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23 June 2025

To: Marlowe plc ("**Marlowe**" or the "**Company**") shareholders

PUBLICATION OF SCHEME DOCUMENT

On 5 June 2025, the boards of Mitie Group plc ("**Mitie**") and Marlowe announced that they had reached agreement on the terms and conditions of a recommended cash and share offer (the "**Rule 2.7 Announcement**") pursuant to which Bidco, a wholly owned subsidiary of Mitie, will acquire the entire issued and to be issued ordinary share capital of the Company (the "**Acquisition**") via a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

As Interim Non-Executive Chairman of Marlowe, I am delighted to present the Acquisition to our shareholders. The cash consideration and newly issued Mitie shares to be received per Marlowe share, the dividend of shares in Optima Health on demerger at a value of 210p per share in September 2024, and the 155p special dividend paid in July 2024, represent a total value of 831p per Marlowe share based on Mitie's share price on 4 June 2025 (being the latest practicable date prior to the Rule 2.7 Announcement). This equates to a 164.5 per cent. premium on the Marlowe share price low of 314p on 7 December 2023, prior to me joining the Marlowe board of directors in March 2024. In addition, Marlowe shareholders will have the opportunity to continue to participate in Mitie as it integrates Marlowe's high quality testing, inspection and certification business into the enlarged group following the Acquisition.

A mix and match facility is also available to Marlowe shareholders (save for those in certain restricted jurisdictions) giving them the opportunity to elect, subject to off-setting elections, to vary the proportions in which they receive cash consideration and newly issued Mitie shares in respect of their holdings in Marlowe shares.

The Company is pleased to confirm that the circular in relation to the Scheme (the "**Scheme Document**") along with various supporting documents are now available to access on the Company's website at <https://www.marloweplc.com/investors/mitie-group-plc-recommended-cash-and-share-offer-for-marlowe-plc/>. Terms used in this email and not defined herein have the meaning given to them in the Scheme Document.

Hard copies of the Forms of Proxy and the Form of Election are being posted to you today. The Company draws your attention to the 'action to be taken' section on pages 15-19 of the Scheme Document for details of how to vote and the relevant deadlines for voting if you are a Scheme Shareholder that is entitled to attend and vote at the Court Meeting and the General Meeting. This email is not to be taken as a summary of the information in the Scheme Document and should not be regarded as a substitute for reading the Scheme Document in full.

If you wish to contact the Company regarding administrative matters in view of the Scheme Document, please call MUFG Corporate Markets on 0371 664 0321 (or +44 (0)371 664 0321 from overseas). Lines are open 9.00 am – 5.30 pm (UK time), Monday to Friday, excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

I would also like to remind all persons with a direct or indirect interest of 1% or more in the relevant securities of the Company of their disclosure obligations under Rule 8 of the Code (as further referred to below).

Yours faithfully,

Lord Ashcroft KCMG PC
Interim Non-Executive Chairman

The Code

The Company is subject to the Code. Details of the Code can be found on the Takeover Panel's website at: www.thetakeoverpanel.org.uk.

The directors of the Company accept responsibility for the information contained in this email. To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this email is in accordance with the facts and does not omit anything likely to affect the import of the information.

Important information

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Hard copy available

You may request a copy of the Scheme Document and any information incorporated into it by reference to another source in hard copy form and may also request that all future documents, announcements and information sent to you in relation to the Acquisition should be in hard copy form. Any request should be sent to MUFG Corporate Markets (UK) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom or by calling MUFG Corporate Markets (UK) Limited, the Company's Registrars on 0371 664 0391 (or +44 371 664 0391 from overseas), with your full name and the full address to which the hard copy may be sent. Lines are open from 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Please note that MUFG Corporate Markets (UK) Limited cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, investment, legal or tax advice.

A hard copy of the Scheme Document or other information will not be sent to you unless so requested.