

# Notice of Annual General Meeting

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

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

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

### Covid-19 and arrangements for the Annual General Meeting

The Annual General Meeting is a key event in the Company's corporate calendar as it provides an important opportunity for the Company to engage with its shareholders. The Board is looking forward to welcoming shareholders to this year's Annual General Meeting which shareholders will be able to attend physically at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Tuesday 10 May 2022 at 11.00am. Given the ongoing Covid-19 pandemic, we understand that many shareholders may not wish to attend the Annual General Meeting physically. Consequently, the Annual General Meeting will be held as a combined physical and electronic meeting to enable the Company's shareholders to participate in and attend the Annual General Meeting in a safe manner and in accordance with the Company's articles of association.

Shareholders who wish to attend the Annual General Meeting electronically can do so by accessing the Annual General Meeting website: <https://web.lumiagm.com/181-342-038>. Full details of how to participate electronically in the Annual General Meeting are set out in Appendix 2. Shareholders who wish to physically attend the Annual General Meeting should refer to the instructions set out in Appendix 3.

If the UK Government reintroduces restrictions on public gatherings before the date of the Annual General Meeting, the Company may be required to revise these arrangements, including by limiting physical attendance at the Annual General Meeting. In such circumstances, the Company will make an announcement setting out the revised arrangements. Shareholders should therefore monitor the Company's website and regulatory news announcements for any Annual General Meeting updates.

Whether or not you intend to attend the Annual General Meeting physically or electronically, you are encouraged to appoint a proxy to cast your votes on all resolutions as soon as possible in the manner set out on page 3 below.

An online facility for shareholders to ask questions relating to the business of the meeting is available at [www.capita.com/agm-questions](http://www.capita.com/agm-questions). This facility will be available until 11.00am on Friday 6 May 2022. Questions can also be asked during the meeting either in person or via the Lumi AGM platform. Please see Appendix 2 for further details on how to join the meeting electronically, vote and ask questions.

### Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Capita plc (the 'Company') will be held at the offices of Linklaters LLP, One Silk Street, London, EC2Y 8HQ on Tuesday 10 May 2022 at 11.00am to transact the business set out below.

A member may appoint a proxy by following the instructions for the electronic appointment of a proxy at [www.capitashares.co.uk](http://www.capitashares.co.uk). The appointment of a proxy will not prevent members from attending the Annual General Meeting, either physically or electronically, and voting themselves should they wish to do so.

Resolutions 1 to 15 (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 16 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.

### 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 2021.
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 2021.
3. To re-elect Jonathan Lewis as a Director.
4. To elect Tim Weller as a Director.
5. To re-elect David Lowden as a Director.
6. To re-elect Matthew Lester as a Director.
7. To re-elect Georgina Harvey as a Director.
8. To re-elect John Cresswell as a Director.
9. To elect Nneka Abulokwe as a Director.
10. To re-elect Neelam Dhawan as a Director.
11. To re-elect Lyndsay Browne as a Director.
12. To re-elect Joseph Murphy as a Director.
13. To re-appoint KPMG LLP as Auditor of the Company.
14. To authorise the Audit and Risk Committee to fix the Auditor's remuneration.

### Authority to allot shares

15. 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 £11,602,773, provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2023 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

16. THAT, subject to the passing of Resolution 15 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 15 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 £1,740,416

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 2023 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 or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange.

- 17. 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.
- 18. 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 168,427,352;
  - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value (being 2<sup>1</sup>/<sub>15</sub> pence);
  - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be an amount equal to the higher of (i) 5% above the average of the closing price of the ordinary shares as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased or (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the market purchase by the Company pursuant to the authority conferred by this Resolution will be carried out;
  - (d) this authority shall expire at the close of business on 30 June 2023 or, if earlier, on the conclusion of the Company's next Annual General Meeting; and
  - (e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

Registered Office:  
65 Gresham Street  
London  
EC2V 7NQ

Registered in England No: 2081330

By Order of the Board

**Claire Denton**  
Chief General Counsel & Group Company Secretary

Dated: 4 April 2022

# Notes to the notice of Annual General Meeting

## Proxy appointment

- (1) A member who is entitled to attend electronically 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 electronically 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 electronically and voting themselves should they wish to do so.
- (3) A member wishing to attend and vote at the meeting should arrive (in the case of a member attending physically) or join the meeting through the electronic platform (in the case of a member attending electronically) 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. To attend electronically, you will need to have completed a letter of representation and presented this to Link Group, our Registrars, no later than 72 hours before the start of the Annual General Meeting in order to obtain your unique Investor Code and PIN number to access the virtual Annual General Meeting. If you are in any doubt about your shareholding, please contact our Registrars.
- (5) Any member wishing to vote at the meeting without attending must appoint a proxy to do so. A member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at [www.capitashares.co.uk](http://www.capitashares.co.uk). To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time as stated below for hard copy proxy appointment forms.

Members who hold their shares in uncertificated form may also use the 'CREST voting service' to appoint a proxy electronically, as explained below. Alternatively, hard copy forms for the appointment of a proxy are available on request from Link Group: email [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) 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 Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by 11.00am on Friday 6 May 2022 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be) excluding any part of a day that is not a business day.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00am on Friday 6 May 2022 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 2022 (being the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 1,684,273,523 ordinary shares of 2<sup>1</sup>/<sub>16</sub> pence each, carrying one vote each – there are no shares held in Treasury; and (ii) the total voting rights in the Company were 1,684,273,523.

## Right to attend electronically, vote and ask questions

- (8) The right of a member of the Company to 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 Friday 6 May 2022 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. Questions may be asked in advance of the meeting using the online facility at [www.capita.com/agm-questions](http://www.capita.com/agm-questions). This facility will be available until 11.00am on Friday 6 May 2022.

At this year's Annual General Meeting, members attending the Annual General Meeting electronically may also ask questions during the course of the meeting via the Lumi AGM platform (available at <https://web.lumiagm.com>). Where questions are submitted, the Chairman will read questions aloud before providing an answer. Please see Appendix 2 for further details on how to ask a question through the Lumi AGM platform.

### Website information and use of electronic address

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

### CREST members

- (12) CREST members who wish to appoint one or more proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the 'CREST voting service' section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (13) In order for a proxy appointment or proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST proxy appointment instruction') must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & 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 Link Group (ID RA10), as the Company's 'issuer's agent', by 11.00am on Friday 6 May 2022 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 in relation to combined physical and electronic meetings, 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 physically 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, the letters of appointment of the Non-Executive Directors and the Employee 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 and Electronic Attendance

- (18) This year, the Annual General Meeting will be held as a combined physical and electronic meeting in accordance with the Company's articles of association as amended at the 2020 Annual General Meeting. The Board is looking forward to welcoming members who wish to attend physically, but we understand that many shareholders may prefer to participate electronically given the ongoing Covid-19 pandemic.

Shareholders who wish to attend the Annual General Meeting electronically can do this by accessing the Annual General Meeting website: <https://lumiagm.com>. Full details of how to participate electronically in the Annual General Meeting are set out in Appendix 2. Shareholders who wish to physically attend the Annual General Meeting should refer to the instructions set out in Appendix 3.

If the UK government reintroduces restrictions on public gatherings before the date of the Annual General Meeting, the Company may be required to revise these arrangements, including by limiting physical attendance at the Annual General Meeting. In such circumstances, the Company will make an announcement setting out the revised arrangements. Shareholders should therefore monitor the Company's website and regulatory news announcements for any Annual General Meeting updates. 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 (physically or electronically) 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.

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

## (1) Resolution 1 – Financial statements and reports 2021

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 ending 31 December 2021 and the Company proposes a Resolution on their adoption.

## (2) Resolution 2 – Approval of the Directors' Remuneration Report

In accordance with the Companies Act 2006, shareholders are invited to approve the Directors' Remuneration Report for the financial year ended 31 December 2021. The Directors' remuneration report is set out on pages 96 to 119 of the Annual Report and Accounts 2021. For the purposes of this Resolution, the Directors' Remuneration Report does not include the Directors' remuneration policy which is set out on pages 101 to 106. 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 12 – Election and re-election of Directors

Resolutions 3 to 12 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. Tim Weller and Nneka Abulokwe 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.

As announced to the market on 22 March 2022, Sir Ian Powell will be stepping down as Chairman and a Director of the Company at the conclusion of the Annual General Meeting and David Lowden, Senior Independent Director, will become Chairman in his place. Accordingly, no resolution is being proposed for the re-election of Sir Ian.

The Company's articles of association 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 Company's articles of association, and in line with Provision 18 of the UK Corporate Governance Code 2018, each of the remaining Directors shall retire from office at the Annual General Meeting and stand for re-election by the shareholders.

Resolutions 11 and 12 relate specifically to the re-election of the two Employee Directors. The three-year terms of appointment for Joseph Murphy and Lyndsay Browne will expire on 30 June 2022 and a recruitment process for a replacement is underway.

## (4) Resolutions 13 and 14 – 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 13 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2022. Separately, Resolution 14 authorises the Audit and Risk Committee to determine the Auditor's remuneration.

The proposal to appoint KPMG 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 15 – 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 £11,602,773. This represents approximately 33% of the total ordinary share capital in issue (excluding treasury shares) as at 18 March 2022 (being the latest practicable date prior to the publication of this document).

The renewed authority will remain in force until 30 June 2023 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 18 March 2022, the Company held no treasury shares.

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

**(6) Resolution 16 – Disapplication of statutory pre-emption rights**

Resolution 16 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.

The Pre-Emption Group's Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of Resolution 16 is to authorise the Directors to allot new shares (and other equity securities) pursuant to the allotment authority given by Resolution 15, for cash up to a nominal amount of £1,740,416 without the shares first being offered to existing shareholders in proportion to their existing holdings.

This amount represents approximately 5% of the Company's issued ordinary share capital as at 18 March 2022 (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 not to allot shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 16 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority sought under Resolution 16 will remain in force until 30 June 2023 or, if earlier, the conclusion of the Company's next Annual General Meeting.

**(7) Resolution 17 – 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 17, which will be proposed as a special resolution, seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

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

**(8) Resolution 18 – Authority to make market purchases of ordinary shares**

Resolution 18, 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 168,427,352 shares, which represents approximately 10% of the issued ordinary share capital of the Company as at 18 March 2022 (being the latest practicable date prior to publication of this document). The authority also sets minimum and maximum prices at which shares may be bought. The renewed authority will, if passed, remain in force until 30 June 2023 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 2022 was 45,296,294 which represents 2.69% of the issued share capital of the Company and would represent 2.99% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by Resolution 18, were exercised. As at 18 March 2022, the Company held no treasury shares.

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

**Recommendation**

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

# Appendix 1 Directors' biographies

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## David Lowden

### Senior Independent Director and Chair Designate

**Appointed:** January 2021

**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 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; and until 30 April 2022 Chairman of PageGroup plc.

**Contribution to long-term success:** David has already played a significant role as Senior Independent Director. His depth and breadth of experience is invaluable to the Board as it executes its growth strategy. In his new role as Chairman, he will continue to ensure that the Board provides the necessary support and challenge to executive management.

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## Jon Lewis

### Chief Executive Officer

**Appointed:** December 2017

**Key skills and experience:** before joining Capita, Jon was Chief Executive Officer of Amec Foster Wheeler. Prior to that, he had a 20-year career at Halliburton Company Inc, where he held a number of senior roles, including Senior Vice President and member of the Halliburton Executive Committee.

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

**External appointments:** board member of Equinor ASA.

**Contribution to long-term success:** Jon has led Capita through the multi-year transformation he initiated, and he has introduced and embedded significant change throughout the Group. He leads with great enthusiasm and drive, and his ongoing leadership of the executive management team is a key ingredient for delivery of Capita's growth strategy.

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## Tim Weller

### Chief Financial Officer

**Appointed:** May 2021

**Key skills and experience:** before joining Capita, Tim was at G4S for five years as its CFO and for three years before that as a Non-Executive Director. He has many years' experience as a CFO with Innogy, RWE Thames Water, United Utilities, Cable & Wireless and Petrofac. He spent his early career at KPMG, where he trained to become a Chartered Accountant, becoming a partner in 1997.

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

**External appointments:** Non-Executive Director of The Carbon Trust.

**Contribution to long-term success:** Tim's significant experience and leadership are key to the transformation of the finance function and the execution of Capita's strategy.

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## Matthew Lester

### Independent Non-Executive Director

**Appointed:** March 2017

**Key skills and experience:** Matthew is a chartered accountant with over 20 years' experience in senior finance roles. He was Group Chief Financial Officer of Royal Mail plc from November 2010 to July 2017. Matthew served as Group Chief Financial Officer for ICAP plc from May 2006 to November 2010. Matthew was formerly a Non-Executive Director at Barclays plc and he has also held the position of Non-Executive Director and Chair of the Audit and Risk Committee at Man Group plc.

**Other current appointments:** Chairman of Kier Group plc; and Non-Executive Director of Intermediate Capital Group plc.

**Contribution to long-term success:** Matthew has significant financial and risk management experience from his career and this continues to be invaluable to the Board. He fosters a culture of oversight, challenge and transparency in his role of Chair of the Audit and Risk Committee, and he is a strong and robust leader.

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**Georgina Harvey**  
**Independent Non-Executive Director**  
**Appointed:** October 2019

**Key skills and experience:** Georgina has significant experience across highly competitive consumer-facing markets and of delivering successful transformational change. Prior to her current roles, Georgina was Managing Director of Regionals and a member of the Executive Committee of Trinity Mirror plc from 2005 to 2012.

**Other current appointments:** Non-Executive and Senior Independent Director of McColl's Retail Group plc; and Non-Executive Director of Superdry plc.

**Contribution to long-term success:** Georgina brings to her role as Chair of the Remuneration Committee experience of this role in other listed companies. She leads strongly on Capita's approach to remuneration and balances the need for appropriate management incentivisation with the ongoing shareholder experience.

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**John Cresswell**  
**Independent Non-Executive Director**  
**Appointed:** November 2015

**Key skills and experience:** John has substantial experience in leading and growing organisations as CEO and executive director. He qualified as a Chartered Accountant, has a BSc in Economics and Politics, and attended the advanced management programme at Harvard Business School. Previously, he was CEO of Bibby Line Group and Arqiva, and held a number of executive director roles on the board of ITV plc.

**Other current appointments:** member of University of Liverpool Management School Advisory Board.

**Contribution to long-term success:** John's previous executive leadership experience includes organisational growth and portfolio businesses, both of which are relevant for the Group at the current time.

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**Neelam Dhawan**  
**Independent Non-Executive Director**  
**Appointed:** March 2021

**Key skills and experience:** Neelam has 35 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, until recently, was an advisor to IBM, helping them navigate through a business and talent transformation in India.

**Other current appointments:** Non-Executive Board Member of ICICI Bank Limited and Yatra Online Inc; member of Koninklijke Philips NV Supervisory Board; board member of Skylo Technologies Inc. and Capillary Technologies.

**Contribution to long-term success:** Neelam brings to Capita a wealth of IT leadership experience which is invaluable as the Group becomes increasingly focused on digitally-enabled service provision.

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**Nneka Abulokwe OBE**  
**Independent Non-Executive Director**  
**Appointed:** February 2022

**Key skills and experience:** Nneka has significant experience of delivering large-scale, high profile technology projects for governments and private institutions globally. She held senior and executive positions with Logica (now CGI), Atos and Sopra Steria, in a corporate career spanning more than 25 years, before founding MicroMax Consulting, where she is currently CEO. Nneka was awarded Officer of the Order of the British Empire (OBE) in 2019 for services to business.

**Other current appointments:** Non-Executive Director, Davies Group; Director of MicroMax Consulting Limited; external member of the Audit & Risk Committee, University of Cambridge; adviser, Cranfield School of Management Advisory Board and DoGood Africa.

**Contribution to long-term success:** Nneka brings to the Board expertise in digital innovation and entrepreneurial growth, which will be very significant as the Group pivots to deliver its growth strategy.

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### Lyndsay Browne

#### Employee Non-Executive Director

**Appointed:** July 2019

**Key skills and experience:** Lyndsay is a member of the Institute of Chartered Accountants (Scotland) and has undertaken various finance roles in insurance and financial services since joining Capita in 2003. She currently works as a finance manager in the Specialist Services division and is involved in commercial contact management, the finance transformation programme and financial reporting. Before joining Capita, Lyndsay worked for KPMG Audit and Advisory in Glasgow and Bermuda.

**Other current appointments:** None

**Contribution to long-term success:** Lyndsay is able to provide an employee's perspective in Board discussions, ensuring the Board's decisions properly take into account Capita's workforce and other stakeholders. She does this clearly and concisely, and she shares ideas and constructive insight on how employees might perceive Board decisions.

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### Joseph Murphy

#### Employee Non-Executive Director

**Appointed:** July 2019

**Key skills and experience:** Joseph works in the technical advisory team in the Real Estate and Infrastructure business within Specialist Services. He joined Capita in 2015 and is a Chartered Civil Engineer with a masters degree in ground engineering. His role involves monitoring and advising on large infrastructure projects in the UK and Europe. His previous experience includes engineering design and construction management.

**Other current appointments:** None

**Contribution to long-term success:** Joseph is able to provide an employee's perspective in Board discussions, ensuring the Board's decisions properly take into account Capita's workforce and other stakeholders. He is thoughtful and gives direct feedback to the Board on the viewpoint of those in the wider workforce.

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## Appendix 2

# Attending the Annual General Meeting electronically, voting and questions



### Meeting Access

Shareholders can participate in the AGM electronically, should they wish to do so. This can be done by accessing the meeting website: <https://web.lumiagm.com/181-342-038>.

This can be accessed online using the latest version of Chrome, Firefox, Edge and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

On accessing the meeting website, you will be asked to enter the meeting ID (181-342-038).

You will then be prompted to enter your unique 11- digit Investor Code (IVC) including any leading zeros, and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users ([www.capitashares.com](http://www.capitashares.com)) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling +44 (0) 371 277 1020.

Access to the meeting will be available from 10:30am on 10 May 2022; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.



### Broadcast

The meeting will be broadcast in audio format. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device.



### Voting

Once the Chair has formally opened the meeting, the voting procedure will be explained. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.



### Questions

Shareholders attending electronically may ask questions by typing and submitting their question in writing. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. To submit your question, click on the arrow icon to the right of the text box.

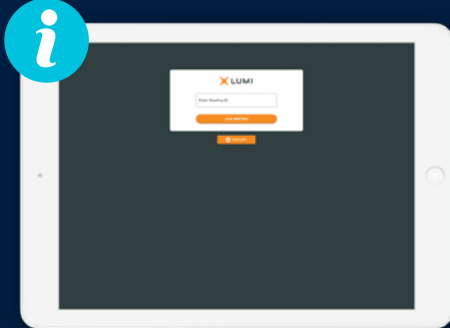
### Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

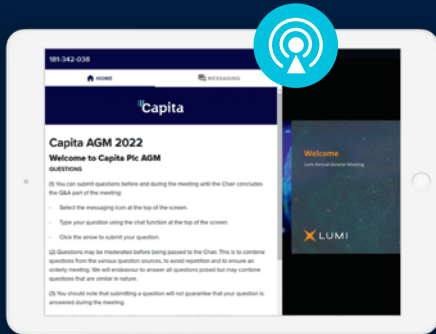
### Duly appointed proxies and corporate representatives

Following receipt of a valid appointment, please contact the Company's registrar before 11:00am on 5 May 2022 on 0371 277 1020 or +44 (0) 371 277 1020 if you are calling from outside the UK for your IVC and PIN. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open 9:00am to 5:00pm Monday to Friday (excluding public holidays in England & Wales).

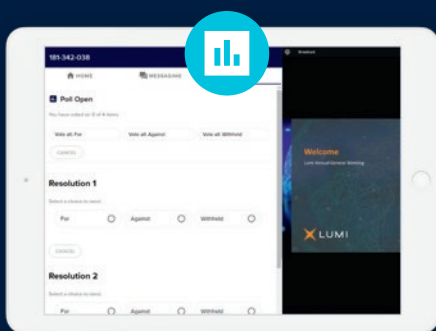
Meeting Access



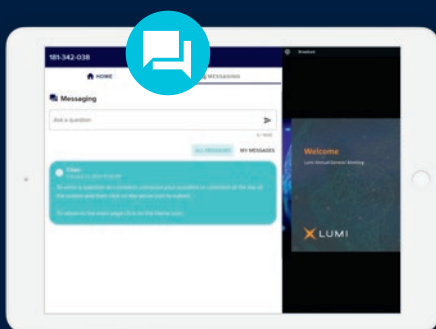
Broadcast



Voting



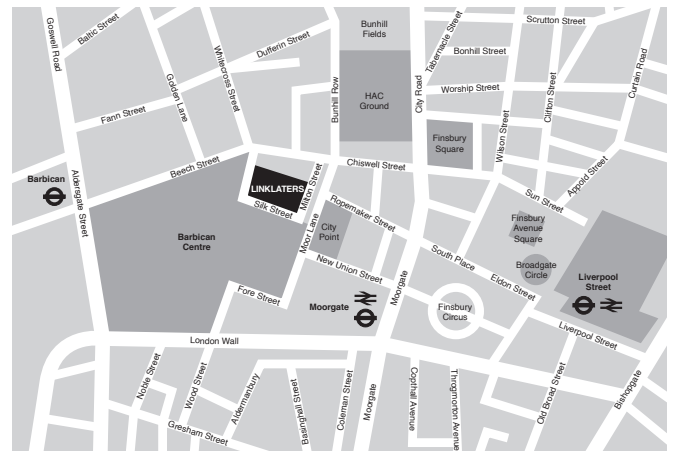
Questions



# Appendix 3 Attending the Annual General Meeting physically

**Location**

The map below shows the location of Linklaters LLP, One Silk Street, London EC2Y 8HQ, where the Annual General Meeting of Capita plc will be held.



Linklaters LLP, One Silk Street, London EC2Y 8HQ

Telephone: +442074562000

[www.linklaters.com](http://www.linklaters.com)

Moorgate is the nearest mainline train station. Liverpool Street and Old Street railway stations are also easily accessible.

Moorgate (Circle, Hammersmith & City, Metropolitan and Northern lines), Barbican (Circle, Hammersmith & City and Metropolitan lines) are the nearest London Underground stations.

Car park: there is a public car park in the immediate vicinity, located at the Barbican centre.

Disabled access: Linklaters' offices are accessible to wheelchair users, with the entire building being wheelchair friendly. For the hard of hearing, there are induction loops with signage at the main reception.

**Identification and Security**

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

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

**Guests**

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



Capita plc  
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