



Section 430(2b) Companies Act Statement – Jon Lewis

Jon Lewis retired as the Chief Executive Office of Capita plc and stepped down from the Board on 17 January 2024. Details of the remuneration arrangements for Jon are set out below as required by section 430(2B) of the Companies Act 2006.

Remuneration arrangements for services as CEO

Jon is eligible to receive an annual bonus in respect of the year ended 31 December 2023. Any bonus award will be subject to the Committee's assessment of the performance targets and will be payable at the normal payment date with 50% of any award deferred into shares as per the normal deferral policy.

Remuneration arrangements post stepping down from the Board

Post stepping down from the Board, Jon will continue to receive a base salary, pension and benefits up to the end of his notice period in July 2024. Jon will not be eligible to participate in the Group annual bonus plan for 2024 although he will be eligible to receive an annual bonus in relation to his below Board employment, subject to achievement of performance targets, which will be pro-rated to the date of cessation of employment (or commencement of garden leave if relevant). Jon will not be entitled to future Restricted Share Awards.

Treatment of Share awards

In respect of Jon's share awards:

- Deferred Annual Bonus (DAB): 868,456 shares granted in 2022 in respect of the 2021 annual bonus, 1,201,156 shares granted in 2023 in respect of the 2022 annual bonus and any shares granted in 2024 in respect of any annual bonus award for 2023 will continue to vest at the normal vesting dates.
- Long Term Incentive Plan (LTIP): 265,500 shares which vested under the 2020 LTIP will need to be retained until the expiry of the relevant two year post vesting holding periods.
- Restricted Share Awards (RSAs): 2,169,100 shares granted under the 2021 RSA, 3,481,985 shares granted under the 2022 RSA and 2,744,886 shares granted under the 2023 RSA will continue to vest on the normal vesting dates, subject to the relevant performance underpins being met and reduced for time pro-rating. To the extent that any RSAs vest in the future, the net of tax shares will need to be retained for two years post vesting.

Post-employment shareholding requirements

For 24 months following cessation, Jon will be required to retain the lower of Capita plc shares equal to 300% of base salary and actual shares held.

Other

Jon will be reimbursed for legal fees in connection with his retirement.

Capita will make no payment to Jon by way of compensation for loss of office on retirement from the Board.

The relevant remuneration details relating to Jon will be included in the Directors' Remuneration Report ("DRR") in the Annual Report and Accounts for the year ended 31 December 2023.