

**SPECIAL RESOLUTIONS  
OF  
Capita plc  
(the "Company")**

Company No: 2081330

At an Annual General Meeting of the Company, duly convened and held at the London Conrad St James Hotel, 22–28 Broadway, Westminster, London, SW1H 0BH, on Tuesday 13 June 2017 at 11.00 a.m. the following resolutions were passed:

**Resolution 16 (Ordinary Resolution)**

The sixteenth resolution having been put to the meeting and after determination of the votes cast on the poll IT WAS RESOLVED THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that:

- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £4,595,860;
- (b) this authority shall expire on 30 June 2018 or, if earlier, on the conclusion of the Company's next Annual General Meeting;
- (c) 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; and
- (d) 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.

**Resolution 17 (Special Resolution)**

The seventeenth resolution having been put to the meeting and after determination of the votes cast on the poll IT WAS RESOLVED THAT the Directors be empowered pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, for cash pursuant to the authority conferred on them by resolution 16 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares 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 exchanges; and
- (b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £689,379,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 16 in the notice of this meeting save that, before the expiry of this power,

the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or arrangement as if the power had not expired.

#### **Resolution 18 (Special Resolution)**

The eighteenth resolution having been put to the meeting and after determination of the votes cast on the poll IT WAS RESOLVED 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.

#### **Resolution 19 (Special Resolution)**

The nineteenth resolution having been put to the meeting and after determination of the votes cast on the poll IT WAS RESOLVED THAT the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of the Company provided that:

- (a) the maximum aggregate number of such shares that may be acquired under this authority is 66,714,100;
- (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for such a share is the maximum price permitted under the Financial Conduct Authority's listing rules or, in the case of a tender offer (as referred to in those rules), 5% above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the terms of the tender offer are announced;
- (d) this authority shall expire on 30 June 2018 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.



Francesca Todd  
Company Secretary  
Capita plc