

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 effected.

Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of Capita plc (the 'Company') will be held at Deutsche Bank, 1 Great Winchester Street, London EC2N 2DB, on Tuesday 10 May 2016 at 11.00am to transact the business set out below. Resolutions 1 to 16 will be proposed as ordinary resolutions and resolutions 17 to 19 will be proposed as special resolutions:

1. To receive the financial statements and the reports of the Directors and the Auditor for the year ended 31 December 2015.
2. To approve the Directors' remuneration report, (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2015.
3. To declare a final dividend for the year ended 31 December 2015 of 21.2p per share.
4. To re-elect Martin Bolland as a Director.
5. To re-elect Andy Parker as a Director.
6. To re-elect Nick Greatorex as a Director.
7. To re-elect Maggi Bell as a Director.
8. To re-elect Vic Gysin as a Director.
9. To re-elect Dawn Marriott-Sims as a Director.
10. To re-elect Gillian Sheldon as a Director.
11. To re-elect Paul Bowtell as a Director.
12. To re-elect Andrew Williams as a Director.
13. To elect John Cresswell as a Director.
14. To re-appoint KPMG LLP as Auditor of the Company.
15. To authorise the Audit and Risk Committee to fix the Auditor's remuneration.
16. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ('Allotment Rights'), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £4,538,214;
 - (b) this authority shall expire on 30 June 2017 or, if earlier, on the conclusion of the Company's next Annual General Meeting;
 - (c) 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
 - (d) 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.

17. That the Directors are empowered pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities for cash, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 16 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
- (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares 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 or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
 - (b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £1,385,159.
- and shall expire when the authority conferred on the Directors by resolution 16 in the notice of this meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.
18. 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.
19. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of the Company provided that:
- (a) the maximum aggregate number of such shares that may be acquired under this authority is 66,531,995;
 - (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
 - (c) the maximum price (exclusive of expenses) which may be paid for such a share is the maximum price permitted under the Financial Conduct Authority's listing rules or, in the case of a tender offer (as referred to in those rules), 5% above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the terms of the tender offer are announced;
 - (d) this authority shall expire on 30 June 2017, 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.

Registered Office:

71 Victoria Street

Westminster

London

SW1H 0XA

Registered in England No: 2081330

By Order of the Board

Francesca Todd

Company Secretary

Dated: 4 March 2016

Notes to the Notice of Annual General Meeting

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 proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting.
2. The right of a member of the Company to vote 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 6.00pm on Friday 6 May 2016 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
3. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative 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. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Hard copy forms for the appointment of a proxy are available on request from Capita Asset Services on 0871 664 0300 or +44 20 8639 3399 from overseas. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales. 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 Capita Asset Services, Proxy Department at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 11.00am on Friday 6 May 2016. Alternatively, 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. Members who hold their shares in uncertificated form may also use 'the CREST voting service' to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should they so wish.
4. 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.
5. As at 4 March 2016 (the latest practicable date prior to the printing of this document) (i) the company's issued share capital consisted of 670,130,205 ordinary shares (ii) the total voting rights in the Company were 665,319,953, carrying one vote each and (iii) 4,810,252 shares were held in Treasury.
6. 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. 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/shareholders. A member may not use any 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 in relation to the meeting other than as expressly stated in it.
7. It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company's latest audited accounts. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its Auditor by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.

8. CREST members who wish to appoint one or more proxies through the CREST system may do so 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. 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 & Ireland 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 Capita Asset Services (ID RA10), as the Company's 'issuer's agent', by 11.00am on Friday 6 May 2016. 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. 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.
9. 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.
10. In accordance with the Company's established practice, all resolutions will be taken on a poll so as to record accurately the decision of all members based on their shareholding interests in the Company.

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

(1) Resolution 1 – Financial statements and reports 2015

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 2016 AGM are for the financial year ending 31 December 2015, and in accordance with the UK Corporate Governance Code, the Company proposes a resolution on its financial statements and reports.

(2) Resolution 2 – Directors' remuneration report

The Company is required by law to prepare a Directors' remuneration report for each relevant financial year and to seek shareholder approval for that report at the general meeting before which its annual financial statements and reports are laid.

Accordingly, shareholders are invited to vote on the Directors' remuneration report for the financial year ended 31 December 2015. In accordance with the Companies Act 2006, the shareholders approved the Directors' Remuneration Policy at the Company's AGM held on 12 May 2014 and the approved policy took effect immediately following that AGM. The Company is only required to put its Directors' Remuneration Policy back to shareholders for approval every three years (unless the Company wishes to change the approved policy or otherwise fails to obtain shareholder approval of any subsequent Directors' remuneration report). The Company does not intend to amend the Directors' Remuneration Policy approved by shareholders and, accordingly, approval is not sought for the part of the Directors' remuneration report that relates to the Directors' Remuneration Policy.

The Directors' remuneration report is set out in full on pages 88 to 104 of the Annual Report and Accounts 2015. The Directors' Remuneration Policy is included for information purposes and is set out on pages 90 to 93.

The vote on resolution 2 is advisory only and the Directors' entitlement to remuneration is not conditional on this resolution being passed.

(3) Resolution 3 – Declaration of final dividend

The payment of a final dividend requires the approval of shareholders at a general meeting. The Directors recommend a final dividend in respect of 2015 of 21.2p per ordinary share. Subject to approval of this resolution by the shareholders, the final dividend will be paid on 31 May 2016 to ordinary shareholders who are on the register of members by close of business on 22 April 2016 in respect of each ordinary share.

(4) Resolutions 4 to 13 – Election/re-election of Directors

In accordance with the UK Corporate Governance Code, all Directors shall retire from office at the AGM. John Cresswell, who was appointed as a Director by the Board since the date of the last AGM, offers himself for election by the shareholders for the first time this year. All other Directors offer themselves for re-election at the AGM. Martin Bolland has indicated to the Board that he intends to stand down by 31 December 2016, or on the earlier appointment of a successor. Each of Resolutions 4 to 13 shall be proposed as an ordinary resolution.

Brief biographical details of all of the Directors seeking election or re-election can be found at Appendix 1 to this Notice. All were subject to appraisal by the other Board members prior to being put forward for election or re-election (as applicable) by shareholders. The Board has concluded that all of the Directors continue to be effective, showing commitment to their roles, and making the necessary time available for Board and Committee meetings and other duties as required. An external Board Evaluation was undertaken in 2015 and is detailed in full in the Annual Report and Accounts.

(5) Resolutions 14 and 15 – 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. Resolution 14 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2016. As a separate resolution, resolution 15 authorises the Audit and Risk Committee to determine the Auditor's remuneration.

The Company's audit services were last subject to a tender process in 2010 at which time KPMG Audit Plc, subsequently KPMG LLP, replaced Ernst & Young LLP as the Group's Auditor. The lead audit partner is rotated on a five-yearly basis. There are no contractual obligations which restrict the Committee's choice of auditor.

The Code states that FTSE 350 companies should tender the provision of audit services at least every 10 years or explain their approach, if different. This requirement is kept under review by the Committee. The complex nature and continued growth of the Group requires that a knowledge base is built up year on year by the incumbent to ensure that the external audit is conducted with a proper understanding of the Group's operations and the nature of the risks that it faces – this is an important factor in ensuring audit quality. It is not envisaged that the tender will be undertaken prior to the completion of ten years.

(6) Resolution 16 – 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 £4,538,214. This represents approximately 33% of the total ordinary share capital in issue (excluding treasury shares) as at 4 March 2016 (being the latest practicable date prior to the publication of this document). The renewed authority will remain in force until 30 June 2017 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 4 March 2016, the Company held 4,810,252 treasury shares, being approximately 0.72% of the total ordinary share capital in issue (exclusive of 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 17 – Disapplication of statutory pre-emption rights

Resolution 17 is a special resolution which, if passed by shareholders, will enable the Directors to allot equity securities (such as ordinary shares) in the Company, or to sell any shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings.

In previous years, the Directors have sought, and been granted, power to allot equity securities for cash free from pre-emption rights (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal amount representing approximately 5% of the Company's issued share capital. Such power has given the Directors the ability to allot equity securities for cash non-pre-emptively in any circumstances. The limitation of the disapplication power to a maximum of 5% of the Company's issued ordinary share capital accorded with best practice as set out in The Pre-Emption Group's Statement of Principles on the disapplication of pre-emption rights (July 2008).

In March 2015, The Pre-Emption Group published a revision of its Statement of Principles. In addition to restating the existing 5% disapplication limit, the 2015 Statement of Principles introduced greater flexibility for companies to undertake non-pre-emptive issues for cash in connection with acquisitions and specified capital investments. This relaxation is intended to allow companies the opportunity to finance expansion opportunities as and when they arise. Accordingly, the 2015 Statement of Principles provides that a company may now seek power to issue on a non-pre-emptive basis for cash equity securities representing (i) no more than 5% of the company's issued ordinary share capital in any one year; and (ii) no more than an additional 5% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

The 2015 Statement of Principles defines a "specified capital investment" as "one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return." Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term "specified capital investment".

Accordingly, this year, in line with the 2015 Statement of Principles (which have been endorsed by the Investment Association), the Directors are seeking power to allot equity securities for cash (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal amount of £1,385,159, representing approximately 10% of the Company's issued ordinary share capital as at 4 March 2016 (being the latest practicable date prior to publication of this document). Whilst the Directors may use up to one half of this amount to issue equity securities for cash non-pre-emptively in any circumstances, they confirm their intention to use the other half only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Directors also confirm their intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. Those Principles provide that a company should not issue equity securities for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any equity securities issued pursuant to a specific disapplication of pre-emption rights and any equity securities issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

(8) Resolution 18 – 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 is currently able to call general meetings (other than an AGM) 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 18, 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 19 – Authority to make market purchases of ordinary shares

Resolution 19, 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 66,531,995 which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 4 March 2016 (being the latest practicable date prior to the 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 2017 or, if earlier, until 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 4 March 2016 was 11,977,153 which represents 1.80% of the issued share capital of the Company (excluding treasury shares), and would represent 2.0% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by resolution 19, were exercised. As at 4 March 2016, the Company held 4,810,252 treasury shares, being approximately 0.72% of the total ordinary share capital in issue (excluding 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 AGM 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 unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings (save in respect of the resolutions relating to their own election or re-election as Directors).

APPENDIX 1

Directors' Biographies

Martin Bolland

Non-Executive Chairman

Date appointed to Board: March 2008 (Chairman from 1 January 2010)

Independent: Yes, on appointment.

Key skills and experience:

Chartered Accountant;

BA from Cambridge;

Previously senior operational positions within Lonrho Group and founding partner at Alchemy Partners.

Other current appointments:

Senior Adviser to Alchemy Partners;

Chairman of MXC Capital Advisory Board.

Committee memberships:

Nomination (Chair).

Gillian Sheldon

Senior Independent Director

Date appointed to Board: September 2012 (appointed Senior Independent Director on 1 January 2013)

Independent: Yes.

Key skills and experience:

Substantial experience of advising boards across a wide range of complex situations and transactions;

Worked for seven years at NM Rothschild & Sons.

Other current appointments:

Senior banker at Credit Suisse;

Trustee of BBC Children in Need.

Committee memberships:

Audit and Risk;

Nomination;

Remuneration.

Paul Bowtell

Non-Executive Director

Date appointed to Board: June 2010

Independent: Yes.

Key skills and experience:

Chartered Accountant;

Extensive experience across the UK retail sector;

Significant financial and commercial knowledge;

Previously on the Board of Tui Travel PLC as Chief Financial Officer and also on the Board of First Choice Holidays PLC and STthree PLC. Other senior positions held with British Gas, WHSmith and Forte.

Other current appointments:

Chief Financial Officer of Gala Coral Group and will be the CFO of Ladbrokes Coral Plc following the merger in 2016.

Committee memberships:

Audit and Risk (Chair);

Nomination;

Remuneration.

Andrew Williams

Non-Executive Director

Date appointed to Board: January 2015

Independent: Yes.

Key skills and experience:

Chartered Engineer;

Chief Executive of a FTSE 250 company, and a number of senior management positions within the organisation prior to appointment.

Other current appointments:

Chief Executive of Halma plc since 2005.

Committee memberships:

Audit and Risk;

Nomination;

Remuneration.

John Cresswell**Non-Executive Director**

Date appointed to Board: November 2015

Independent: Yes.

Key skills and experience:

Chartered Accountant;

Substantial board level and commercial experience;

Extensive knowledge and experience of the TMT Sector.

Other current appointments: None.

Committee memberships:

Audit and Risk;

Nomination;

Remuneration (Chairman).

Andy Parker**Chief Executive**

Joined Capita: 2001

Date appointed to Board: January 2011

Board responsibilities:

Managing and developing Capita's business to achieve the Company's strategic objectives.

Additional Group responsibilities:

Group charitable approach.

Previous experience in Capita:

Deputy Chief Executive (June 2013–March 2014);

Joint Chief Operating Officer (2011–2013)

overseeing non-financial services operations;

Divisional Director for Capita's ICT, Health and

Business Services Division;

Senior Divisional Finance Director.

Other current appointments: None.

Nick Greatorex**Group Finance Director (from 1 March 2015)**

Joined Capita: 2006

Date appointed to Board: March 2015

Board responsibilities:

Overall control and responsibility for all financial aspects of the business's strategy.

Additional Group responsibilities:

Property, Environment, Health and safety,

Legal and commercial relationships,

and supplier relationships;

Trustee of the Capita Pension and Life

Assurance Scheme.

Previous experience in Capita:

Executive Director for Life & Pensions, Insurance & Benefits Services;

Commercial director on major bids

and contract implementations.

Other current appointments: None.

Maggi Bell**Business Development Director**

Joined Capita: 1999

Date appointed to Board: August 2008

Board responsibilities:

Head of Group sales and marketing, driving forward business development across the Group.

Additional Group responsibilities:

Community, third sector and SME engagement.

Previous experience in Capita:

Divisional director, Corporate Services and

Business Services divisions;

Management of Capita's recruitment businesses.

Other current appointments: None.

Vic Gysin

Joint Chief Operating Officer (COO)

Joined Capita: 2002

Date appointed to Board: January 2011

Board responsibilities:

Shares joint responsibility for Capita's operating divisions.

Additional Group responsibilities:

Joint responsibility for clients and employees.

Previous experience in Capita:

Executive director for Insurance and Investor Services and Integrated Services Divisions; Successful implementation and delivery of a number of key contracts.

Other current appointments: None.

Dawn Marriott-Sims

Joint Chief Operating Officer (COO)

Joined Capita: 2000

Date appointed to Board: January 2014

Board responsibilities:

Shares joint responsibility for Capita's operating divisions.

Additional Group responsibilities:

Joint responsibility for clients and employees; Group IT, Group HR & Talent.

Previous experience in Capita:

Executive director of Workplace Services Division; Managing director of Capita's Resourcing and Learning & Development businesses.

Other current appointments:

Non-Executive director for the Institute of Collaborative Working.

