (www.mitie.com).

EXPLANATORY NOTES TO AGM RESOLUTIONS

Approval of resolutions

Resolutions passed as *'ordinary resolutions'* require more than 50% of votes cast to be in favour of the resolution. Resolutions passed as *'special resolutions'* require 75% or more of votes cast to be in favour of the resolution.

ORDINARY RESOLUTIONS

Report and Accounts (resolution 1)

The Directors of Mitie must present the Annual Report and Accounts for the year ended 31 March 2016 to the meeting.

Directors' Remuneration Report (resolution 2)

All quoted companies are required by law to produce, for each financial year, a Directors' Remuneration Report which sets out the remuneration and benefits paid to Directors during the year. You can find this report on pages 76 to 94 of the Annual Report and Accounts for the year ended 31 March 2016.

An ordinary resolution to approve the Directors' Remuneration Report must be put to shareholders at the meeting at which the Annual Report and Accounts for that year are laid. As in past years, this vote will be advisory and does not affect the future remuneration paid to any director. This approval will exclude the section of the report comprising the summary of the Directors' remuneration policy on pages 78 to 85.

The Directors' Remuneration Policy (the "Policy"), a summary of which is set out on pages 78 to 85 of the Directors' Remuneration Report in the Annual Report and Accounts for the year ended 31 March 2016, is subject to a binding vote by shareholders at least every three years. The Policy was approved by shareholders at the last annual general meeting on 13 July 2015, and therefore remains valid until the 2018 annual general meeting (subject to any changes being proposed prior to that date, or to the advisory vote on the annual implementation report on Directors' remuneration not being passed). No changes are proposed to be made to the Policy this year, and the summary has been included in the Annual Report and Accounts for the year ended 31 March 2016 for reference.

Declaration of dividend (resolution 3)

A final dividend can only be paid following approval by shareholders at a general meeting. A final dividend of 6.7p per Ordinary Share is recommended by the Directors for payment to shareholders who are on the register at close of business on 24 June 2016. If approved, the date of payment of the final dividend will be 4 August 2016. An interim dividend of 5.4p per Ordinary Share was paid to shareholders on 1 February 2016.

Annual Re-election of Directors (resolutions 4 to 9)

The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies seek re-election by shareholders on an annual basis. Accordingly, all Directors currently in office will therefore seek re-election at the AGM. Separate resolutions will be proposed for each re-election. The Corporate governance report, on pages 62 to 75 of the Annual Report and Accounts, provides further details on the review of board composition and performance conducted by the Board. As part of this evaluation the Board has considered the performance of each Director seeking re-election. The Board has concluded that each Non-Executive Director is independent in character and judgement and confirms that each makes an effective and valuable contribution to the Board and demonstrates clear commitment to the role. Biographical details of the Directors are provided on pages 9 and 10 at the end of these explanatory notes:

Re-appointment of auditors (resolution 10)

Resolution 10 proposes the reappointment of Deloitte LLP as auditors of Mitie until the conclusion of the next general meeting at which accounts are laid - that is, the next annual general meeting. Mitie is required to appoint an auditor to serve for each financial year of the company. The appointment must be made before the end of the general meeting before which accounts are laid. Deloitte LLP have indicated that they are willing to continue as Mitie's auditor for another year and the Audit Committee, which has evaluated the effectiveness and independence of the external auditors, has recommended to the Board that Deloitte LLP be proposed for re-appointment. Resolution 10 is, therefore, to appoint Deloitte LLP as auditor for the financial year ending 31 March 2017.

During the year ended March 2012, Mitie tendered its external audit services and concluded that Deloitte LLP should be re-appointed as external auditor. There are no contractual obligations which restrict the choice of auditor. The UK Corporate Governance Code states that FTSE 350 companies should tender the provision of audit services at least every 10 years or explain their approach, if different. This requirement is kept under review by the Audit Committee.

Remuneration of auditors (resolution 11)

Resolution 11 authorises the Audit Committee (on behalf of the Board) to fix the auditors' remuneration.

Political donations (resolution 12)

Resolution 12 concerns Part 14 of the Act which provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company must be authorised in advance by its shareholders. Mitie's long-standing policy of not making any political donations will continue. However, it is possible that certain routine activities (including charitable donations) undertaken by Mitie might unintentionally fall within the wide definition of payments constituting political donations and expenditure as set out in the Act. The resolution, if passed, will grant the Directors the relevant statutory authority until the 2017 annual general meeting subject to a total aggregate cap for Mitie and its subsidiary companies of £50,000.

Directors' authority to allot shares (resolution 13)

The Directors may only allot shares or grant rights over shares if authorised to do so by the shareholders. This authority is renewed at every annual general meeting and accordingly this resolution authorises the Directors to allot additional shares or grant rights over shares until the earlier of 30 September 2017 and the next annual general meeting. There are no current plans to exercise this authority other than in connection with employee share incentive schemes and acquisitions of minority held interests in Mitie subsidiary companies. However, the Directors believe that they should continue to have this authority to enable such allotments to take place to finance business opportunities as they arise. This resolution is in line with standard practice and guidelines. Mitie holds 10,336,892

treasury shares as at 25 May 2016 (being the latest practicable date prior to the publication of this Notice), representing approximately 2.90% of the issued share capital (excluding treasury shares). The power will be limited to a nominal value of £2,969,340.33, which is equivalent to one third of the issued share capital (excluding treasury shares) of Mitie as at 25 May 2016.

SPECIAL RESOLUTIONS

Dis-application of pre-emption rights (resolution 14)

If the Directors wish to allot shares (and other equity securities) for cash, under s561(1) of the Act, the Directors are required to first offer such shares to existing shareholders in proportion to their existing holdings – i.e. on a pre-emptive basis. There may be occasions, however, when the Directors will need the flexibility to issue shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. Resolution 14 therefore authorises the Directors to allot securities for cash without complying with the pre-emption rights in the Act in connection with a pre-emptive offer or rights issue or otherwise up to a nominal value of £890,802.10, which equates to 10% of Mitie's issued share capital excluding treasury shares and 9.72% of the issued share capital including treasury shares, each as at 25 May 2016 (being the latest practicable date prior to the publication of this Notice). This authority will expire upon the expiry of the general authority conferred in resolution 13 (that is, at the earlier of 30 September 2017 and the next AGM). The Board confirms that it intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot securities for cash on a non pre-emptive basis pursuant to the authority in resolution 14:

(i) in excess of an amount equal to 5% of Mitie's issued share capital excluding treasury shares; or

(ii) in excess of an amount equal to 7.5% of Mitie's issued share capital excluding treasury shares within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

As at 25 May 2016, Mitie holds 10,336,892 Ordinary Shares in treasury, which it may sell at a later date for cash rather than simply cancelling them. Any such sales are required to be made on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to dis-apply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued Ordinary Shares on a non-pre-emptive basis, resolution 14 will also give Directors power to sell Ordinary Shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above. The Directors consider that the power proposed to be granted by resolution 14 is necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

Authority to purchase own shares (resolution 15)

The Act permits a company to purchase its own shares provided that the purchase has been authorised by shareholders in a general meeting. In certain circumstances, it may be advantageous for Mitie to purchase its own shares and this resolution seeks the authority from shareholders to continue to do so. The Directors will continue to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of Mitie will be taken into account when exercising this authority. Any purchases of shares would be by means of market purchases through the London Stock Exchange. As an alternative to cancellation, Mitie may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives Mitie the ability to re-issue treasury shares quickly and cost-effectively and provides Mitie with greater flexibility in the management of its capital base. It also gives Mitie the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, Mitie is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of Mitie's assets may be made to Mitie in respect of the treasury shares. This resolution specifies the maximum number of Ordinary Shares that may be acquired (equating to 10% of Mitie's issued share capital (excluding treasury shares) as at 25 May 2016 (being the latest practicable date prior to the publication of this Notice)) and the maximum and minimum prices at which they may be bought. The authority will expire on the earlier of 30 September 2017 and the next annual general meeting.

As at 25 May 2016, there were options and awards over 20,626,487 Ordinary Shares, which represents 5.79% of Mitie's issued share capital (excluding treasury shares) at that date. If the authority to purchase Mitie's Ordinary Shares was exercised in full, these options and awards would represent 6.43% of Mitie's issued share capital (excluding treasury shares).

Notice of general meetings (resolution 16)

The notice period required by the Act for general meetings of Mitie is 21 clear days unless shareholders approve a shorter notice period which cannot, however, be less than 14 clear days. At the annual general meeting held on 13 July 2015, shareholders authorised the calling of general meetings, other than an annual general meeting, on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The approval will be effective until Mitie's next annual general meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, Mitie must make a means of electronic voting available to all shareholders for that meeting. The Board will only utilise the authority to hold meetings on less than 21 clear days' notice where, taking into account the circumstances, and noting the recommendations of the UK Corporate Governance Code 2014, the Directors consider this appropriate in relation to the business of the meeting and in the best interests of shareholders as a whole.

DIRECTORS' BIOGRAPHICAL DETAILS

Roger Matthews

Non-Executive Chairman

Board Committees

Chairman of the Nomination Committee

Member of the Remuneration Committee

Date of appointment to the Board

December 2006

Other current appointments

None

Past roles

Previously a Non-Executive Director of Mitie until his appointment as Chairman in 2008. Roger qualified as a Chartered Accountant with PricewaterhouseCoopers. He held a number of finance roles at Cadbury Schweppes PLC and Grand Metropolitan PLC before becoming Group Finance Director and Group Managing Director at Compass Group PLC and Group Finance Director at J Sainsbury PLC. During the last 11 years he has held a number of non-executive roles including Non-Executive Chairman of Pertemps Network Group Limited and LSL Property Services plc. He was previously a Non-Executive Director at RHM PLC, Zetar PLC and trustee of Cancer Research UK.

Skills and experience

- > Over 25 years as a public company director.
- > Experienced FTSE 100 and FTSE 250 director in executive and non-executive roles.
- > Extensive experience in outsourcing, retail, hospitality and food manufacturing sectors.
- > Significant experience in strategy, international, finance and mergers and acquisitions.
- > Chartered Accountant.

Ruby McGregor-Smith

Baroness McGregor-Smith, CBE

Chief Executive

Board Committees

Chair of the Results and Investment Committees

Date of appointment to the Board

December 2002

Other current appointments

Senior Independent Director and member of the Audit, Nomination and Remuneration Committees at Michael Page International plc; Non-Executive Director of the Department of Education. Ruby's charitable and community interests include acting as Chair of the Women's Business Council and Business Ambassador for UK Trade and Investment. In November 2015 she was also appointed to the House of Lords.

Past roles

Ruby qualified as a Chartered Accountant with BDO Stoy Hayward. Prior to joining Mitie, she held a range of operational and financial roles, primarily at Serco Group plc. Ruby joined Mitie as Group Finance Director in December 2002 and was promoted to Chief Operating Officer in 2005 before being appointed as Chief Executive in April 2007.

Skills and experience

- > Executive and non-executive experience with FTSE 250 public companies for over 12 years.
- > Significant strategic and commercial experience.
- > Extensive experience in the support services sector for over 24 years.
- > Significant experience in government and private sector contracting and employment matters including diversity.
- > Extensive financial, audit and risk management systems experience.
- > Chartered Accountant.

Suzanne Baxter

Group Finance Director

Board Committees

Member of the Results and Investment Committees

Date of appointment to the Board

April 2006

Other current appointments

Non-Executive Director, Chair of the Audit Committee and member of the Nomination and Remuneration Committees of WH Smith PLC. Chair of the Business Services Association, a policy and research centre of excellence for the support services industry, and Chair of the Business in the Community (BITC) South West Strategic Advisory Board.

Past roles

Suzanne qualified as a chartered accountant with PricewaterhouseCoopers, where she specialised in audit and corporate finance. Prior to joining Mitie, she held an advisory role at Deloitte, supporting mergers and acquisitions, privatisation and IPO activities. She then moved to Serco Group plc where she gained divisional board level responsibility for sales, operations, finance and commercial aspects of the business. On a pro bono basis, she worked with Opportunity Now, the gender equality campaign, for over 10 years and was latterly Deputy Chair.

Skills and experience

- > Executive and non-executive experience with FTSE 250 public companies for over 10 years.
- > Significant strategic, commercial and operational experience.
- > Extensive experience in the support services sector for circa 20 years.
- > Significant experience in government and private sector contracting and employment matters including diversity.
- > Expertise in mergers and acquisitions.
- > Chartered Accountant.

Larry Hirst, CBE**Senior Independent Director****Board Committees**

Member of the Audit, Nomination and Remuneration Committees

Date of appointment to the Board

February 2010

Other current appointments

Non-Executive Director and Chairman of the Remuneration Committee, ARM Holdings plc and Chairman of the Imperial College Data Science Institute Advisory Board. Community interests include acting as an Ambassador to Everywoman and Black British Business. Member of the National Research Council for Cyber Security.

Past roles

Until his retirement from IBM in 2010, Larry was Chairman of IBM (EMEA) and held a number of other senior positions during his 33 year career with IBM. He represented IBM to the European Commission and other authorities. Chairman of the Transition to Teaching Committee; a Commissioner for the Government's Employment and Skills Council; Chairman of the UK Trade and Investment Executive Board; Chairman of e-skills, the Sector Skills Council; member of the British Airways International Advisory Board; a private sector Business Ambassador, appointed by the Prime Minister; member of the South African President's Advisory Council.

Skills and experience

- > Served on both government and private sector boards at senior level.
- > Significant expertise in the global Information Technology industry, in particular in relation to defining and executing the strategies required to drive business success.

Jack Boyer, OBE**Independent Non-Executive Director****Board Committees**

Chairman of the Remuneration Committee

Member of the Audit and Nomination Committees

Date of appointment to the Board

June 2013

Other current appointments

Council Member of the board of the Engineering and Physical Sciences Research Council and the Innovate UK Energy Catalyst. Deputy Chair of the Advanced Materials Leadership Council.

Past roles

Previously founded and was CEO of companies in the engineering, telecommunications and biotechnology sectors; former Chairman of Ilika plc; former Non-Executive Director and Chairman of the Remuneration Committee of Laird PLC; investment banker at Goldman Sachs and strategy consultant at Bain & Co.

Skills and experience

- > Director of FTSE 250, AIM and private companies, and Chairman of AIM companies and private companies.
- > Chief Executive and entrepreneur with a track record of steering successful corporate innovation, growth and globalisation in multiple sectors.
- > Significant experience in mergers and acquisitions, IPOs and financial markets in the UK, US and Asian capital markets.
- > MBA.

Mark Reckitt**Independent Non-Executive Director****Board Committees**

Chairman of the Audit Committee

Member of the Nomination and Remuneration Committees

Date of appointment to the Board

July 2015

Other current appointments

Non-Executive Director and Chairman of the Audit Committee at Cranswick plc and J D Wetherspoon plc.

Past roles

Group Strategy Director, Smiths Group plc; Divisional President, Smiths Interconnect; interim Managing Director, Green & Black's Chocolate; Chief Strategy Officer at Cadbury plc. Mark also held a range of Strategy and Finance roles at Cadbury since joining in 1989, including Finance Director of Cadbury UK. Prior to joining Cadbury, Mark spent six years in Investment Banking and Retailing.

Skills and experience

- > Significant international strategic experience.
- > Chartered Accountant.

