

# 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.

### 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 will be held at the Company's offices at 4th Floor, 65 Gresham Street, London, EC2V 7NQ on Thursday 11 May 2023 at 11.00am.

Shareholders who wish to attend the Annual General Meeting should refer to the instructions set out in Appendix 2.

Whether or not you intend to attend the Annual General Meeting, you are encouraged to appoint a proxy to cast your votes on all resolutions as soon as possible in the manner set out on page 4 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 Tuesday 9 May 2023. Questions can also be asked during the meeting in person.

### Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Capita plc (the 'Company') will be held at the Company's offices at 4th Floor, 65 Gresham Street, London, EC2V 7NQ on Thursday 11 May 2023 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 and voting themselves should they wish to do so.

Resolutions 1 to 13 (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 14 to 16 (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 2022.
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 2022.
3. To re-elect Jonathan Lewis as a Director.
4. To re-elect Tim Weller as a Director.
5. To re-elect David Lowden as a Director.
6. To re-elect Georgina Harvey as a Director.
7. To re-elect Nneka Abulokwe as a Director.
8. To re-elect Neelam Dhawan as a Director.
9. To elect Brian McArthur-Muscroft as a Director.
10. To elect Janine Goodchild as a Director.
11. To reappoint KPMG LLP as Auditor of the Company.
12. To authorise the Audit and Risk Committee to determine the Auditor's remuneration.

**Authority to allot shares**

13. 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 2024 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**

14. THAT, subject to the passing of Resolution 13 in the notice of this meeting, the Directors be authorised pursuant to Sections 570 and 573 of the Companies Act 2006 to make allotments of equity securities, as defined in Section 560(1) of the Companies Act 2006, wholly for cash pursuant to the authority conferred on them by Resolution 14 in the notice of this meeting or by way of a sale of treasury shares (by virtue of Section 560(3) of the Companies Act 2006) and, in each case:

- (a) in connection with a pre-emptive offer; and
- (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,740,416,

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 2024 or, if earlier, on the conclusion of the Company's next Annual General Meeting, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted, Allotment Rights to be granted or treasury shares to be sold after such expiry and the Directors may allot shares, grant Allotment Rights and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, the nominal amount of any securities shall be taken to be, in the case of Allotment Rights, the nominal amount of such shares which may be allotted pursuant to such rights.

For the purposes of this Resolution, 'pre-emptive offer' means an offer of equity securities that is open for acceptance for a period determined by the Directors to the holders of ordinary shares in the Company (other than the Company) on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such

securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal, regulatory or practical problems in relation to or under the laws of any territory or the requirements of any regulatory body or any stock exchange.

- 15. 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.
- 16. 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 2024 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 & Company Secretary

Dated: 24 March 2023

# Notes to the notice of Annual General Meeting

## Proxy appointment

- (1) A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him/her, as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. Where a member appoints more than one proxy in relation to the Annual General Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.
- (2) The appointment of a proxy will not prevent members from attending the Annual General Meeting and voting themselves should they wish to do so.
- (3) A member wishing to attend and vote at the meeting should arrive prior to the time fixed for its commencement.
- (4) A member that is a corporation can also attend and vote at the meeting through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative attending the meeting in person should bring to the meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. If you are in any doubt about your shareholding, please contact our 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 [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@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 Tuesday, 9 May 2023 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 Tuesday 9 May 2023 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 10 March 2023 (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>15</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, vote and ask questions

- (8) The right of a member of the Company to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the register of members.

A member must be registered on that register as the holder of ordinary shares by the close of business on Tuesday 9 May 2023 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be), excluding any part of a day that is not a business day, in order to be entitled to attend and vote at the meeting as a member in respect of those shares. Only members of the Company, appointed proxies or corporate representatives are entitled to attend and vote at the Annual General Meeting.

- (9) Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. No such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Questions may be asked in advance of the meeting using the online facility at [www.capita.com/agm-questions](http://www.capita.com/agm-questions). This facility will be available until 11.00am on Tuesday, 9 May 2023.

Where questions are submitted, the Chairman will read questions aloud before providing an answer.

## Website information and use of electronic address

- (10) Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at [www.capita.com](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 & International Limited ('Euroclear'), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Link Group (ID RA10), as the Company's 'issuer's agent', by 11.00am on Tuesday, 9 May 2023 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be), excluding any part of a day that is not a business day. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner.
- (14) Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on 'Practical limitations of the system'. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
- (15) Please note the Company takes all reasonable precautions to ensure that no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the members subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

## Votes by poll

- (16) In accordance with the Company's established practice and in accordance with the Company's articles of association, all Resolutions will be voted on by a poll and not by a show of hands so as to record accurately the decision of all members based on their shareholding interests in the Company. Members and proxies attending the meeting will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the Financial Conduct Authority once the votes have been counted and verified.

## Documents available for inspection

- (17) Copies of the service contracts of the Executive Directors, the letters of appointment of the Non-Executive Directors and the Employee Director, are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

## Arrangements for the Annual General Meeting

- (18) Shareholders who wish to attend the Annual General Meeting should refer to the instructions set out in Appendix 2.
- Members are encouraged to appoint a proxy to cast their votes on all resolutions as soon as possible. The shares covered by the instruction will be voted as directed by the shareholder in respect of the resolutions referred to in this notice at the Annual General Meeting and any adjournment thereof.
- (19) If you cannot attend the Annual General Meeting or submit your vote electronically in advance of the Annual General Meeting but would like to vote on the resolutions, you may do so by appointing a proxy in accordance with these notes, who will attend the Annual General Meeting and vote on your behalf.

## Shareholders' resolution

- (20) Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being members who have a right to vote at the Annual General Meeting) may:
- require the Company under section 338 of the Companies Act 2006, to give to members of the Company entitled to receive notice of the meeting notice of a resolution which may properly be moved at the Annual General Meeting. Any such request, which must comply with section 338(4) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Annual General Meeting; and
  - require the Company under section 338 of the Companies Act 2006 to include a matter (other than a proposed resolution) which may be properly included in the business to be dealt with at the Annual General Meeting. Any such request which must comply with section 338A(3) of the Companies Act 2006, may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it and must be received by the Company no later than 6 weeks before the date fixed for the Annual General Meeting.



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

## (1) Resolution 1 – Financial statements and reports 2022

For each financial year, the Directors are required to present the Directors' reports, the audited financial statements and the Auditor's reports to shareholders at a general meeting. The financial statements and reports laid before the Annual General Meeting are for the financial year ended 31 December 2022 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 2022. The Directors' remuneration report is set out on pages 99 to 122 of the Annual Report and Accounts 2022. For the purposes of this Resolution, the Directors' remuneration report does not include the Directors' remuneration policy which is set out on pages 104 to 109. The vote on this Resolution is advisory only and the Directors' entitlement to remuneration is not conditional on this Resolution being passed.

## (3) Resolutions 3 to 10 – Election and re-election of Directors

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

The 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.

## (4) Resolutions 11 and 12 – Appointment and remuneration of Auditor

The Company is required to appoint an Auditor to serve for each financial year of the Company. The appointment must be made before the end of the general meeting before which accounts are laid. KPMG LLP have indicated that they are willing to continue as the Company's Auditor for another year and Resolution 11 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2023. Separately, Resolution 12 authorises the Audit and Risk Committee to determine the Auditor's remuneration.

The proposal to appoint KPMG LLP as the Company's Auditor is based on a recommendation from the Audit and Risk Committee, is free from third party influence and is not subject to any restrictive contractual arrangement.

## (5) Resolution 13 – 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 10 March 2023, (being the latest practicable date prior to the publication of this document).

The renewed authority will remain in force until 30 June 2024 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 10 March 2023 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 14 – Disapplication of statutory pre-emption rights**

Resolution 14 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 14 is to authorise the Directors to allot new shares (and other equity securities) pursuant to the allotment authority given by Resolution 13, 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 10 March 2023 (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 14 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 14 will remain in force until 30 June 2024 or, if earlier, the conclusion of the Company's next Annual General Meeting.

**(7) Resolution 15 – 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 15, 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 16 – Authority to make market purchases of ordinary shares**

Resolution 16, 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 10 March 2023 (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 2024 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 10 March 2023 was 55,711,442 which represents approximately 3.3% of the issued share capital of the Company and would represent approximately 3.7% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by Resolution 16, were exercised. As at 10 March 2023, 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

### David Lowden

#### Chairman

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

**Independent at appointment:** Yes

**Key skills and experience:** David is a highly experienced non-executive director, senior independent director and chair of UK listed companies. He was formerly Chair of PageGroup plc and Huntsworth plc, Senior Independent Director at Berendsen, Chair of the Audit and Risk Committee at William Hill, Chair of the Audit Committee at Cable & Wireless Worldwide plc and Chief Executive of Taylor Nelson Sofres plc.

**Other current appointments:** Chairman of Diploma plc; Senior Independent Director of Morgan Sindall plc.

**Contribution to long-term success:** David's depth and breadth of experience is invaluable to the Board as it executes its growth strategy. In his role as Chairman, he ensures that the Board provides the necessary support and challenge to executive management and that the highest standards of corporate governance are maintained.

### 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 Worldwide plc 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 business'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 continued improvement in the Group's financial function, financial controls and risk management processes and to the execution of Capita's strategy.

### 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 been instrumental in transforming Capita into a purpose led business which exists to create better outcomes for all our stakeholders. 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.

### Georgina Harvey

#### Senior Independent Director

**Appointed:** October 2019 (Independent Non-Executive Director); July 2022 (Senior Independent Director)

**Key skills and experience:** Georgina has significant experience across highly competitive consumer-facing markets and of delivering successful transformational change. Prior to her 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:** Independent Non-Executive Director of Superdry plc and McColl's Retail Group plc.

**Contribution to long-term success:** Georgina brings to her role as Senior Independent Director and Chair of the Remuneration Committee experience of these roles in other listed companies. She has a wealth of experience in engaging with shareholders, employees and other stakeholders.

She leads strongly on Capita's approach to remuneration and balancing the need for appropriate management incentivisation with the ongoing shareholder experience.



**Brian McArthur-Muscroft**  
**Independent Non-Executive Director**  
**Appointed:** June 2022

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

**Other current appointments:** Chief Financial Officer for Qontigo, a financial intelligence and investment management business.

**Contribution to long-term success:** Brian has significant relevant financial experience gained throughout his career and his current CFO executive role. He is a strong leader and in his role of Chair of the Audit and Risk Committee he brings oversight, challenge and transparency, and has brought a new focus to the committee.

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

**Key skills and experience:** Neelam has c.40 years' leadership experience in the IT industry, where she held senior positions in Hewlett-Packard, Microsoft, Compaq and IBM with responsibility for a wide range of areas including strategy, corporate development, software engineering and offshoring. She now advises multinationals on business and technology transformation and, until recently, was an advisor to IBM, helping them navigate through a business and talent transformation in India. Neelam was on the board of Skylo Technologies Inc and recently stepped down as a member of Koninklijke Philips NV Supervisory Board, having served for the maximum term of 10 years.

**Other current appointments:** Non-Executive Board Member of ICICI Bank Limited and Yatra Online Inc. She mentors and advises young startup companies and is on the board of Capillary Technologies.

**Contribution to long-term success:** Neelam brings to Capita a wealth of IT leadership experience which is invaluable to the Group's strategic focus on digitally-enabled service provision and its delivery.

**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 significant expertise in digital innovation, governance, operational excellence and entrepreneurial growth, which are very significant to the Group and the delivery of Capita's growth strategy.

**Janine Goodchild**  
**Employee Non-Executive Director**  
**Appointed:** July 2022

**Key skills and experience:** Janine is a registered adult nurse and lead clinical trainer in the Capita team which assesses personal independence payment claims on behalf of the Department for Work and Pensions. Janine joined Capita in January 2016. Janine's previous experience includes working in the banking industry within corporate actions, asset reconciliations and within employee training and development.

**Other current appointments:** None

**Contribution to long-term success:** Janine 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.

## Appendix 2 Attending the Annual General Meeting

### Location

The map below shows the location of Capita's offices at 65 Gresham Street, London, EC2V 7NQ where the Annual General Meeting of Capita plc will be held.

Please use the entrance to the building at 65 Gresham Street.

65 Gresham Street is in the heart of the City of London. Geographically Capita's Gresham Street office sits between Bank and St Paul's Cathedral, just north of Cheapside on the corner of Gresham Street and Aldermanbury. The location means that it is easily accessible from many transport stations in and around the City.

Cannon Street and Liverpool Street are the nearest mainline train stations.

St Paul's (Central Line), Moorgate (Circle, Hammersmith & City, Metropolitan and Northern) and Bank (Central, Northern, Waterloo & City and DLR) are the nearest London Underground stations.

Car park: there is no on-site car parking available. The City of London Corporation has an NCP car park nearby at 23 London Wall, EC2V 5DY.

Disabled access: Capita's offices are accessible to wheelchair users, with the entire building being wheelchair friendly.



### **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  
65 Gresham Street  
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[www.capita.com](http://www.capita.com)

