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FOR IMMEDIATE RELEASE

25 May 2018

## **Capita plc**

### **Results of Rights Issue**

Capita plc ("Capita" or the "Company") is pleased to announce that the 3 for 2 Rights Issue of 1,001,032,281 New Shares at 70 pence per New Share announced on 23 April 2018 closed for acceptances at 11.00 a.m. (London time) on 24 May 2018. The Company received valid acceptances in respect of 973,496,670 New Shares, representing approximately 97.25 per cent. of the total number of New Shares to be issued pursuant to the fully underwritten Rights Issue.

It is expected that the New Shares in uncertificated form will be credited to CREST accounts as soon as practicable after 8.00 a.m. on 25 May 2018 and that definitive share certificates in respect of New Shares in certificated form will be dispatched to Shareholders no later than 4 June 2018.

It is expected that the New Shares will commence trading, fully paid, on the London Stock Exchange plc's main market for listed securities on 25 May 2018.

In accordance with their obligations as Joint Global Co-ordinators and Joint Bookrunners in respect of the Rights Issue pursuant to the Underwriting Agreement, Citigroup Global Markets Limited and Goldman Sachs International, acting as Joint Global Co-ordinators, will endeavour to procure subscribers for the remaining 27,535,611 New Shares not validly taken up in the Rights Issue, failing which the Joint Global Co-ordinators, Barclays Bank PLC and Banco Santander, S.A., (together, the "Joint Bookrunners") have agreed to acquire, on a several basis, any remaining New Shares.

The net proceeds from the placing of such New Shares (after deduction of the offer price of 70 pence per New Share and the expenses of procuring subscribers, including any applicable commissions and amounts in respect of VAT), if any, will be paid (without interest) to those persons whose rights have lapsed in accordance with the terms of the Rights Issue, pro rata to their lapsed provisional allotments, save that individual amounts of less than £5 will not be paid to such persons but will be donated to charity.

A further announcement as to the number of New Ordinary Shares for which subscribers have been procured will be made in due course.

The defined terms set out in the Prospectus apply in this announcement.

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A copy of the Prospectus will be available from the registered office of Capita and on Capita's website at [www.capita.com/investors](http://www.capita.com/investors) provided that the Prospectus will not, subject to certain exceptions, be available (whether through the website or otherwise) to Shareholders in the Restricted Territories or the United States.

Neither the content of Capita's website (or any other website) nor any website accessible by hyperlinks on Capita's website (or any other website) is incorporated in, or forms part of, this announcement.

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The Shares may not be offered or sold in the United States absent registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

The distribution of this announcement and/or the Prospectus and/or the Provisional Allotment Letter and/or the transfer of the New Shares into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement and/or the Prospectus and/or the Provisional Allotment Letter comes 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 such jurisdiction.

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No action has been taken by the Company, Citi, Goldman Sachs, Barclays or Santander that would permit an offering of the Nil Paid Rights, the Fully Paid Rights or the New Shares, or possession or distribution of this announcement, the Prospectus, the Provisional Allotment Letter or any other offering or publicity material relating to the Nil Paid Rights, the Fully Paid Rights or the New Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company, Citi, Goldman Sachs, Barclays and Santander to inform themselves about, and to observe, such restrictions.

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, the Fully Paid Rights and the New Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, the Fully Paid Rights and/or the New Shares may decline and investors could lose all or part of their investment; the Nil Paid Rights, the Fully Paid Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, the Fully Paid Rights and/or the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Nil Paid Rights, the Fully Paid Rights and/or the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, the Fully Paid Rights and/or the New Shares and determining appropriate distribution channels.