

Company No: SC019230

The Companies Act 2006

Special Business of

MITIE GROUP PLC ("Mitie")

Passed on 27 July 2021

WEDNESDAY



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18/08/2021

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COMPANIES HOUSE

At the Annual General Meeting of Mitie duly convened and held at Level 12, The Shard, 32 London Bridge Street, London SE1 9SG on 27 July 2021 at 11.30am, the following resolutions were passed:

Resolution 15 – Directors' authority to allot shares (ordinary resolution)

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be 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 £3,563.906.40 equal to 10% of the issued ordinary share capital of Mitie as at 11 June 2021 (excluding treasury shares) provided that (unless previously revoked, varied or extended) this authority shall expire on the earlier of 30 September 2022 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.

Resolution 16 – General authority to disapply pre-emption rights (special resolution)

That, subject to the passing of resolution 15, the Directors be generally authorised 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 15 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 authority 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, record dates 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 £1,781,953.20,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2022 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this authority 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 authority conferred hereby had not expired.

Resolution 17 – Additional authority to disapply pre-emption rights for the purposes of acquisitions and capital investments (special resolution)

That, subject to the passing of resolution 15, in addition to any authority granted under resolution 16, the Directors be generally authorised 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 15 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 authority conferred by this resolution shall be limited:

(a) to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £1,781,953.20 calculated, in the case of equity securities which are rights to subscribe for, or convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and unless previously revoked, varied or extended, this authority shall expire on the earlier of 30 September 2022 and the conclusion of the next annual general meeting of Mitie, except that Mitie may before the expiry of this authority 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 authority conferred hereby had not expired.

Resolution 18 – Authority to purchase own shares (special resolution)

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 142,556,256, representing approximately 10% of the issued ordinary share capital of Mitie as at 11 June 2021 (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 2022 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 19 – Approval of the Mitie Group plc Enhanced Delivery Plan (ordinary resolution)

That the rules of the Mitie Group plc Enhanced Delivery Plan (the "EDP"), the main features of which are summarised in Appendix 2 of this notice, and in the form produced in draft to the meeting and for the purposes of identification initialled by the Chairman of the meeting, be and are hereby approved and adopted and that the Directors be and are hereby authorised to do all such other acts and things as they may consider appropriate to implement the EDP.

Resolution 20 – Approval of the Mitie Group plc Long Term Incentive Plan 2015 (ordinary resolution)

That the amendments to the rules of the Mitie Group plc Long Term Incentive Plan 2015 (the "LTIP"), the main features of which are summarised in Appendix 3 of this notice, and in the form produced in draft to the meeting and for the purposes of identification initialled by the Chairman of the meeting, to:

(a) allow grants of awards to be made within 30 days of the beginning of the Company's financial year in addition to the existing grant periods;

(b) allow the remuneration committee to determine the individual limit applying to awards by reference to the share price prior to the beginning of the Company's financial year as well as by reference to the share price prior to the grant date (or the average of the share prices for the period of 5 dealing days prior to that date);

(c) remove references to granting joint-ownership awards; and

(d) extend the termination date of the LTIP from 13 July 2025 to 27 July 2031,

are hereby approved and that the Directors are hereby authorised to:

(a) do whatever may be necessary or expedient to carry the revised LTIP into effect including making such changes as may be necessary or desirable, from time to time, to amend or operate the LTIP; and

(b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the LTIP.

Resolution 21 – Approval of the Mitie Group plc Savings Related Share Option Scheme (ordinary resolution)

That the amendments to the rules of the Mitie Group plc Savings Related Share Option Scheme (the "SAYE Scheme"), the main features of which are summarised in Appendix 3 of this notice, and in the form produced in draft to the meeting and for the purposes of identification initialled by the Chairman of the meeting, to extend the termination date of the SAYE Scheme from 13 July 2021 to 27 July 2031 are hereby approved and that the Directors are hereby authorised to:

- (a) do whatever may be necessary or expedient to carry the revised SAYE Scheme into effect including making such changes as may be necessary or desirable, from time to time, to amend or operate the SAYE Scheme including to take account of the requirements of HM Revenue & Customs and best practice; and
- (b) establish further plans based on the SAYE Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the SAYE Scheme.

Resolution 22 – Share Incentive Plan extension (ordinary resolution)

That the amendment to the trust deed and rules of the Mitie Group plc Share Incentive Plan (the "SIP"), the main features of which are summarised in Appendix 3 of this notice, and in the form produced in draft to the meeting and for the purposes of identification initialled by the Chairman of the meeting, to extend the termination date of the SIP from 13 July 2021 to 27 July 2031 is hereby approved and that the Directors are hereby authorised to:

- (a) do whatever may be necessary or expedient to carry the revised SIP into effect including making such changes as may be necessary or desirable, from time to time, to amend or operate the SIP including to take account of the requirements of HM Revenue & Customs and best practice; and
- (b) establish further plans based on the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any share made available under such further plans is treated as counting against any limits on individual or overall participation in the SIP.

Resolution 23 – Articles of Association (special resolution)

To adopt new Articles of Association (in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification) as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association, with effect from the conclusion of this Annual General Meeting.

Resolution 24 – Notice of general meetings (special resolution)

That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

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Peter Dickinson

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Peter Dickinson

Company Secretary