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If you have sold, transferred or otherwise disposed of all your Ordinary Shares in Capita plc (the **Company**), please pass this document to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold, transferred or otherwise disposed of only part of your holding of Ordinary Shares in the Company, you should retain this document and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

This document is not a prospectus but a shareholder circular and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to purchase, acquire, subscribe for, sell or dispose of, any security, including Ordinary Shares.

The distribution of this document into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares formed as a result of the Share Consolidation (referred to below) have not been, and will not be, registered under the US Securities Act of 1933 (as amended, the Securities Act), or under the securities laws of any state or other jurisdiction of the United States and such New Ordinary Shares may not be offered, sold or resold in the United States unless registered under the Securities Act or in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and in compliance with applicable securities laws of any state or other jurisdiction.

Application will be made to the FCA and the London Stock Exchange, respectively, for the New Ordinary Shares resulting from the proposed Share Consolidation to be admitted to the Official List and to trading on the London Stock Exchange's Main Market for listed securities in place of the Ordinary Shares.

CAPITA PLC

(Incorporated and registered in England and Wales with registered number 02081330)

Proposed Share Premium Reduction

and

Proposed Share Consolidation

and

Notice of Annual General Meeting

Notice of the annual general meeting of the Company to be held on 28 April 2025 at 10.30 a.m. (the **Annual General Meeting**) at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD is set out at the end of this document. Shareholders of the Company (**Shareholders**) are requested to submit a proxy instruction for use at the Annual General Meeting.

Shareholders are strongly encouraged to vote in favour of the Resolutions set out in the Notice of AGM by attending the AGM. Those who do not hold their Ordinary Shares directly (including those who have invested through investor platforms) are encouraged to instruct their nominee to vote on their behalf in good time, to ensure that their votes, which are important to the Company, are received and taken into account. If investor platforms have instructions on how votes should be submitted and the deadline for receipt, please note those instructions and also note that the deadline is likely to be earlier than the time and date for receipt of proxy votes set out below.

To be valid, a Form of Proxy must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's registrar, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL or lodged by following the instructions for the electronic appointment of a proxy at www.capitashares.co.uk as soon as possible, but in any event by not later than 10.30 a.m. on 24 April 2025. A hard copy of the Form of Proxy is available upon request to MUFG Corporate Markets.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy for the Annual General Meeting by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear UK & International Limited so that it is received by the registrar (under CREST Participation ID RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of AGM. For this purpose, the time of the 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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. Your proxy must be lodged by 10.30 a.m. on Thursday 24 April 2025 in order to be considered valid. Before you can appoint a proxy via this process you must agree 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.

It is important that you complete and return the Form of Proxy, appoint a proxy or proxies electronically or use the CREST electronic voting service in the manner referred to above, as soon as possible.

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 above.

An online facility for shareholders to ask questions relating to the business of the meeting is available at www.capita.com/agm-questions. This facility will be available until 10.30 a.m. on Thursday 24 April 2025. Questions can also be asked during the meeting in person.

The Annual Report and Accounts 2024 has been sent to you in a separate mailing.

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EXPECTED TIMETABLE

EVENT	TIME AND/OR DATE
ANNUAL GENERAL MEETING	
Date of this Circular and announcement on the LSE	24 March 2025
Latest time and date for receipt of Forms of Proxy, CREST and Proximity Proxy Instructions and electronic registration of proxy appointments	10.30 a.m. on 24 April 2025
Voting Record Date for entitlement to vote at the Annual General Meeting	6.00 p.m. on 24 April 2025
Annual General Meeting	10.30 a.m. on 28 April 2025
Announcement of results of the Annual General Meeting	28 April 2025
SHARE CONSOLIDATION	
Last day to trade in Existing Ordinary Shares and Record Date for the Share Consolidation	28 April 2025
Expected date of Admission and first day of dealings in the New Ordinary Shares on the LSE	8.00 a.m. on 29 April 2025
CREST accounts credited with New Ordinary Shares (uncertificated Shareholders only)	29 April 2025
Expected date of dispatch of share certificates in respect of any New Ordinary Shares held in certificated form	By 14 May 2025
SHARE PREMIUM REDUCTION	
Expected date of Court Hearing to provide directions on the Share Premium Reduction on the share premium account	Mid-May 2025
Expected date of Court Hearing to confirm the Share Premium Reduction on the share premium account	June 2025
Expected registration date of Court order and effective date of the Share Premium Reduction	Two weeks post the confirmation hearing 2025

Notes:

- (1) All references to time in this document are to UK time.
- (2) If the AGM is adjourned for any reason, the Voting Record Date for the adjourned meeting will be 48 hours (excluding non-Business Days) before the time set for the adjourned meeting.
- (3) If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN

CAPITA PLC

(Incorporated and registered in England and Wales with registered number 02081330)

Directors

David Lowden (Chairman)
Adolfo Hernandez
Georgina Harvey
Pablo Andres
Nneka Abulokwe
Jack Clarke
Neelam Dhawan
Brian McArthur-Muscroft

Registered office

First Floor
2 Kingdom Street
Paddington
London
W2 6BD

24 March 2025

Dear Shareholder

Proposed Share Premium Reduction, Proposed Share Consolidation and Notice of Annual General Meeting

1. INTRODUCTION

I am writing to you with details of (i) proposals to optimise the structure of the Company's balance sheet and enhance the Company's ability to return value to shareholders at the appropriate time in the future by cancelling the entire amount standing to the credit of the Company's share premium account (the **Share Premium Reduction**); (ii) proposals to consolidate the Existing Ordinary Shares in a ratio of 15 to 1 (the **Share Consolidation**) and (iii) the annual general meeting of the Company which we are holding on 28 April 2025 at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD at 10.30 a.m. (the **AGM** or **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. The formal notice of the AGM is set out in Part 3 of this document. The Annual Report and Accounts 2024 are available to download at www.capita.com, and if you have elected to receive a hard copy, will be mailed to you separately.

2. PROPOSED SHARE PREMIUM REDUCTION

2.1 Background to and reasons for the Share Premium Reduction

As part of our stewardship of the Company's financial and capital resources, the Board continuously monitors and considers opportunities to optimise the structure of the Company's balance sheet. The Board is, therefore, proposing a reduction in the share premium account of the Company, which is a non-distributable reserve. The share premium account has been built up owing to the high level of historic issuances of the Ordinary Shares.

The share premium account can only be used for very limited purposes. Reducing amounts standing to the credit of this reserve will increase the Company's distributable reserves which will:

- optimise the structure of the balance sheet;
- enable the Board to consider making share awards to employees by purchasing Ordinary Shares in the market, including via refinancing/hedging arrangements;
- provide the Company with flexibility to undertake future loan waivers across the Group in order help simplify the Group's intercompany positions; and

- enable the Company to consider paying dividends and funding any other returns of capital to Shareholders at the appropriate moment in time.

It is, therefore, proposed that the Company cancels its share premium account in its entirety by means of a Court-approved Share Premium Reduction. The Board believes the Share Premium Reduction will provide a significant pool of reserves which can be used in future, if required, for the purposes set out above.

The Companies Act 2006 permits the Company to cancel amounts standing to the credit of its share premium account, in whole or in part, provided that the Shareholders resolve to do so by special resolution and the cancellation is subsequently confirmed by the Court. The Share Premium Reduction Resolution, which is proposed as a special resolution, provides the requisite authority under the Companies Act 2006 for this cancellation. Shareholders should note that, if for any reason the Share Premium Reduction Resolution is not passed or the Court declines to approve the Share Premium Reduction, the Share Premium Reduction will not take place. The Board also reserves the right to discontinue (in whole or in part) the application to the Court in the event that the Board considers that the terms on which the Share Premium Reduction would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or Shareholders as a whole.

In seeking approval of the Share Premium Reduction Resolution, the Board is not indicating any commitment and, at the date of this document any current commitment to make any distributions or other return of capital to Shareholders. The proposed Share Premium Reduction itself will not involve any distribution or return of capital by the Company and will not reduce the underlying net assets of the Company.

2.2 **Summary of the Share Premium Reduction**

The Share Premium Reduction is conditional on: (i) the passing of the Share Premium Reduction Resolution by the Shareholders as a special resolution; (ii) the confirmation of the Court; (iii) the registration of the Court order by the Registrar of Companies; and (iv) the Share Premium Reduction not otherwise being prohibited under applicable law or regulation.

Before giving its confirmation, the Court will be concerned to ensure that the Company's creditors (including contingent creditors), whose debts or contingent debts remain outstanding on the date on which the Court order is registered and the proposed Share Premium Reduction becomes effective, are not prejudiced by the Share Premium Reduction. The Company is satisfied, having taken advice, that it will be able to satisfy the Court in that regard.

If the Share Premium Reduction Resolution is passed as a special resolution, the Company intends to take the necessary steps to effect the Share Premium Reduction as soon as reasonably practicable after the Annual General Meeting. It is currently anticipated that the initial directions hearing in relation to the proposed Share Premium Reduction will take place in mid-May 2025, with the final Court Hearing following in June with the proposed Share Premium Reduction becoming effective thereafter following the necessary registration of the Court order at the Registrar of Companies.

Note that there are circumstances in which the Directors may decide not to proceed with the Share Premium Reduction, including the Court imposing conditions on its confirmation which are not satisfactory to the Company or, as a result of an unforeseen event, the Board considering that to continue with the Share Premium Reduction would be inappropriate, inadvisable or no longer in the best interests of the Company, the Shareholders and the Company's other stakeholders taken as a whole and, as such, the Directors reserve the right to elect not to proceed with the Share Premium Reduction at their sole discretion.

3. **PROPOSED SHARE CONSOLIDATION**

3.1 **Background to and reasons for the Share Consolidation**

The Company currently has 1,701,273,523 Ordinary Shares in issue, each of which has a nominal value of 2 1/15 pence. The LSE Closing Price on the Latest Practicable Date was 14.2 pence.

The large number of Existing Ordinary Shares in issue is one of the highest in the FTSE 550 companies in the FTSE All-Share Index. The Share Consolidation will bring the Company closer to the average and closer to companies with a similar market capitalisation. The Board believes that:

- the low share price means share trades can result in disproportionately large percentage movements in the market share price (causing considerable share price volatility); and
- the low share price affects investor perception of the Company,

in each case to the detriment of Shareholders.

The Board believes that through effecting a higher market share price, the Share Consolidation will help to improve the marketability of the Ordinary Shares to investors.

3.2 **Summary of the Share Consolidation**

In order to (i) reduce the number of Ordinary Shares in issue; (ii) create a nominal value for an Ordinary Share which should be significantly below the price at which shares trade on the open market; and (iii) reduce the likelihood of there being large dealing spreads in Ordinary Shares, the Board is proposing a consolidation of the Ordinary Shares.

The Share Consolidation will involve every 15 Existing Ordinary Shares held by a Shareholder being consolidated into one Consolidated Ordinary Share of 31 pence.

It is proposed that the Company's entire issued ordinary share capital will be consolidated as part of the Share Consolidation, meaning that while the number of Ordinary Shares in issue will change, the proportion of the Company's issued ordinary share capital held by each Shareholder immediately before and after the Share Consolidation will remain unchanged (subject to the treatment of Fractional Entitlements, which is described in paragraph 3.3 below). As a result of the Share Consolidation:

- the aggregate nominal value of the Ordinary Shares will not change;
- the rights attaching to each New Ordinary Share (including rights in respect of voting, the entitlement to receive dividends and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares;
- the number of Ordinary Shares held by each Shareholder will reduce by a factor of approximately 15;
- the market value of an Ordinary Share should increase by a factor of approximately 15 (although the price of Ordinary Shares will continue to fluctuate); and
- the overall value of each Shareholder's existing holding of Ordinary Shares should remain approximately the same (although the value of an investment in New Ordinary Shares will continue to fluctuate).

Assuming that (i) the Share Consolidation Resolution is passed, (ii) the Share Consolidation occurs, and (iii) no further Existing Ordinary Shares are issued between the Latest Practicable Date and the Share Consolidation becoming effective, the Company will have a maximum of 113,418,234 New Ordinary Shares in issue immediately following the Share Consolidation.

For purely illustrative purposes, examples of the effects of the Share Consolidation (should it be approved by Shareholders) are set out below:

Ordinary Shares held at the record time for the Share Consolidation	New Ordinary Shares held following the Share Consolidation
15	1
50	3
100	6
150	10

3.3 **Fractional Entitlements**

As a result of the Share Consolidation, any shareholding of Existing Ordinary Shares that is not exactly divisible by 15 will be rounded down to the nearest whole number of New Ordinary Shares, and the Shareholder in question will be left with an entitlement to a fraction of a New

Ordinary Share (a **Fractional Entitlement**). If a Shareholder's holding comprises fewer than 15 Existing Ordinary Shares at the record time for the Share Consolidation, the shareholding will still be consolidated and will result in the Shareholder no longer being a member of the Company in relation to that holding.

Arrangements will be put in place for Fractional Entitlements arising from the Share Consolidation to be aggregated and sold in the market on behalf of Shareholders. The value of any one Shareholder's Fractional Entitlement will not exceed the value of one New Ordinary Share. Based on the LSE Closing Price of each Existing Ordinary Share of 14.2 pence on the Latest Practicable Date, the proceeds from the sale of a Fractional Entitlement should be no more than £1.99.

Proceeds of the aggregation and sale of Fractional Entitlements of less than £5.00 will be donated to a charity of the Company's choosing.

Proceeds of Fractional Entitlements in excess of £5.00 (if any) will be paid to relevant Shareholders on or around 14 May 2025. If you hold your Ordinary Shares within a nominee account, then those organisations are responsible for crediting your account with a cash equivalent to the Fractional Entitlement (to the extent the aggregation and sale of Fractional Entitlements exceeds £5.00). The Company does not accept responsibility and will not be held liable for any act or omission by any broker, including, without any limitation, any failure on the part of the broker or any registered Shareholder to notify the holder of any beneficial interest in respect of the distribution or any other matter set out in this document.

Shareholders are advised that the Share Consolidation contemplated in this document may have different consequences for each Shareholder depending on the jurisdiction in which they reside and their other unique circumstances. Shareholders are accordingly advised to seek their own professional advice (including tax advice) in relation to matters contained in this document.

3.4 **Admission of the New Ordinary Shares**

Application will be made for the New Ordinary Shares to be admitted to listing on the Official List and admitted to trading on the London Stock Exchange in place of the Existing Ordinary Shares. Subject to approval of the Share Consolidation Resolution, it is expected that Admission will become effective and that dealings in New Ordinary Shares will commence on 29 April 2025. Following the Share Consolidation, the Company's new ISIN Code will be GB00BPCT7534 and its new SEDOL Code will be BPCT753.

3.5 **CREST accounts**

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts at the record time for the Share Consolidation, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on 29 April 2025.

3.6 **Share certificates**

If you hold your Existing Ordinary Shares in certificated form, your certificate/s will no longer be valid from the time that the proposed Share Consolidation becomes effective. You will be sent a new share certificate evidencing the New Ordinary Shares to which you are entitled under the Share Consolidation. Such certificates are expected to be dispatched on or around 14 May 2025 by first class post at the risk of the Shareholder. Upon receipt of the new certificate, you should destroy any old certificates. Pending dispatch of the new certificates, transfers of certificated New Ordinary Shares will be certified against the Company's Share Register.

3.7 **United Kingdom Tax**

The following comments are intended only as a general guide to the current tax position under UK taxation law and HMRC published practice, both of which are subject to change (potentially with retrospective effect). They relate only to certain limited aspects of the UK tax treatment of the Share Consolidation for Shareholders who are and will be at the time of implementation the absolute beneficial owners of Ordinary Shares and who are resident and, in the case of individuals, domiciled in, (and only in) the UK for UK tax purposes and who hold,

and will hold, their shares in the Company as an investment (and not as securities to be realised in the course of a trade). The following is not, and is not intended to be, an exhaustive summary of the tax consequences of acquiring, holding and disposing of Ordinary Shares or New Ordinary Shares and it does not constitute advice.

The comments may not apply to certain Shareholders who are subject to special rules, such as (but not limited to) dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation and Shareholders who have (or are deemed to have) acquired their Ordinary Shares by virtue of an office or employment. If you are in any doubt as to your tax position or are subject to tax in any jurisdiction other than the UK, you should consult, and rely upon the advice of, a duly authorised professional adviser.

The proposed Share Consolidation should constitute a reorganisation of the Company's share capital for the purposes of UK capital gains tax and UK corporation tax on chargeable gains (together, **CGT**). For the purposes of CGT, to the extent that you receive New Ordinary Shares pursuant to the Share Consolidation, you should not be treated to that extent as making a disposal of your Existing Ordinary Shares. Instead, the New Ordinary Shares will be treated, for the purposes of CGT, as the same asset as, and as having been acquired at the same time and for the same aggregate cost as, the holding of Existing Ordinary Shares from which they derive.

A subsequent disposal of New Ordinary Shares may, depending on individual circumstances (including the availability of exemptions, reliefs and allowable losses), give rise to a liability to CGT.

Subject to the following paragraph, to the extent a Shareholder receives a cash payment in respect of Fractional Entitlements, and the amount of the cash payment is small in comparison with the value of that Shareholder's shares held at the time of the payment, that Shareholder will not normally be treated as having made a part disposal of the Shareholder's holding of Ordinary Shares. Instead, an amount equal to the amount of such cash received will be deducted from the base cost in that Shareholder's New Ordinary Shares. Under current HMRC practice, any cash payment of £3,000 or less or (if greater) which is 5% or less of the market value of a shareholder's holding of shares immediately before the distribution will generally be treated as small for these purposes.

However, if the cash payment exceeds the base cost in the Shareholder's New Ordinary Shares, or if the Shareholder does not hold enough Ordinary Shares such that they are not entitled to receive a Consolidated Ordinary Share, the Shareholder should be treated as disposing of part or all of their holding of Ordinary Shares, which may give rise to a liability to CGT.

No liability to stamp duty or stamp duty reserve tax should be incurred by a holder of Ordinary Shares as a result of the proposed Share Consolidation.

3.8 **Effect on Share Plans**

In accordance with the rules of the Share Plans (excluding the Capita SIP 2017), shares and options that are subject to an award will be adjusted to take account of the Share Consolidation to the extent and in such manner as the Board or the Remuneration Committee may consider appropriate in the circumstances, subject (where required) to the requirements of the Directors' remuneration policy and relevant tax authorities. Under the Capita SIP 2017, the Share Consolidation would be considered a company reconstruction and the new shareholding (being the shareholding ratio prior to the Share Consolidation) will automatically be equated with the original shareholding prior to the Share Consolidation.

Any outstanding awards under the Share Plans that are subject to any performance conditions or performance underpins attaching to those awards will be amended to the extent and in such manner as the Remuneration Committee may consider appropriate to take account of the Share Consolidation, subject to the rules of the Share Plans. Any adjustments to performance conditions will be intended to maintain the integrity of the original performance measure and will not make the targets any less challenging to achieve than would have been the case but for the change in capital structure. Full details of the performance measures and actual performance assessed will be disclosed in the respective Directors' Remuneration Report in due course.

Holders of options or awards under the Share Plans will be contacted separately in due course with further information on how (if at all) their awards will be affected by the Share Consolidation. Any adjustments made to options or awards under the Share Plans will be consistent with the effect of the Share Consolidation on Shareholders in terms of adjusting the number of Ordinary Shares subject to the option or award (and, where applicable, the exercise price) so that the economic value for award holders will be substantially the same following the Share Consolidation.

4. ANNUAL GENERAL MEETING

The Share Premium Reduction and the Share Consolidation are conditional upon the approval of Shareholders at the Annual General Meeting (by way of special resolution for the Share Premium Reduction and by way of ordinary resolution for the Share Consolidation).

At the AGM, the Company will also propose additional resolutions to transact ordinary business (the **Ordinary Business Resolutions**), as explained in Part 4 of this document (*Explanatory Notes to the Resolutions to be Proposed at the AGM*).

Accordingly, attached to this document at Part 3 is a notice convening the Annual General Meeting which is to be held at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD at 10.30 a.m. on 28 April 2025, at which the Resolutions will be proposed. The full text of each of the Resolutions is set out in the Notice of AGM.

Shareholders may wish to vote by way of proxy in advance of the Annual General Meeting. If you have requested a hard copy of the Form of Proxy from MUFG Corporate Markets, it is important that you complete, sign and return a Form of Proxy in accordance with the instructions printed on it or vote electronically as set out in the notes to the Notice of AGM. To ensure your vote is counted, you should appoint the 'Chairman of the Annual General Meeting' as your proxy.

5. RECOMMENDATION

The Board believes that the Share Premium Reduction, the Share Consolidation and each of the Resolutions to be put to the Annual General Meeting are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of each of the Resolutions to be put to the Annual General Meeting, as each Director intends to do in respect of their own beneficial holdings of Ordinary Shares which they are able to vote.

On behalf of the Board, I would like to thank you for your continued support of the Company.

Yours faithfully,

David Lowden
Chairman

PART 2

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise.

Admission	the admission of the New Ordinary Shares to the Official List and to trading on the Main Market becoming effective
AGM or Annual General Meeting	the annual general meeting of the Company to be held at 10.30 a.m. on 28 April 2025 at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD, notice of which is set out in the Notice of AGM
Annual Report and Accounts 2024	the Company's annual report and accounts for the year ended 31 December 2024
Articles	the articles of association of the Company, as amended from time to time
Board	the board of Directors, from time to time
Business Day	a day (other than a Saturday or Sunday) on which banks are open for general business in London
Capita SIP 2017	the Capita plc Share Incentive Plan 2017
Circular	this document
Companies Act	the Companies Act 2006, as amended from time to time
Company	Capita plc, a public limited company registered and incorporated in England and Wales with registered number 02081330 and having its registered office at First Floor, 2 Kingdom Street, Paddington, London, W2 6BD
Consolidated Ordinary Share	every 15 Existing Ordinary Shares held by a Shareholder at the record time for the Share Consolidation consolidated into one new ordinary share of 31 pence
Court	the High Court of England and Wales
Court Hearing	the hearing of the Company's claim for the confirmation by the Court of the proposed Share Premium Reduction
CREST	the relevant system as defined in the Uncertificated Securities Regulations in respect of which Euroclear is operator (as defined in the Uncertificated Securities Regulations), in accordance with which securities may be held in uncertificated form
CREST Manual	the document titled "CREST Reference Manual" issued by Euroclear, as amended from time to time
Directors	the directors of the Company from time to time
Euroclear	Euroclear UK & International Limited, a private limited company incorporated in England and Wales with registered number 02878738 and having its registered office at 33 Cannon Street, London EC4M 5SB, the operator of CREST
Existing Ordinary Shares	the ordinary shares of 2 1/15 pence each in the capital of the Company, prior to the Share Consolidation
FCA	the Financial Conduct Authority of the UK or any successor body
Form of Proxy	the form of proxy for use by Shareholders in connection with the Annual General Meeting, which can be requested from MUFG Corporate Markets

Fractional Entitlement	has the meaning given in paragraph 3.3 of Part 1 (<i>Letter from the Chairman</i>)
Group	the Company and its subsidiaries
HMRC	HM Revenue & Customs
Latest Practicable Date	18 March 2025, being the latest practicable date prior to publication of this Circular
London Stock Exchange or LSE	London Stock Exchange plc
LSE Closing Price	the closing, middle market quotation of an Existing Ordinary Share, as published on the Daily Official List
Main Market	the London Stock Exchange's Main Market for listed securities
New Ordinary Shares	the ordinary shares of 31 pence each in the capital of the Company arising as a result of the Share Consolidation
Notice of AGM	the notice of the Annual General Meeting, as set out in Part 3 of this Circular
Official List	the Official List of the FCA
Ordinary Business Resolutions	the ordinary and special resolutions of the Company (excluding the Share Premium Reduction Resolution and the Share Consolidation Resolution) proposed to be passed by the Shareholders at the AGM, as set out in Part 3 of this Circular
Ordinary Shares	at any time prior to the Share Consolidation, the Existing Ordinary Shares; and at any time after the Share Consolidation the New Ordinary Shares
£ or pence	the lawful currency of the UK
Registrar or MUFG Corporate Markets	MUFG Corporate Markets Trustees (UK) Limited, registered and incorporated in England and Wales with registered number 02729260 and having its registered office at Central Square, 29 Wellington Street, Leeds, LS1 4DL
Regulatory Information Service	the regulatory information service provided by the London Stock Exchange plc
Remuneration Committee	the Remuneration Committee of the Company
Resolutions	the Share Premium Reduction Resolution, the Share Consolidation Resolution and the Ordinary Business Resolutions to be proposed at the AGM, as set out in Part 3 of this Circular
Share Consolidation	has the meaning given to it in section 1 of Part 1 (<i>Letter from the Chairman</i>)
Share Consolidation Resolution	the ordinary resolution of the Company proposed to be passed by the Shareholders at the AGM as set out in the Notice of AGM
Shareholder	holders of Ordinary Shares (other than treasury shares) on the Share Register from time to time
Share Plans	The Capita Executive Plan 2021, the Capita plc Deferred Bonus Plan 2017, the Capita Long-Term Incentive Plan and the Capita plc International Share Plan and the Capita SIP 2017
Share Premium Reduction	has the meaning given to it in section 1 of Part 1 (<i>Letter from the Chairman</i>)
Share Premium Reduction Resolution	the special resolution of the Company to approve the Share Premium Reduction proposed to be passed by the Shareholders at the AGM as set out in the Notice of AGM

**Uncertificated Securities
Regulations**

any provision of the Companies Act relating to uncertificated shares (including the holding, evidencing of title to, or transfer of uncertificated shares) and any legislation, rules or other arrangements made under or by virtue of such provision, including without limitation the Uncertificated Securities Regulations 2001, as amended from time to time

Voting Record Date

6.00 p.m. on 24 April 2025, being the time for determining entitlement to attend and vote at the AGM

PART 3

NOTICE OF ANNUAL GENERAL MEETING

CAPITA PLC

(Incorporated and registered in England and Wales with registered number 02081330)

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting of Capita plc (the **Company**) will be held at 10.30 a.m. on 28 April 2025 at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD to transact the business set out below.

Resolutions 1 to 14 (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 15 to 18 (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.

All business at the AGM is ordinary business except for Resolutions 13 and 18 which are special business.

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 2024.
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 2024.
3. To re-elect David Lowden as a Director.
4. To re-elect Adolfo Hernandez as a Director.
5. To re-elect Georgina Harvey as a Director.
6. To re-elect Nneka Abulokwe as a Director.
7. To re-elect Neelam Dhawan as a Director.
8. To re-elect Brian McArthur-Muscroft as a Director.
9. To elect Pablo Andres as a Director.
10. To elect Jack Clarke as a Director.
11. To reappoint KPMG LLP as Auditor of the Company.
12. To authorise the Audit and Risk Committee to determine the Auditor's remuneration.

Share Consolidation Resolution

13. THAT
 - (i) subject to and conditional on Admission becoming effective, each ordinary share of 2 1/15 pence in the capital of the Company (each an **Existing Ordinary Share**) in issue be consolidated on the basis that every 15 Existing Ordinary Shares held by a Shareholder at the record time for the Share Consolidation shall be consolidated into one new ordinary share of 31 pence (a **New Ordinary Share**), provided that, where such consolidation (the **Share Consolidation**) results in any Shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other Shareholders may be entitled; and
 - (ii) each and any of the Directors be and is hereby authorised to, in accordance with article 8(B) of the Company's Articles, to deal with such fractions as it shall decide, to sell (or appoint any other person to sell), on behalf of all the relevant Shareholders, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to

any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant Shareholders entitled thereto (save that any fraction of a penny shall be rounded up or down in accordance with the usual practice of the Registrar and save that the proceeds of any Fractional Entitlement of less than £5.00 will be donated by the Company to a charity of the Company's choosing; any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant Shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of such shares.

Authority to allot shares

14. 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 £11,719,880 provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2026 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

15. THAT, subject to the passing of Resolution 14 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 14 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 £1,757,982,

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 2026 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.

16. 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.
17. 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:
 - (i) in the event that Resolution 13 above is passed and implemented 11,341,800; or
 - (ii) in the event that Resolution 13 above is not passed and implemented 170,127,300;
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value (being 31 pence in the event that Resolution 13 above is passed and implemented or 2 1/15 pence in the event that Resolution 13 above is not passed and implemented);
 - (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 2026 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.

Share Premium Reduction Resolution

18. THAT,
 - (i) subject to the sanction of the High Court of Justice in England and Wales (the **Court**), the amount standing to the credit of the share premium account of the Company, as at the date an order is made confirming such cancellation by the Court, be cancelled, and
 - (ii) the amount of the share premium account so cancelled be credited to a reserve of the Company.

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

Registered in England No: 2081330

By Order of the Board

Claire Denton
Chief General Counsel & Company Secretary
Dated: 24 March 2025

Notes:

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 him/her, as his/her proxy to exercise all or any of his/her 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 Registrar.
- (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. 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 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, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by 10.30 a.m. on Thursday 24 April 2025 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. Your proxy must be lodged by 10.30 a.m. on Thursday 24 April 2025 in order to be considered valid. Before you can appoint a proxy via this process you must agree 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.

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 him/her 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, he/she 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 2025 (being the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 1,701,273,523 ordinary shares of 2 1/15 pence each, carrying one vote each – there are no shares held in Treasury; and (ii) the total voting rights in the Company were 1,701,273,523.

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 24 April 2025 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/agm-questions. This facility will be available until 10.30 a.m. on Thursday 24 April 2025.

Where questions are submitted, the Chairman 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.
- (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 10.30 a.m. on Thursday 24 April 2025 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.

PART 4

EXPLANATORY NOTES TO THE RESOLUTIONS TO BE PROPOSED AT THE AGM

1. RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS 2024

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 2024 and the Company proposes a Resolution on their adoption. The Annual Report and Accounts 2024 are available to download at www.capita.com/about-capita/results-reports-and-presentations and, if you have elected to receive a hard copy, will be sent to you separately.

2. RESOLUTION 2 – APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

In accordance with the Companies Act, shareholders are invited to approve the Directors' remuneration report for the financial year ended 31 December 2024. The Directors' remuneration report is set out on pages 108 to 126 of the Annual Report and Accounts 2024. For the purposes of this Resolution, the Directors' remuneration report does not include the Directors' remuneration policy which is set out on pages 113 to 117 of the Annual Report and Accounts 2024. 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 10 – ELECTION AND RE-ELECTION OF DIRECTORS

Resolutions 3 to 10 relate to the retirement and election or re-election of the Directors. The Company's articles of association require a Director who was appointed as such by the Board during the year to retire at the Annual General Meeting next following his or her appointment. Pablo Andres and Jack Clarke have been appointed as Directors by the Board since the date of the Company's last Annual General Meeting. Consequently, they will retire from office at the Annual General Meeting and intend to stand for election by Shareholders for the first time.

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

4. RESOLUTIONS 11 AND 12 – 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 11 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2025. Separately, Resolution 12 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 13 – SHARE CONSOLIDATION RESOLUTION

Please see the explanation on page 6 of this document.

6. RESOLUTION 14 – 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 £11,719,880. This represents approximately 33% of the total ordinary share capital in issue (excluding treasury shares) as at 18 March 2025, (being the latest practicable date prior to the publication of this document).

The renewed authority will remain in force until 30 June 2026 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 18 March 2025 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.

7. RESOLUTION 15 – DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHT

Resolution 15 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 out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

Accordingly, the purpose of Resolution 15 is to authorise the Directors to allot new shares (and other equity securities) pursuant to the allotment authority given by Resolution 14, for cash up to a nominal amount of £1,757,982, without the shares first being offered to existing shareholders in proportion to their existing holdings. These amounts respectively represent approximately 5% of the Company's issued ordinary share capital as at 18 March 2025 (being the latest practicable date prior to the publication of this document).

The Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles and note that the authority given under Resolution 15 falls well within the Pre-Emption Group's recommendations.

The authority sought under Resolution 15 will remain in force until 30 June 2026 or, if earlier, the conclusion of the Company's next Annual General Meeting.

8. RESOLUTION 16 – 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 16, 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.

9. RESOLUTION 17 – AUTHORITY TO MAKE MARKET PURCHASES OF ORDINARY SHARES

Resolution 17, 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.

The authority limits the number of ordinary shares that could be purchased to a maximum of:

- (if the Share Consolidation Resolution is passed and implemented) 11,341,800 shares or
- (if the Share Consolidation Resolution is not passed and implemented) 170,127,300 shares.

These amounts respectively represent approximately 10% of the Company's (i) ordinary share capital expected to be in issue following the Share Consolidation if the Share Consolidation Resolution is passed and implemented; and (ii) issued ordinary share capital as at 18 March 2025 (being the latest practicable date prior to the publication of this document) if the Share Consolidation Resolution is not passed and implemented. 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 2026 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 2025 was 56,864,322 which represents approximately 3.3% of the issued share capital of the Company and would represent approximately 3.0% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by Resolution 17, were exercised. As at 18 March 2025, 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.

10. RESOLUTION 18 – SHARE PREMIUM REDUCTION RESOLUTION

Please see the explanation on page 5 of this document.

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

David Lowden

Chairman

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

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 Chairman, he ensures that the Board provides the necessary support and challenge to executive management and that the highest standards of corporate governance are maintained.

Adolfo Hernandez

Chief Executive Officer

Appointed: January 2024

Key skills and experience: Adolfo has c.30 years’ experience in the technology sector, achieving an excellent record in accelerating revenue growth driven by digital services. He brings extensive experience in managing global professional services and integration businesses and has collaborated with systems integrators and business process outsourcing firms to drive their digital transformation and migration to the cloud. 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. Formerly, he successfully led the technological transformation of SDL plc, a leading business services company which is now part of RWS Group. Former positions included: 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 to achieving long-term success through his expertise in technology and Generative AI (Gen AI). His leadership has integrated Gen AI solutions for our customers to streamline processes, reduce costs, and enhance customer experiences. By partnering with technology hyperscalers like Microsoft and AWS, Adolfo is ensuring that Capita remains at the forefront of innovation. His strategic focus on Gen AI is optimising Capita’s operations and delivering impactful client solutions.

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 Andres's extensive financial and strategic experience and leadership have been crucial in enhancing the Group's financial function, controls, and risk management processes. Pablo's strategic focus on cost savings and operational efficiencies has, and is, delivering significant results. He has played a pivotal role in the streamlining of Capita's structures and optimising processes, and he has ensured that Capita remains competitive and financially robust. Pablo provides strong support to Adolfo making him a key architect of the Company's ongoing evolution and strategic achievements.

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 non-executive 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 16 January 2025, when she resigned following the completion of the takeover of Britvic by Carlsberg A/S.

Other current appointments: Non-Executive 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.

Nneka Abulokwe OBE

Independent Non-Executive Director

Appointed: February 2022

Key skills and experience: Nneka has extensive experience of delivering IT and outsourcing services for governments and private institutions globally. Over her c.25years' corporate career, she held senior positions with Logica (now CGI), Atos and Sopra Steria, before founding MicroMax Consulting. 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. Nneka was awarded Officer of the Order of the British Empire (OBE) in 2019 for services to business.

Other current appointments: Non-Executive Director and Chair, Responsible Business Committee at Davies Group; Director of MicroMax Consulting; Board of Visitors Ashmolean Museum, University of Oxford; International Advisory Board member, Cranfield School of Management.

Contribution to long-term success: Nneka brings to the Board significant expertise in digital innovation and entrepreneurial growth, governance, including diversity and inclusion, which are very significant to the Group and the delivery of Capita's strategy.

Jack Clarke

Independent Non-Executive Director

Appointed: October 2024

Key skills and experience: Jack has extensive experience of contracting businesses. He was the Chief Financial Officer of Essentra plc, a FTSE-250 global manufacturer and provider of essential components and solutions from May 2022 to 31 December 2024, when he retired as a director.

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: None

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 of Chair of the Audit and Risk Committee he brings oversight, challenge and transparency.

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 a director of Skylo Technologies Inc. and a member of the Koninklijke Philips NV Supervisory Board. Neelam stepped down as a Non-Executive Director of Yatra Online Inc. in January 2025.

Other current appointments: Non-Executive Board Member of ICICI Bank Limited, Hindustan Unilever Limited and Tech Mahindra 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.

Brian McArthur-Muscroft

Independent Non-Executive Director

Appointed: June 2022

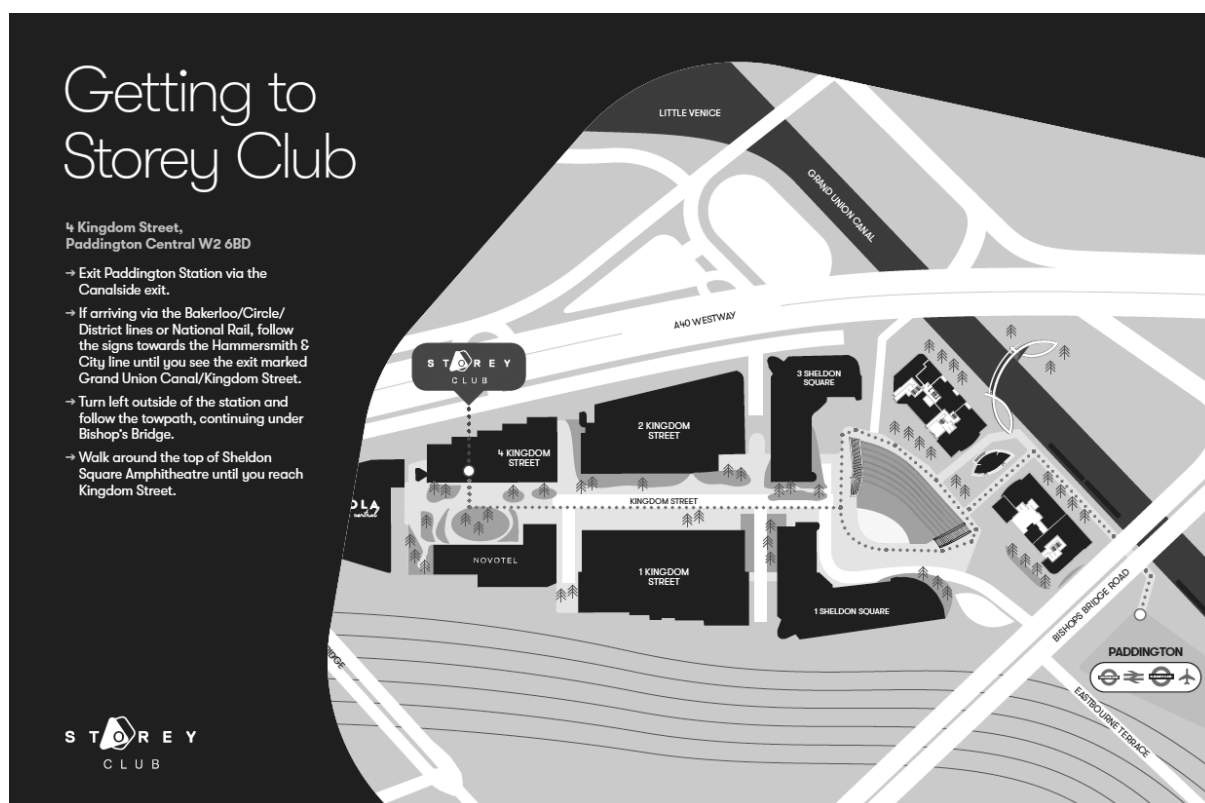
Key skills and experience: Brian was formerly the Group Chief Financial Officer for Qontigo, a financial intelligence and investment management business. Prior to this he was the Group Chief Financial Officer for Micro Focus International plc, a FTSE 100 global infrastructure software company. Former roles include CFO at Paysafe Group plc, leading the business to a FTSE 250 listing on the LSE Main Market in December 2016. Before Paysafe, Brian was Group FD at Telecity Group plc. Brian was chosen as Business Week's Finance Director of the Year in 2017 and 2013 and ICAEW's FTSE 250 Finance Director of the Year in 2021. Also a restructuring specialist, Brian was the interim CFO on the successful turnaround of MCI Worldcom EMEA. Prior to joining Capita, Brian was a Non-Executive Director at Robert Walters plc. Brian holds a law degree and qualified as a chartered accountant with PricewaterhouseCoopers in London.

Other current appointments: Brian is the Group CFO at IQ-EQ, a Global Investor Services company operating in 25 locations worldwide.

Contribution to long-term success: Brian is an esteemed professional in his field and was chosen as Business Week's Finance Director of the Year in 2017 and 2013 and ICAEW's FTSE 250 Finance Director of the Year in 2021. His significant and relevant financial experience is invaluable to the Board and the Company.

APPENDIX 2 – ATTENDING THE ANNUAL GENERAL MEETING

Location



Identification and security

Please bring an official photo ID (for example, a driving licence, passport or other national identity card) with you as you may 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.

