

Capita plc

Update on 2019 AGM Resolution Voting

17 October 2019

At our May 2019 Annual General Meeting (“AGM”), Capita received a vote against (27.2%) Resolution 2 in respect of the approval of the Directors’ Remuneration Report for the year ended 31 December 2018.

Following the AGM, Capita’s Board and Remuneration Committee carried out a review of the feedback received from shareholders. The main concerns centred around the leaving arrangements for the Chief Financial Officer who left in September 2018, the annual bonus (metrics, weightings and 2018 award levels), and long-term incentive provision (performance metrics).

Given that the current Remuneration Policy, originally approved by shareholders at the June 2017 AGM, reaches the end of its three-year shareholder approved life in 2020, the Remuneration Committee is currently in the process of carrying out a review of the Policy and its implementation. This review has taken the feedback received in respect of the 2019 AGM into account and will incorporate developments in governance and good practice more generally.

Following the completion of this review, Georgina Harvey, our newly appointed Remuneration Committee Chair, will write to major shareholders and the main representative bodies to outline the Board’s proposals for the new 2020 Directors’ Remuneration Policy and its implementation and to seek feedback in advance of the 2020 AGM.

A final update on shareholder feedback and actions taken by the Company in relation to the May 2019 AGM vote will be included in the Directors Remuneration Report 2019.

We look forward to engaging further with shareholders over the coming months.