

8 November 2022

**Capita plc (the 'Company')**

**Update Statement following 2022 AGM Voting outcome**

In accordance with the requirements of Provision 4 of the UK Corporate Governance Code (2018), Capita is providing this update following significant votes (defined as above 20%) against the resolution for the re-election of Lyndsay Browne as a Director at its annual general meeting ('AGM') held on 10 May 2022. Lyndsay received c.70% of votes in favour of her re-election

As advised on 10 May 2022, the Board is proud to have been the first FTSE250 Company since the late 1980s to have appointed Employee Directors.

Lyndsay was appointed an Employee Director in July 2019. Lyndsay was a member of the Remuneration Committee and as an Employee Director was not considered independent. Lyndsay resigned on 30 June 2022, following the end of her 3-year tenure.

Following the AGM, the Board contacted shareholders who had voted against Lyndsay's re-election to understand and address their concerns.

In addition, following the establishment of a Board ESG Committee in June 2022, the Board reviewed the membership of all Committees, to ensure that each Committee has the appropriate skillset, balance of experience and diversity and that all members have sufficient time available to devote to the Committees of which they are members.

Recognising the above and shareholders' views with regards to independence, Janine Goodchild who was appointed as an Employee Director on 1 July 2022 was not appointed as a member of the Remuneration Committee. However, the Board continues to believe in the importance of bringing the contributions of its Employee Directors into Committee meetings and considers that the value of the employee perspective brought by Lyndsay was of considerable value to this Committee. Consequently, Janine may be invited at the discretion of the Remuneration Committee chair to attend meetings and contribute to discussions.