

Notice of Annual General Meeting

Coronavirus (Covid-19) and arrangements for the Annual General Meeting

The Company continues to monitor the impact of the ongoing Covid-19 pandemic: the health and safety of the Company's shareholders, employees and customers is of paramount importance. At the date of publication of this document, prevailing UK Government guidance and legislation restricts public gatherings and non-essential travel. The UK Government has indicated that the current restrictions are not expected to be eased until after the date of the Annual General Meeting. In order to comply with these restrictions, **shareholders will not be permitted to attend the Company's Annual General Meeting in person this year.** Instead, only essential personnel from the Company will attend the Annual General Meeting in person, observing social distancing, to conduct the business of the meeting as an essential work purpose. **All other shareholders will be excluded from attending the Annual General Meeting in person on grounds of public safety and are instead encouraged to appoint a proxy or attend and vote by electronic means should they wish to do so. The Company strongly encourages all shareholders to submit a proxy vote in advance of the meeting, appointing the Chairman of the meeting as their proxy rather than a named person.** Further details in respect of attendance and voting by electronic means are provided below.

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. Consequently, following the amendment to the Company's articles of association approved by shareholders at last year's Annual General Meeting, 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 UK Government guidelines and legislation. Shareholders can do this by accessing the Annual General Meeting website: <https://web.lumiagm.com>. Full details of how to participate electronically in the Annual General Meeting are set out in Appendix 3. Shareholders should monitor the Company's website and regulatory news announcements for any Annual General Meeting updates and are encouraged to attend the Annual General Meeting and vote on all resolutions electronically in the manner set out on page 3 below. If you cannot attend the Annual General Meeting electronically but would like to vote on the resolutions, you may do so by appointing a proxy 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. This facility will be available until 11.00am on Friday 7 May 2021. Questions can also be asked during the meeting via the Lumi AGM platform. Please see Appendix 3 for further details on how to join the meeting electronically, vote and ask questions.

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.

Notice is hereby given that the 2021 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 11 May 2021 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. 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.

Resolutions 1 to 18 (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 19 to 21 (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 2020.
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 2020.
3. To approve the Directors' Remuneration Policy, in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2020.
4. To re-elect Sir Ian Powell as a Director.
5. To re-elect Jonathan Lewis as a Director.
6. To elect Gordon Boyd as a Director.
7. To elect David Lowden as a Director.
8. To re-elect Matthew Lester as a Director.
9. To re-elect Georgina Harvey as a Director.
10. To re-elect John Cresswell as a Director.
11. To re-elect Baroness Lucy Neville-Rolfe as a Director.
12. To elect Neelam Dhawan as a Director.
13. To re-elect Lyndsay Browne as a Director.
14. To re-elect Joseph Murphy as a Director.
15. To re-appoint KPMG LLP as Auditor of the Company.
16. To authorise the Audit and Risk Committee to fix the Auditor's remuneration.

Authority to allot shares

17. 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 £11,497,373, provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2022 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.

Adoption of the Capita plc Executive Plan 2021

18. THAT the rules of the Capita plc Executive Plan 2021 (the "Executive Plan") described in the circular of which the notice containing this resolution forms part and in the form produced in draft to the meeting, and for the purposes of identification initialled by the Chairman of the meeting, are hereby approved and adopted and that the directors are hereby authorised to:

- (a) do all such other acts and things as they may consider appropriate to implement the Executive Plan, including making such modifications as the directors consider appropriate to take account of the requirements of the Listing rules and best practice; and
- (b) establish further plans based on the Executive Plan but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue or treasury shares made available under such further plans are treated as counting against the plan limits in the Executive Plan.

Special Resolutions

Authority to disapply pre-emption rights

19. THAT, subject to the passing of Resolution 17 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 17 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 £1,724,606
- 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 2022 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.

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.

20. 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.
21. 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 166,897,357;
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value (being 2¹/₁₅ 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 2022 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

Francesca Todd
Group Company Secretary

Dated: 6 April 2021

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. **As explained in note (19) below and in the introduction to this notice, shareholders are not currently permitted to attend the Annual General Meeting in person. Accordingly, those submitting a form of proxy are strongly encouraged to appoint the chairman of the meeting as their proxy, rather than a named person.**
- (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 electronically and vote at the meeting should join the meeting through the electronic platform prior to the time fixed for its commencement.
- (4) Any member wishing to vote at the meeting without attending electronically 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. 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 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, Proxy Department at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by 11.00am on Friday 7 May 2021 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. Your proxy must be lodged by 11.00am on Friday 7 May 2021 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

- (5) 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

- (6) As at 22 March 2021 (being the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 1,668,973,568 ordinary shares of 2¹/₁₆ pence each, carrying one vote each, excluding 2,299,955 shares held in Treasury and (ii) the total voting rights in the Company were 1,668,973,568.

Right to attend electronically, vote and ask questions

- (7) 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 7 May 2021 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 electronically 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 electronically and vote at the Annual General Meeting.

- (8) Each member 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. This facility will be available until 11.00am on Friday 7 May 2021.

At this year's Annual General Meeting, members may also ask questions during the course of the meeting via the Lumi AGM platform (available at <https://web.lumiagm.com>). Where written questions are submitted, the Chairman will read questions aloud before providing an answer. Please see Appendix 3 for further details on how to ask a question through the Lumi AGM platform.

Website information and use of electronic address

- (9) 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.
- (10) 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

- (11) 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.
- (12) 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 7 May 2021 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.
- (13) 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.
- (14) 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

- (15) In accordance with the Company's established practice and articles of association in relation to combined physical and electronic meetings, all Resolutions will be voted on by a poll so as to record accurately the decision of all members based on their shareholding interests in the Company. 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

- (16) Copies of the service contracts of the Executive Directors, the letters of appointment of the Non-Executive Directors and the Employee Directors, and a copy of the Capita plc Executive Plan 2021 rules 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

- (17) 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 by last year's Annual General Meeting. Shareholders should monitor the Company's website and regulatory news announcements for any Annual General Meeting updates and, as shareholders will not be permitted to attend in person, shareholders are encouraged to vote on all resolutions electronically. 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.
- Full details of how to participate electronically in the Annual General Meeting are set out in Appendix 3.
- (18) Alternatively, if you cannot attend the Annual General Meeting 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 via the electronic platform.

Coronavirus (Covid-19)

- (19) The Company continues to monitor the impact of the ongoing Covid-19 pandemic: the health and safety of the Company's shareholder, employees and customers is of paramount importance. At the date of publication of this document, prevailing UK Government guidelines and legislation restricts public gatherings and non-essential travel. The UK Government has indicated that the current restrictions are not expected to be eased until after the date of the Annual General Meeting. **In order to comply with these restrictions, shareholders will not be permitted to attend the Company's Annual General Meeting in person this year.** Instead, only essential personnel from the Company will attend the Annual General Meeting in person, observing social distancing, to conduct the business of the meeting as an essential work purpose. **All other shareholders will be excluded from attending the Annual General Meeting in person on grounds of public safety and are instead encouraged to appoint a proxy or attend and vote by electronic means should they wish to do so.**

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

(1) Resolution 1 – Financial statements and reports 2020

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 2020 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 2020. The Directors' remuneration report is set out on pages 90 to 108 of the Annual Report and Accounts 2020. For the purposes of this Resolution, the Directors' Remuneration Report does not include the Directors' remuneration policy which is set out on pages 94 to 100. The vote on this Resolution is advisory only and the Directors' entitlement to remuneration is not conditional on this Resolution being passed.

(3) Resolution 3 – Approval of the Directors' Remuneration Policy

In accordance with the Companies Act 2006, shareholders are invited to approve the Directors' Remuneration Policy contained within the Directors' Remuneration Report. The proposed policy is set out on pages 94 to 100 of the Annual Report and Accounts 2020.

The Companies Act 2006 requires the Directors' Remuneration Policy to be put to shareholders for approval annually unless the policy as approved by shareholders remains unchanged, in which case the Company need only propose a similar resolution at least every three years. The Company's current Directors' Remuneration Policy was last approved by shareholders at the Annual General Meeting in 2020. The proposed new Directors' Remuneration Policy has been revised to include a new restricted share plan, a travel allowance for non-UK based directors, and enhanced post-cessation shareholding guidelines.

The vote on this Resolution is binding and, if approved, the new Directors' Remuneration Policy will replace the Directors' Remuneration Policy approved in 2020, becoming effective following the Annual General Meeting and valid for three years thereafter without further shareholder approval or until replaced by a new or amended Directors' Remuneration Policy. Any future changes to the Directors' Remuneration Policy will require shareholder approval. Directors will only be able to make remuneration payments in accordance with the approved new Directors' Remuneration Policy unless such payments have otherwise been approved by a separate shareholder resolution.

(4) Resolutions 4 to 14 – Election and re-election of Directors

Resolutions 4 to 14 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. Gordon Boyd, David Lowden and Neelam Dhawan 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.

Resolutions 13 and 14 relate specifically to the re-election of the two Employee Directors. Joseph Murphy and Lyndsay Browne were appointed with initial terms of two and three years respectively. However, Joseph's term was extended by 12 months to avoid initiating the process to recruit his replacement during the Covid-19 pandemic.

(5) Resolutions 15 and 16 – 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 15 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2021. Separately, Resolution 16 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.

(6) Resolution 17 – 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 £11,497,373. This represents approximately 33% of the total ordinary share capital in issue (excluding treasury shares) as at 22 March 2021 (being the latest practicable date prior to the publication of this document).

The renewed authority will remain in force until 30 June 2022 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 22 March 2021, the Company held 2,299,955 treasury shares, being approximately 0.14% of the total ordinary share capital in issue (exclusive of treasury shares).

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

(7) Resolution 18 – Adoption of the Capita plc Executive Plan 2021

Resolution 18, which will be proposed as an ordinary resolution, is to approve the adoption of a new share-based incentive plan, the Capita plc Executive Plan 2021 (the "Executive Plan"). The Executive Plan would be used to deliver the Company's future share-based discretionary incentive policy, including in respect of the restricted share award policy envisaged for executive directors under the new Directors' Remuneration Policy (proposed for shareholder approval under Resolution 3). In connection with the adoption of the Executive Plan, the Company's existing long-term incentive plan, the Capita plc Long Term Incentive Plan 2017 approved by shareholders in June 2017, would be closed to further awards. A summary of the principal features of the Executive Plan are set out in Appendix 2 to this notice on pages 9-10.

(8) Resolution 19 – Disapplication of statutory pre-emption rights

Resolution 19 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 19 is to authorise the Directors to allot new shares (and other equity securities) pursuant to the allotment authority given by Resolution 17, for cash up to a nominal amount of £1,724,606 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 (excluding treasury shares) as at 22 March 2021 (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 19 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 19 will remain in force until 30 June 2022 or, if earlier, the conclusion of the Company's next Annual General Meeting.

(9) Resolution 20 – 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 20, 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.

(10) Resolution 21 – Authority to make market purchases of ordinary shares

Resolution 21, 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 166,897,357 shares, which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 22 March 2021 (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 2022 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 22 March 2021 was 48,453,946 which represents 2.90% of the issued share capital of the Company (excluding treasury shares), and would represent 3.23% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by Resolution 21, were exercised. As at 22 March 2021, the Company held 2,299,955 treasury shares, being approximately 0.14% of the total ordinary share capital in issue (excluding treasury shares).

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

Recommendation

The Board considers that the passing of all the Resolutions set out in the notice of 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

Sir Ian Powell

Chairman

Appointed to Board: September 2016

Independent at appointment: Yes

Key skills and experience: Sir Ian was appointed as Non-Executive Director on 1 September 2016 and as Chairman on 1 January 2017. He is a Chartered Accountant and, before his retirement in June 2016, was Chairman and Senior Partner of PwC UK between 2008 and 2016.

Other current appointments: Chairman, Police Now; trustee of The Old Vic, and of Wellbeing of Women; member of the Development Committee, The National Gallery; board member of London First.

Contribution to long-term success: Sir Ian's leadership is key to the Board's oversight of the multi-year transformation programme and the Company's strategy. His experience, coupled with his collaborative and engaging style ensures full and open debate by Board members and this approach is fundamental to the necessary support and challenge being provided by the Board to executive management.

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 embraced fully his responsibility to lead Capita through the ongoing 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, combined with his experience of prior transformations, is a key ingredient for the successful transformation of Capita and the delivery of its strategy.

Gordon Boyd

Chief Financial Officer (interim)

Appointed: November 2020

Key skills and experience: A graduate of Edinburgh University, Gordon holds accountancy and treasury qualifications and an MBA. He has completed the advanced management programme at Harvard Business School and has more than 30 years' experience at major businesses, including as CFO of several FTSE 250 companies. He has significant experience of leading transformations at businesses including SSE, Infinis, EDF, Drax Group and British Energy.

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

External appointments: None.

Contribution to long-term success: Gordon joined Capita on an interim basis to ensure continuity following Patrick Butcher's resignation. Although not expected to remain in post for the long-term, Gordon plays a valuable role in overseeing the ongoing smooth running of the Group's financial operations and, in due course, will effect a seamless handover to Patrick's permanent replacement.

David Lowden

Senior Independent Director

Appointed: January 2021

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: Chair of PageGroup plc; Non-Executive Director and Senior Independent Director of Morgan Sindall Group plc.

Contribution to long-term success: David brings to his role at Capita a depth and breadth of experience which will be invaluable to the Board throughout the transformation programme and beyond.

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: Chair of Kier 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 at a time of great change within Capita. He fosters a culture of oversight, challenge and transparency in his role of Chair of the Audit and Risk Committee, and he will continue in that role as a strong and robust leader, at a significant time as the wider UK audit landscape comes under ever increasing scrutiny.

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; 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.

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.

Neelam Dhawan

Independent Non-Executive Director

Appointed: March 2021

Key skills and experience: Neelam has 35 years of 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, Yatra Online Inc and Skylo Technologies Inc; Member of Koninklijke Philips NV Supervisory Board.

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

Baroness Lucy Neville-Rolfe DBE CMG

Independent Non-Executive Director

Appointed: December 2017

Key skills and experience: Baroness Neville-Rolfe has been a member of the House of Lords since 2013, and served between 2014 and 2017 as a government minister in the business and culture departments, and as Commercial Secretary to the Treasury. She worked at Tesco plc from 1997 to 2013, serving on the board from 2006. She has a senior background in international retail, governance, legal and regulatory issues, and communications.

Other current appointments: Non-Executive Director of Secure Trust Bank plc, Thomson Reuters Founders Share Company, and Health Data Research UK; Chair of Crown Agents Limited and UK-ASEAN Business Council; and member of House of Lords EU Select Committee.

Contribution to long-term success: Lucy's experience of government and retail at the highest level and internationally enables her to provide a unique perspective on Capita's relationships and interactions. She shares her insights at Board meetings and provides in-depth understanding of the political climate in which the Group is operating.

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 contract 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.

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.

Appendix 2

Summary of the Capita plc Executive Plan 2021

The principal terms of the Executive Plan are set out below. Details of how the Executive Plan will operate for executive directors are set out in the directors' remuneration policy in the report and accounts for the year ended 31 December 2020.

Eligibility

Employees and executive directors of the Company, subsidiaries and associated companies are eligible to participate in the Executive Plan.

Grant of awards

The Board, or in the case of executive directors, the Remuneration Committee (the "Committee") will decide who will participate in the Executive Plan and how many shares they may receive.

Under the Executive Plan, participants are granted a right to receive shares in the Company in the future subject to them remaining in employment. The right (referred to as an award) can take the form of rights to free shares, options to acquire shares at an exercise price set at the time of grant (which may be zero) or shares issued or transferred at grant which are forfeited to the extent the award lapses. When the participant becomes entitled to the shares the award is said to have vested.

Awards under the Executive Plan can also be granted to facilitate the deferral of annual bonuses into shares of the Company ("DAB awards").

Awards to executive directors

Under the remuneration policy to be approved by shareholders, awards (other than DAB awards) to executive directors will be in the form of restricted shares so that vesting will normally be subject to continued employment and the satisfaction of one or more underpins determined by the Committee normally over a period of three financial years starting with the year in which the award is made. The underpins will be designed to ensure an acceptable level of vesting and will be described in the remuneration policy. The Committee will also have regard to the underlying performance of the Company.

Awards to employees

Awards to employees may be in the form of restricted shares or the receipt of shares may be subject to the satisfaction of a performance condition tested over at least three financial years of the Company.

Timing of awards

Awards will normally only be granted within 42 days of the announcement of the Company's results for any period or the annual general meeting. Awards may also be granted at other times if the Committee determines there are exceptional circumstances. No awards can be granted more than 10 years after the Executive Plan's approval by shareholders. It is intended that first grants will be made shortly after the annual general meeting.

Individual limits

Restricted share awards to executive directors will be subject to the limit set out in the remuneration policy approved by shareholders from time to time which, under the new policy being put to shareholders, is currently 150% of salary for the CEO and 100% of salary for the CFO.

Vesting of awards

Awards will only vest if and to the extent that any underpin or, if relevant, any performance condition is met. However, notwithstanding the extent to which any underpin or performance condition is met, the Committee may apply a discretionary downward adjustment to the vesting of an award if it considers it appropriate to do so, including to lapse an award in full.

To the extent the award vests, shares will be issued or transferred to the participant or, in the case of an option, the participant may exercise the option for a period of up to 10 years from the date of grant. Instead of issuing or transferring shares, the Committee can decide to pay a cash amount equal to the value of those shares (less any exercise price in the case of an option).

An award can be granted on the basis that the participant will receive an additional amount on vesting based on the dividends paid on the number of shares in respect of which the award vests or is exercised. This may be paid in cash or additional shares.

Retention period

Awards can be granted on the basis that some or all of the shares in respect of which it vests (net of any shares sold to cover tax liabilities on vesting) must be held for a further period. In the case of executive directors, awards will normally be subject to a holding period of 6 years from grant. In limited circumstances such as death the retention period can expire early.

Malus and claw back

The Committee can reduce (including to zero) or delay the vesting of awards or reduce the shares subject to a holding period in certain circumstances, such as in the event of a material performance failure or a material misstatement of the accounts. The Committee may also require repayment of shares (or cash) for a period after vesting in certain circumstances such as misconduct.

Leaving employment

If a participant leaves employment prior to vesting, their award will normally lapse and any shares will be forfeited. But if the participant leaves for reasons such as: disability, ill-health or injury, death, or in other circumstances if the Committee allows, their award will continue in effect and vest on the original vesting date.

Alternatively, if the Committee so decides, the award will vest, or the shares will be released, on leaving. An award will normally only vest on or after leaving to the extent of any underpin or, if relevant, any performance condition is satisfied at the date of vesting and, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the fact that they left early.

Takeovers, reorganisations

Awards will generally vest early on a takeover, merger or other corporate event. Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company. Where an award vests in these circumstances, any underpin or performance condition will be tested to the date of vesting and, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the fact that it is vesting early.

Plan limits

In any 10-year period, not more than 10% of the issued ordinary share capital of the company may be issued or be issuable under the Executive Plan and all other employees' share plans operated by the company. In addition, the Executive Plan includes a further limit whereby in any 10-year period, not more than 5% of the issued ordinary share capital of the company may be issued or be issuable under award under all discretionary share award plans adopted by the company (the "5% limit") that the Committee may irrevocably determine will apply in due course. The 5% limit is not intended to operate from the adoption of the Executive Plan but will be implemented by the Committee in due course.

These limits do not include awards which have lapsed but will include awards satisfied with treasury shares as if they were newly issued shares so long as required by applicable institutional investor guidance.

General

The number or type of shares subject to an award and/or any exercise price may be adjusted to reflect a rights issue, a corporate event such as a demerger or any variation in the share capital of the company. Awards are not generally transferable (except to personal representatives on death or with the consent of the Committee) and are not pensionable. Participants do not pay for the grant of an award. Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date. Options will lapse, at the latest, on the 10th anniversary of the date of grant or on such earlier date as may be specified on grant.

Amendments

The Committee can amend the Executive Plan in any way. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to awards and shares, the adjustment of awards on variation in the company's share capital and the amendment powers. The Committee can, without shareholder approval, make minor amendments to benefit the administration of the Executive Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment. They can also amend any underpin or performance conditions without shareholder approval if anything happens which causes the Committee to consider it appropriate to do so, provided that any such variation or waiver is fair, reasonable and not materially less difficult to satisfy than the original condition. The Company may also, without shareholder approval, establish further plans based on the Plan, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the Executive Plan.

Appendix 3 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>.

This can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox 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 112-706-872. 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) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020*.

Access to the meeting will be available from 10:00am on 11 May 2021; 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 to 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 verbally, when invited to do so by the chair of the meeting, or 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.

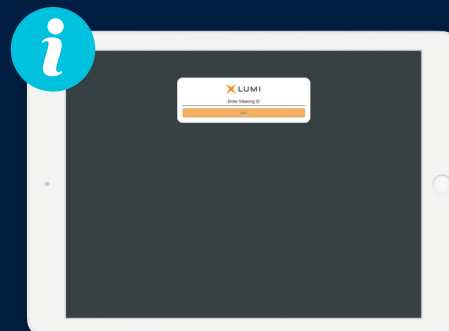
Duly appointed proxies and corporate representatives

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

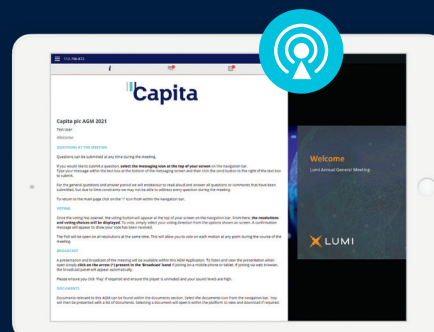
If your shares are held within a nominee account and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, to obtain and provide you with your unique IVC and PIN to enable you to attend the electronic meeting.

* Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, 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.

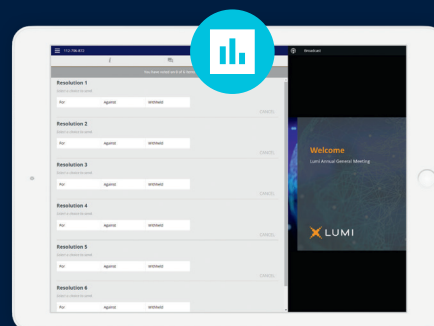
Meeting Access



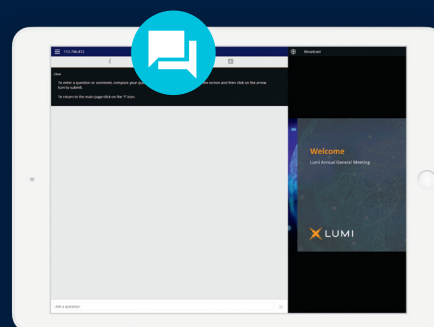
Broadcast



Voting



Questions





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