



Section 430(2b) Companies Act Statement – Tim Weller

Tim Weller retired as the Chief Financial Officer of Capita plc and stepped down from the Board on 9 August 2024. Details of the remuneration arrangements for Tim are set out below as required by section 430(2B) of the Companies Act 2006.

Remuneration arrangements for services as CFO

Tim received his base salary, pension and benefits up to stepping down from the Board and is eligible to receive an annual bonus in respect of the year ended 31 December 2024, pro-rated to reflect his service as an Executive Director. Any bonus award will be subject to the Committee's assessment of the performance targets and will be payable at the normal payment date in 2025 with 50% of any award deferred into shares as per the normal deferral policy.

Remuneration arrangements post stepping down from the Board

Post stepping down from the Board, Tim will continue to receive his base salary, pension and benefits up to the end of his notice period in May 2025. Tim will not be eligible to participate in the Group annual bonus plan for 2025, nor will he be entitled to future Restricted Share Awards.

Treatment of Share awards

In respect of Tim's share awards:

- Deferred Annual Bonus (DAB): 327,276 shares granted in 2022 in respect of the 2021 annual bonus, 765,777 shares granted in 2023 in respect of the 2022 annual bonus and any shares granted in 2025 in respect of any annual bonus award for 2024 will continue to vest at the normal vesting dates; and
- Restricted Share Awards (RSAs): 2,537,008 shares granted under the 2022 RSA and 1,333,300 shares granted under the 2023 RSA will continue to vest on the normal vesting dates, subject to the relevant performance underpins being met and reduced for time pro-rating. To the extent that any RSAs vest in the future, the net of tax shares will need to be retained for three years post vesting.

Post-employment shareholding requirements

For 24 months following cessation, Tim will be required to retain the lower of Capita plc shares equal to 200% of base salary and actual shares held.

Other

Tim will be reimbursed for legal fees in connection with his retirement.

Capita will make no payment to Tim by way of compensation for loss of office on retirement from the Board.

The relevant remuneration details relating to Tim will be included in the Directors' Remuneration Report ("DRR") in the Annual Report and Accounts for the year ending 31 December 2024.