

# Notice of Annual General Meeting

**This document is important and requires your immediate attention.**

If you are in any doubt as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your ordinary shares in Capita plc, please deliver this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was affected.



### Arrangements for the Annual General Meeting

The Annual General Meeting is a key event in the Company's corporate calendar as it provides an important opportunity for the Company to engage with its shareholders. The Board is looking forward to welcoming shareholders to this year's Annual General Meeting which will be held at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD on Monday 18 May 2026 at 10.30am.

Shareholders who wish to attend the Annual General Meeting should refer to the instructions set out in Appendix 2.

Whether or not you intend to attend the Annual General Meeting, you are encouraged to appoint a proxy to cast your votes on all resolutions as soon as possible in the manner set out on page 4.

An online facility for shareholders to ask questions relating to the business of the meeting is available at [www.capita.com/agm-questions](http://www.capita.com/agm-questions). This facility will be available until 10.30am on Thursday 14 May 2026.

Questions can also be asked during the meeting in person.

### Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting of Capita plc (the 'Company') will be held at the Storey Club, 4 Kingdom Street, Paddington, London W2 6BD on Monday 18 May 2026 at 10.30am to transact the business set out below.

A member may appoint a proxy by following the instructions for the electronic appointment of a proxy at [www.capitashares.co.uk](http://www.capitashares.co.uk).

The appointment of a proxy will not prevent members from attending the Annual General Meeting and voting themselves should they wish to do so.

Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolutions 13 to 15 (inclusive) will be proposed as special resolutions. For each of these Resolutions to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

### Ordinary Resolutions

1. To receive and adopt the Company's financial statements and the reports of the Directors and the Auditor for the year ended 31 December 2025.
2. To approve the Directors' remuneration report, other than the part containing the Directors' remuneration policy, in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2025.
3. To re-elect David Lowden as a Director.
4. To re-elect Adolfo Hernandez as a Director.
5. To re-elect Pablo Andres as a Director.
6. To re-elect Georgina Harvey as a Director.
7. To re-elect Nneka Abulokwe as a Director.
8. To re-elect Jack Clarke as a Director.
9. To re-elect Neelam Dhawan as a Director.
10. To re-appoint KPMG LLP as Auditor of the Company.
11. To authorise the Audit and Risk Committee to determine the Auditor's remuneration.

### Authority to allot shares

12. THAT, in place of any existing authority conferred upon them for the purpose of Section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to make offers or agreements to allot shares or grant rights to subscribe for or to convert any security into such shares ('Allotment Rights') up to an aggregate nominal amount of £12,403,169, provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2027 or, if earlier, on the conclusion of the Company's next Annual General Meeting, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired. All authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked, without prejudice to any allotment of the securities pursuant thereto.

### Special Resolutions

#### Authority to disapply pre-emption rights

13. THAT, subject to the passing of Resolution 12 in the notice of this meeting, the Directors be authorised pursuant to Sections 570 and 573 of the Companies Act 2006 to make allotments of equity securities, as defined in Section 560(1) of the Companies Act 2006, wholly for cash pursuant to the authority conferred on them by Resolution 12 in the notice of this meeting or by way of a sale of treasury shares (by virtue of Section 560(3) of the Companies Act 2006) and, in each case:

- a. in connection with a pre-emptive offer; and
- b. otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,860,475,

as if Section 561 of that Act did not apply to any such allotment and such authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2027 or, if earlier, on the conclusion of the Company's next Annual General Meeting, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted, Allotment Rights to be granted or treasury shares to be sold after such expiry and the Directors may allot shares, grant Allotment Rights and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, the nominal amount of any securities shall be taken to be, in the case of Allotment Rights, the nominal amount of such shares which may be allotted pursuant to such rights.

For the purposes of this Resolution, 'pre-emptive offer' means an offer of equity securities that is open for acceptance for a period determined by the Directors to the holders of ordinary shares in the Company (other than the Company) on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem

necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal, regulatory or practical problems in relation to or under the laws of any territory or the requirements of any regulatory body or any stock exchange.

14. THAT, any general meeting of the Company that is not an Annual General Meeting may be called by not less than 14 clear days' notice.
15. THAT, the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of the Company provided that:
  - a. the maximum aggregate number of ordinary shares that may be acquired under this authority is 12,003,067;
  - b. the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value (being 31 pence);
  - c. the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be an amount equal to the higher of
    - i. 5% above the average of the closing price of the ordinary shares as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased or
    - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the market purchase by the Company pursuant to the authority conferred by this Resolution will be carried out;
  - d. this authority shall expire at the close of business on 30 June 2027 or, if earlier, on the conclusion of the Company's next Annual General Meeting; and
  - e. before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

Registered Office:

First Floor,  
2 Kingdom Street,  
Paddington, London,  
England, W2 6BD

Registered in England No: 02081330

By Order of the Board

**Claire Denton**

Chief General Counsel & Company Secretary

Dated: 31 March 2026

## Notes to the Notice of Annual General Meeting

### Proxy appointment

1. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by them, as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. Where a member appoints more than one proxy in relation to the Annual General Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.
2. The appointment of a proxy will not prevent members from attending the Annual General Meeting and voting themselves should they wish to do so.
3. A member wishing to attend and vote at the meeting should arrive prior to the time fixed for its commencement.
4. A member that is a corporation can also attend and vote at the meeting through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative attending the meeting in person should bring to the meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. If you are in any doubt about your shareholding, please contact our Registrars.
5. Any member wishing to vote at the meeting without attending must appoint a proxy to do so. A member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at [www.capitashares.co.uk](http://www.capitashares.co.uk). To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time as stated below for hard copy proxy appointment forms.

Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy electronically, as explained below. Alternatively, hard copy forms for the appointment of a proxy are available on request from MUFG Corporate Markets: email [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or call 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00am to 5.30pm (UK time), Monday to Friday excluding UK public holidays. To be valid, a hard copy proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by 10.30am on Thursday 14 May 2026 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be) excluding any part of a day that is not a business day.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.30am on 14 May 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and

conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

### Nominated persons

6. Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (a 'nominated person') may have a right under an agreement between them and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.

### Information about shares and voting

7. As at 18 March 2026 (being the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 120,030,667 ordinary shares of 31 pence each, carrying one vote each – there are no shares held in Treasury; and (ii) the total voting rights in the Company were 120,030,667.

### Right to attend, vote and ask questions

8. The right of a member of the Company to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the register of members.

A member must be registered on that register as the holder of ordinary shares by the close of business on Thursday 14 May 2026 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be), excluding any part of a day that is not a business day, in order to be entitled to attend and vote at the meeting as a member in respect of those shares. Only members of the Company, appointed proxies or corporate representatives are entitled to attend and vote at the Annual General Meeting.

9. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. No such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Questions may be asked in advance of the meeting using the online facility at [www.capita.com/aggm-questions](http://www.capita.com/aggm-questions). This facility will be available until 10.30am on Thursday 14 May 2026.

Where questions are submitted, the Chair will read questions aloud before providing an answer.

## Website information and use of electronic address

10. Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at [www.capita.com](http://www.capita.com).
11. A member may not use any telephone number or electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose other than as expressly stated in it.

## CREST members

12. CREST members who wish to appoint one or more proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the 'CREST voting service' section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST proxy appointment instruction') must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited ('Euroclear'), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by MUFG Corporate Markets (ID RA10), as the Company's 'issuer's agent', by 10.30am on Thursday 14 May 2026 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be), excluding any part of a day that is not a business day. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner.
14. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on 'Practical limitations of the system'. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
15. Please note the Company takes all reasonable precautions to ensure that no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or

use of any email or attachments from the Company and recommends that the members subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

## Votes by poll

16. In accordance with the Company's established practice and in accordance with the Company's articles of association, all Resolutions will be voted on by a poll and not by a show of hands so as to record accurately the decision of all members based on their shareholding interests in the Company. Members and proxies attending the meeting will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the Financial Conduct Authority once the votes have been counted and verified.

## Documents available for inspection

17. Copies of the service contracts of the Executive Directors and the letters of appointment of the Non-Executive Directors are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

## Arrangements for the Annual General Meeting

18. Shareholders who wish to attend the Annual General Meeting should refer to the instructions set out in Appendix 2.  
  
Members are encouraged to appoint a proxy to cast their votes on all resolutions as soon as possible. The shares covered by the instruction will be voted as directed by the shareholder in respect of the resolutions referred to in this notice at the Annual General Meeting and any adjournment thereof.
19. If you cannot attend the Annual General Meeting or submit your vote electronically in advance of the Annual General Meeting but would like to vote on the resolutions, you may do so by appointing a proxy in accordance with these notes, who will attend the Annual General Meeting and vote on your behalf.

## Shareholders' resolution

20. Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being members who have a right to vote at the Annual General Meeting) may:
  - i. require the Company under section 338 of the Companies Act 2006, to give to members of the Company entitled to receive notice of the meeting notice of a resolution which may properly be moved at the Annual General Meeting. Any such request, which must comply with section 338(4) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Annual General Meeting; and
  - ii. require the Company under section 338 of the Companies Act 2006 to include a matter (other than a proposed resolution) which may be properly included in the business to be dealt with at the Annual General Meeting. Any such request which must comply with section 338A(3) of the Companies Act 2006, may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it and must be received by the Company no later than 6 weeks before the date fixed for the Annual General Meeting.

## Explanatory notes to the resolutions to be proposed at the Annual General Meeting

### 1. Resolution 1 – Financial statements and reports 2025

For each financial year, the Directors are required to present the Directors' reports, the audited financial statements and the Auditor's reports to shareholders at a general meeting. The financial statements and reports laid before the Annual General Meeting are for the financial year ended 31 December 2025 and the Company proposes a Resolution on their adoption.

### 2. Resolution 2 – Approval of the Directors' remuneration report

In accordance with the Companies Act 2006, shareholders are invited to approve the Directors' remuneration report for the financial year ended 31 December 2025. The Directors' remuneration report is set out on pages 119 to 137 of the Annual Report and Accounts 2025. For the purposes of this Resolution, the Directors' remuneration report does not include the Directors' remuneration policy which is set out on pages 123 to 128 of the Annual Report and Accounts 2025. The vote on this Resolution is advisory only and the Directors' entitlement to remuneration is not conditional on this Resolution being passed.

### 3. Resolutions 3 to 9 – Re-election of Directors

Resolutions 3 to 9 relate to the re-election of the Directors.

The Company's articles of association require any Director who has not been elected or re-elected by the Company's shareholders at either of the two previous annual general meetings to retire. Notwithstanding the provisions of the Company's articles of association, and in accordance with Provision 18 of the UK Corporate Governance Code 2024, each of the remaining Directors shall retire from office at the Annual General Meeting and stand for re-election by the shareholders.

The Board has reviewed the performance and time commitment of each Director standing for re-election. In respect of Neelam Dhawan, the Board has considered the nature and demands of her external directorships, as described in the Annual Report and Accounts 2025, and is satisfied that she continues to devote sufficient time to her duties. The Board therefore recommends her re-election.

The biographies of each of the Directors standing for re-election are set out in Appendix 1.

### 4. Resolutions 10 and 11 – Appointment and remuneration of Auditor

The Company 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. KPMG LLP have indicated that they are willing to continue as the Company's Auditor for another year and Resolution 10 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2026. Separately, Resolution 11 authorises the Audit and Risk Committee to determine the Auditor's remuneration.

The proposal to appoint KPMG LLP as the Company's Auditor is based on a recommendation from the Audit and Risk Committee, is free from third party influence and is not subject to any restrictive contractual arrangement.

### 5. Resolution 12 – Renewal of Directors' authority to allot shares

The Directors are currently authorised to allot shares in the Company or grant rights to subscribe for or convert any securities into shares, but their authorisation ends on the date of the Annual General Meeting. This Resolution seeks to renew the Directors' allotment authority.

If passed, this Resolution will give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal value equal to £12,403,169. This represents approximately 33% of the total ordinary share capital in issue (excluding treasury shares) as at 18 March 2026, (being the latest practicable date prior to the publication of this document).

The renewed authority will remain in force until 30 June 2027 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 18 March 2026 the Company held no treasury shares.

The Directors have no present intention of exercising this authority. However, by granting this authority, the Directors will have the flexibility to take advantage of any appropriate opportunities that may arise.

### 6. Resolution 13 – Disapplication of statutory pre-emption rights

Resolution 13 is a special resolution which, if passed by shareholders, will enable the Directors to allot ordinary shares in the Company, or to sell any shares held in treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

Accordingly, the purpose of Resolution 13 is to authorise the Directors to allot new shares (and other equity securities) pursuant to the allotment authority given by Resolution 12, for cash, up to a nominal amount of £1,860,475 without the shares first being offered to existing shareholders in proportion to their existing holdings. This amount represents approximately 5% of the Company's issued ordinary share capital as at 18 March 2026 (being the latest practicable date prior to the publication of this document).

The Directors intend to have regard to the Pre-Emption Group's Statement of Principles (as updated from time to time) when considering the exercise of this authority. The Directors note that the authority sought under Resolution 13 falls well within the Pre-Emption Group's recommendations.

The authority sought under Resolution 13 will remain in force until 30 June 2027 or, if earlier, the conclusion of the Company's next Annual General Meeting.

## **7. Resolution 14 – Notice of general meetings**

The Companies Act 2006 requires the notice period for general meetings of the Company to be at least 21 days. The Company, however, currently has the power to call general meetings (other than an Annual General Meeting) on at least 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must approve the calling of meetings on at least 14 clear days' notice. Resolution 14, which will be proposed as a special resolution, seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

## **8. Resolution 15 – Authority to make market purchases of ordinary shares**

Resolution 15, which will be proposed as a special resolution, is to renew the authority granted to the Directors at last year's Annual General Meeting, which expires on the date of the forthcoming Annual General Meeting, and to give the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006.

The authority limits the number of ordinary shares that could be purchased to a maximum of 12,003,067 shares, which represents approximately 10% of the issued ordinary share capital of the Company as at 18 March 2026 (being the latest practicable date prior to publication of this document). The authority also sets minimum and maximum prices at which shares may be bought.

The renewed authority will, if passed, remain in force until 30 June 2027 or, if earlier, the conclusion of the Company's next Annual General Meeting.

The total number of options to subscribe for ordinary shares for all executive and employee share schemes of the Company which were outstanding as at 18 March 2026 was 5,707,366 which represents approximately 4.75% of the issued share capital of the Company and would represent approximately 4.32% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by Resolution 15, were exercised. As at 18 March 2026, the Company held no treasury shares.

Any ordinary shares purchased under this authority would be by means of market purchases through the London Stock Exchange. Shares so purchased would be held as treasury shares or cancelled and the number of ordinary shares in issue reduced accordingly. The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority to repurchase ordinary shares will, if approved by shareholders, only be exercised after careful consideration by the Directors, and if such an exercise would result in an increase in earnings per share and would be in the best interests of shareholders generally.

### **Recommendation**

The Board considers that the passing of all the Resolutions set out in the notice of Annual General Meeting is likely to promote the success of the Company and would be in the best interests of the Company and its shareholders as a whole. The Directors recommend unanimously that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings (save in respect of those Resolutions in which they are interested).

## Appendix 1 – Directors’ Biographies

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### David Lowden

*Chair*

**Appointed:** January 2021 (Independent Non-Executive Director); March 2021 (Senior Independent Director); and May 2022 (Chair)

**Independent at appointment:** Yes

**Key skills and experience:** David is a highly experienced non-executive director, senior independent director and chair of UK listed companies. He was formerly Chair of PageGroup plc and Huntsworth plc, Senior Independent Director at Berendsen, Chair of the Audit and Risk Committee at William Hill, Chair of the Audit Committee at Cable & Wireless Worldwide plc and Chief Executive of Taylor Nelson Sofres plc.

**Other current appointments:** Chairman of Diploma plc; Senior Independent Director of Morgan Sindall plc.

**Contribution to long-term success:** David’s depth and breadth of experience is invaluable to the Board as it continues its transformation journey. In his role as Chair, he ensures that the Board provides the necessary support and challenge to executive management and that the highest standards of corporate governance are maintained.

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### Pablo Andres

*Chief Financial Officer*

**Appointed:** Appointed as a Director on 15 July 2024, and as Chief Financial Officer on 9 August 2024

**Key skills and experience:** Before joining Capita, Pablo was Group CFO of Ventient Energy, a pan-European renewable energy company. Prior to Ventient, Pablo was Group Financial Controller of G4S plc from 2013-2020 and CFO of London Stansted Airport from 2011 to 2013. He has also held senior finance roles at BAA airports and Ferrovial Group. He trained at Arthur Andersen/Deloitte in Spain between 1996 and 2005.

**Board responsibilities:** overall control and responsibility for all financial aspects of the business’s strategy.

**External appointments:** Non-Executive Director, Chair of the Audit and Risk Committee and Chair of the Treasury Committee of the GreenSquareAccord Group.

**Contribution to long-term success:** Pablo brings extensive financial and strategic experience to the Board and plays a key role in strengthening the Group’s financial discipline, controls and risk management. His leadership has supported improvements in operational efficiency, structural simplification and financial resilience. Pablo works closely with the Chief Executive Officer and the Board to support effective decision-making and the delivery of the Company’s strategic objectives.

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### Adolfo Hernandez

*Chief Executive Officer*

**Appointed:** 17 January 2024

**Key skills and experience:** Adolfo has c.30 years’ experience in the technology sector, successfully transforming companies through the leveraging of digital services. Prior to joining Capita, Adolfo was Vice President of Amazon Web Services’ Global Telecommunications business which is focused on enabling digital transformation to the cloud for customers across the globe. Former positions included: CEO of SDL plc (now part of RWS Group); CEO of Acision (now part of Mavenir); and various global leadership roles at Alcatel-Lucent, Sun Microsystems and IBM. Adolfo holds a BSc in Computer Science from the University of Granada and an MBA from IED Madrid. In 2020, Adolfo was named Tech CEO of the Year at the UK Tech Awards.

**Board responsibilities:** Managing and developing Capita’s business to achieve the Company’s strategic objectives.

**External appointments:** None.

**Contribution to long-term success:** Adolfo is pivotal in evolving and driving the Company’s strategy and in supporting its long-term success through his expertise in technology and Generative AI (Gen AI). Under his leadership, Gen AI solutions have been integrated to support customers in streamlining processing, reducing costs and enhancing customer experiences. Through partnerships with leading technology hyperscalers, including Microsoft, AWS and Salesforce, Adolfo is helping to ensure that Capita remains at the forefront of innovation. His strategic focus on Gen AI continues to optimise Capita’s operations and support the delivery of high-quality client solutions.

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### Georgina Harvey

*Senior Independent Director*

**Appointed:** October 2019 (Independent Non-Executive Director); July 2022 (Senior Independent Director)

**Key skills and experience:** Georgina has significant experience across highly competitive consumer-facing markets and of delivering successful transformational change. Prior to her current roles, Georgina was Managing Director of Regionals and a member of the Executive Committee of Trinity Mirror plc from 2005 to 2012. Georgina has previously served as a Non-Executive Director on the Boards of Superdry plc, McColl’s Retail Group plc, Big Yellow Group plc, and William Hill – all as Chair of the Remuneration Committee. Georgina was a Non-Executive Director and Chair of the Remuneration Committee of Britvic plc from January 2024 until January 2025, when she resigned following the completion of the takeover of Britvic by Carlsberg A/S.

**Other current appointments:** Senior Independent Director of M&C Saatchi Plc.

**Contribution to long-term success:** Georgina brings to her role as Senior Independent Director and Chair of the Remuneration Committee experience of these roles in other listed companies. She has a wealth of experience in engaging with shareholders, employees and other stakeholders. She leads strongly on Capita’s approach to remuneration and balancing the need for appropriate management incentivisation with the ongoing shareholder experience.

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## Nneka Abulokwe OBE

*Independent Non-Executive Director*

**Appointed:** February 2022

**Key skills and experience:** Nneka has significant experience delivering large-scale, high-profile technology programmes for governments and private institutions globally. She held senior and executive positions with Logica (now CGI), Atos and Sopra Steria during a corporate career spanning more than 25 years, before founding MicroMax Consulting, where she is currently Principal Advisor. Nneka was awarded Officer of the Order of the British Empire (OBE) in 2019 for services to business. She holds a Bachelor's and Master's in history and an Executive Doctoral/ PhD degree in Business Administration, specialising in the outsourcing of tech services. She is a Fellow of both the BCS, The Chartered Institute for IT, and the Association for Project Management.

**Other current appointments:** Director of MicroMax Consulting Limited; Member of the Board of Visitors of the Ashmolean Museum, University of Oxford; Adviser to the Cranfield School of Management International Advisory Board and DoGood Africa.

**Contribution to long-term success:** Nneka brings to the Board extensive experience in the governance of technology-enabled transformation, including AI oversight, digital innovation, and entrepreneurial growth. Her expertise supports the Board's oversight of technology investment, sustainability and inclusion, which are important to the Group and the delivery of Capita's strategy.

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## Jack Clarke

*Independent Non-Executive Director*

**Appointed:** October 2024

**Key skills and experience:** Jack has extensive experience of contracting businesses. Jack was CFO of Essentra plc, a FTSE global manufacturer of plastic and provider of essential components and solutions from May 2022 until his retirement on 31 December 2024. He was the Group Finance and Executive Director of Marshalls plc from October 2014 to April 2021. Prior to this Jack served as the Strategy Director and then CFO of AMEC (E&I) between January 2010 and September 2014. Jack is a qualified accountant, having qualified with KPMG and has a diploma in treasury management. He has a Bachelor in Economics and Management Studies (Honours) and Master of Science (Civil Engineering) from Leeds University.

**Other current appointments:** Jack is a Non-Executive Director and Audit Committee chair of Zotefoams plc, a leading provider of high-performance lightweight foams, which is listed on the Main Market of the London Stock Exchange. He is also a Director and Audit Chair of the Bishop Wheeler Academy Trust.

**Contribution to long-term success:** Jack brings to the Board his extensive experience of contracting businesses, expertise as a CFO and extensive experience of contracting businesses which will be invaluable in the next stage of the Group's transformation journey. In his role as Chair of the Audit and Risk Committee, he provides effective oversight, constructive challenge and transparency.

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## Neelam Dhawan

*Independent Non-Executive Director*

**Appointed:** March 2021

**Key skills and experience:** Neelam has c.40 years' leadership experience in the IT industry, where she held senior positions in Hewlett-Packard, Microsoft, Compaq and IBM with responsibility for a wide range of areas including strategy, corporate development, software engineering and offshoring. She now advises multinationals on business and technology transformation and was formerly an advisor to IBM, helping them navigate through a business and talent transformation in India. Until 2023 Neelam was on the board of Skylo Technologies Inc. and a member of Koninklijke Philips NV Supervisory Board, having served for the maximum term of 10 years. Neelam stepped down as a Non-Executive Director of Yatra Online Inc. and of ICICI Bank Limited in January 2025 and January 2026 respectively.

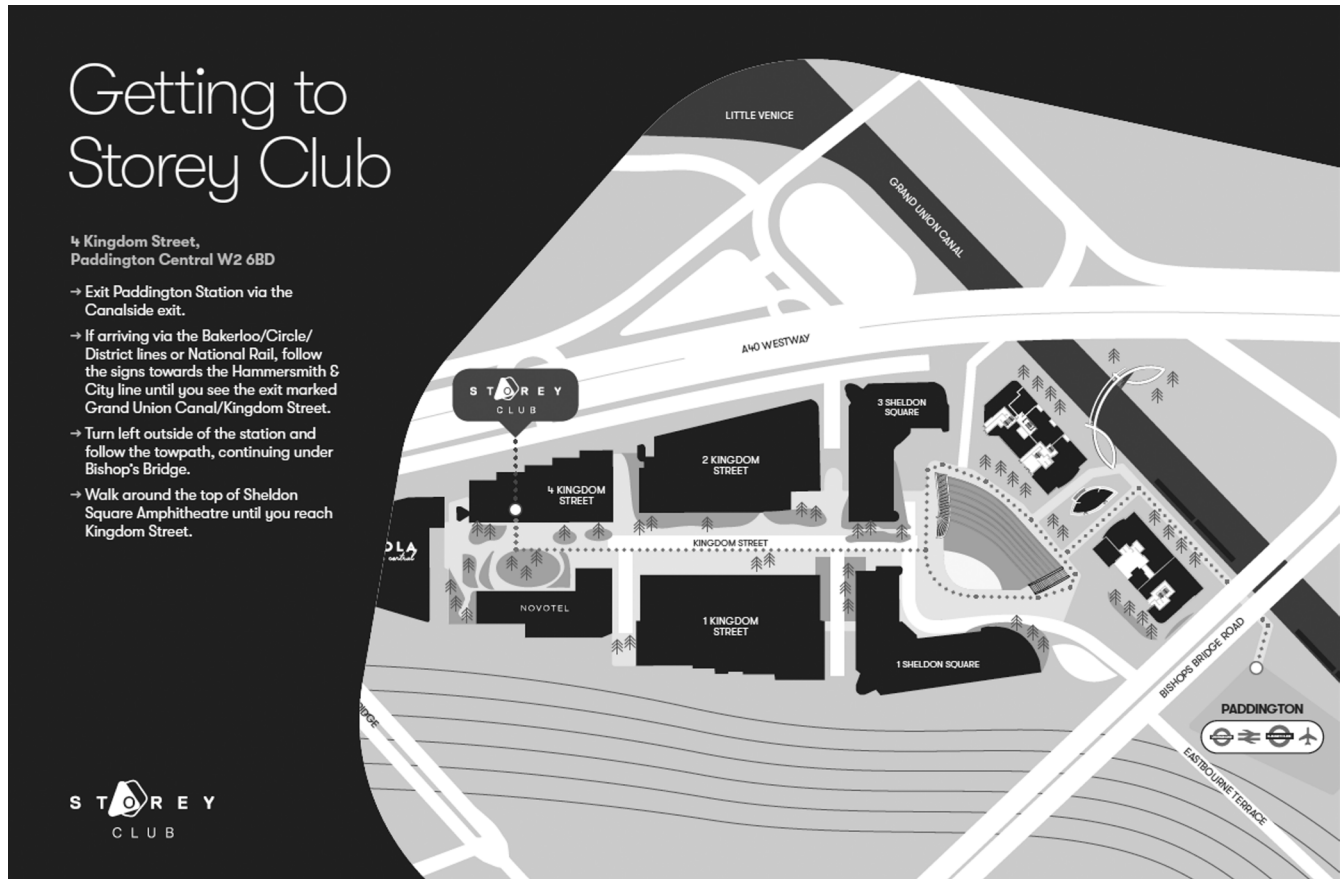
**Other current appointments:** Non-Executive Board Member of Hindustan Unilever Limited, Tech Mahindra and Fractal Analytics Pvt Ltd. She is chair of Capillary Technologies and Ather Energy Limited.

**Contribution to long-term success:** Neelam brings to Capita a wealth of IT leadership experience which is invaluable to the Group's strategic focus on digitally-enabled service provision and its delivery.

## Appendix 2 – Attending the Annual General Meeting

### Location

The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD



**Identification and security**

Please bring an official photo ID (for example, a driving licence, passport or other national identity card) with you as you will be asked to show it to the reception team on arrival.

Staff will be on duty to assist Shareholders. The Company will not permit behaviour that may interfere with another person's security or safety, or the good order of the meeting.

**Guests**

The Annual General Meeting is a private meeting of members and their representatives. Only members, properly appointed proxies, corporate representatives and invited company guests are permitted to attend the Annual General Meeting. The Company retains absolute discretion to exclude or admit guests to the Annual General Meeting.



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