

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 of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of Capita plc (the 'Company') will be held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ on Tuesday 14 May 2019 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 and voting in person should they wish to do so.

Resolutions 1 to 14 (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 15 to 17 (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 2018.
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 2018.
3. To re-elect Sir Ian Powell as a Director.
4. To re-elect Jonathan Lewis as a Director.
5. To elect Patrick Butcher as a Director.
6. To re-elect Gillian Sheldon as a Director.
7. To re-elect Matthew Lester as a Director.
8. To re-elect John Cresswell as a Director.
9. To re-elect Andrew Williams as a Director.
10. To re-elect Baroness Lucy Neville-Rolfe as a Director.
11. THAT remuneration payments to Employee Directors of:
 - a. a basic fee of £64,500 per annum;
 - b. where travel to the Company's registered office is recognised as a taxable benefit, the grossed-up cost of such travel as a benefit; and
 - c. if the Company so determines, where an Employee Director's appointment is terminated (by either party), an amount equal to up to one month's basic feemay be paid in respect of their directorships with the Company for the period from appointment to 30 June 2020.
12. To re-appoint KPMG LLP as Auditor of the Company.
13. To authorise the Audit and Risk Committee to fix the Auditor's remuneration.

Authority to allot shares

14. 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 £11,493,527, provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2020 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

15. THAT, subject to the passing of Resolution 14 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 £1,724,029

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 2020 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 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.

16. 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.
17. THAT the Company is 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 166,841,519;
 - (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 at the close of business on 30 June 2020, 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:
30 Berners Street
London
W1T 3LR

Registered in England No: 2081330

By Order of the Board

Francesca Todd
Group Company Secretary
Dated: 4 April 2019

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 a member from subsequently attending and voting at the meeting in person.
- (3) A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can also attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative 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.
- (4) Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Hard copy forms for the appointment of a proxy are available on request from Link Asset Services on 0871 664 0300 if calling from the UK or +44 371 664 0300 if calling from outside the UK (calls cost 12p per minute plus network extras. Lines are open 8.30am to 5.30pm, 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 Asset Services, Proxy Department at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 11.00am on Friday 10 May 2019 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. Alternatively, 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. Members who hold their shares in uncertificated form may also use 'the CREST voting service' to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should they so wish.

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 28 March 2019 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 1,668,415,192 ordinary shares, carrying one vote each, excluding 2,858,331 shares held in Treasury and (ii) the total voting rights in the Company were 1,668,415,192.

Right to attend, 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 10 May 2019 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.
- (8) 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.

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 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 in relation to the meeting other than as expressly stated in it.

Notes to the Notice of Annual General Meeting continued

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 Asset Services (ID RA10), as the Company's 'issuer's agent', by 11.00am on Friday 10 May 2019 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, 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 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 UK Listing Authority once the votes have been counted and verified.

Documents available for inspection

- (16) Copies of the service contracts of the Executive Directors, the Non-Executive Directors' letters of appointment and the Employee Directors' Remuneration Memorandum 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. The Employee Directors' Remuneration Memorandum is also available on the Company's website.

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

(1) Resolution 1 – Financial statements and reports 2018

For each financial year, the Directors are required to present the Directors' reports, the audited financial statements and the Auditor's report to shareholders at a general meeting. The financial statements and reports laid before the 2019 AGM are for the financial year ending 31 December 2018 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 2018.

The Directors' Remuneration Report is set out on pages 80 to 98 of the Annual Report and Accounts 2018. For the purposes of this resolution, the Directors' Remuneration Report does not include the Directors' Remuneration Policy which is set out on pages 84 to 88. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on its 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. Patrick Butcher was appointed as a Director since the date of the Company's last annual general meeting. Consequently, he will retire from office at the AGM and intends 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 AGM and stand for re-election by the shareholders.

Biographical details of all of the Directors seeking election or re-election can be found at Appendix 1 to this Notice. All were subject to appraisal by the other Board members prior to being put forward for election or re-election (as applicable) by shareholders. The Board has concluded that all of the Directors continue to be effective, showing commitment to their roles, and making the necessary time available for Board and Committee meetings and other duties as required. The biographical details in Appendix 1 set out the skills and experience each Director brings to the Board for the long-term sustainable success of the Company.

(4) Resolution 11 – Remuneration of Employee Directors

Resolution 11 relates to the remuneration of two Employee Directors. The intention to appoint two employees to Capita's Board of Directors (as "Employee Directors") was announced publicly during 2018. A rigorous selection process, including external independent review, was followed in order to identify two suitable candidates.

Resolution 13 authorises the remuneration of the Employee Directors once they have been appointed. The Company's current remuneration policy does not cater for Employee Directors, who, from a remuneration perspective, are neither Executive Directors nor Non-Executive Directors of the Company.

The Company intends to expand its directors' remuneration policy to deal expressly with pay to Employee Directors when its policy is next presented to shareholders for approval at its 2020 annual general meeting. As an interim measure, the Company is seeking express shareholder approval for the payments it is proposed will be made to the Employee Directors, pursuant to section 226B(1)(b) of the Companies Act 2006.

The Company is seeking authority to make payments to each of the Employee Directors, between the date of their appointment and 30 June 2020, calculated as follows:

- a basic fee of £64,500 per annum (being equal to that currently paid to the Company's Non-Executive Directors);
- where travel to the Company's registered office is recognised as a taxable benefit, the grossed up cost of such travel as a benefit; and
- if the Company so determines, where an Employee Director's appointment is terminated (by either party), a payment equal to up to one month's basic fee.

For the avoidance of doubt, each Employee Director may additionally receive any and all remuneration payable to them in the ordinary course in connection with their employment with the group. Further detail is set out in the Employee Directors' Remuneration Memorandum, which is available on the Company's website.

Shareholders will have the opportunity to vote on each Employee Director's appointment at the 2020 Annual General Meeting.

(5) Resolutions 12 and 13 – 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. Following a competitive tender process during 2018 for the Company's external audit, the Audit and Risk Committee recommended the re-appointment of KPMG LLP. Further details are set out on page 77 of the Annual Report and Accounts 2018. The recommendation was free from any third party influence and no restrictive contractual clauses of the kind mentioned in Article 16(6) of EU Audit Regulation 537/2014 has been imposed on the Company.

KPMG LLP have indicated that they are willing to continue as the Company's Auditor for another year and Resolution 12 is, therefore, to appoint KPMG LLP as Auditor for the financial year ending 31 December 2019. As a separate resolution, Resolution 13 authorises the Audit and Risk Committee to determine the Auditor's remuneration.

(6) Resolution 14 – 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 £11,493,527. This represents approximately 33% of the total ordinary share capital in issue (excluding treasury shares) as at 28 March 2019 (being the latest practicable date prior to the publication of this document).

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

The renewed authority will remain in force until 30 June 2020 or, if earlier, the conclusion of the Company's next Annual General Meeting. As at 28 March 2019, the Company held 2,858,331 treasury shares, being approximately 0.17% 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 15 – Disapplication of statutory pre-emption rights

Resolution 15 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 per cent. 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 15 is to authorise the Directors to allot new shares (and other equity securities) pursuant to the allotment authority given by Resolution 14, for cash up to a nominal amount of £1,724,029 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 28 March 2019 (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 15 in excess of an amount equal to 7.5 per cent. 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 as described above.

The authority sought under Resolution 15 will remain in force until 30 June 2020 or, if earlier, the conclusion of the Company's next Annual General Meeting.

(8) Resolution 16 – 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 AGM) 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 16, 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.

(9) Resolution 17 – Authority to make market purchases of ordinary shares

Resolution 17, 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 166,841,519 shares, which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 28 March 2019 (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 2020 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 28 March 2019 was 41,654,191 which represents 2.50% of the issued share capital of the Company (excluding treasury shares), and would represent 2.77% of the issued share capital of the Company (excluding treasury shares) if the full authority to repurchase ordinary shares, as proposed by Resolution 17, were exercised. As at 28 March 2019, the Company held 2,858,331 treasury shares, being approximately 0.17% 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 Non- Executive Director in September 2016 and Chairman in January 2017. He is a chartered accountant and, before retiring in June 2016, was Chairman and Senior Partner of PwC UK for eight years, responsible for leadership and management of PwC UK. He joined PwC in 1977, serving in various roles of increasing responsibility, including Head of Advisory, before being elected Chairman and Senior Partner.

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

Jon Lewis

Chief Executive Officer

Appointed: December 2017

Key skills and experience: Before joining Capita, Jon was Chief Executive Officer of Amec Foster Wheeler, the multinational consultancy, engineering and project management business. Prior to that, he had a 20-year career at Halliburton Company Inc in the United States, one of the world's largest oil field service companies, where he held a number of senior roles, including Senior Vice-President and member of the Halliburton Executive Committee. Jon has a doctorate in geology from the University of Reading, ran a contract research organisation at Heriot-Watt University, and attended the Executive Program at Stanford University Graduate School of Business.

Board responsibilities: Managing and developing Capita's business to achieve the Company's strategic objectives.

External appointments: Board member of Equinor

Patrick Butcher

Chief Financial Officer

Appointed: January 2019

Key skills and experience: Before joining Capita, Patrick was Group Chief Financial Officer at Go-Ahead Group. He is a member of the Institute of Chartered Accountants (South Africa) and has more than 17 years' experience as a finance director at board level in transport and infrastructure companies. He was formerly Group Finance Director of Network Rail, as well as holding finance director roles at English, Welsh and Scottish Railways (now DB Schenker), and London Underground. Patrick has extensive experience from working as a management consultant and auditor for Deloitte LLP. He is a former member of the British Transport Police Authority.

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

Additional responsibilities: Property; Procurement; Commercial relationships and Supplier relationships.

External appointments: None.

Gillian Sheldon

Senior Independent Director

Appointed: September 2012

Independent: Yes

Key skills and experience: Gillian was appointed to the Board in September 2012, before being made Senior Independent Director in January 2013. She is a senior adviser in Credit Suisse UK's investment banking division where she has gained substantial experience of advising boards across a wide range of complex situations and transactions. Prior to joining Credit Suisse, Gillian worked for seven years at NM Rothschild & Sons.

Other current appointments: Senior adviser at Credit Suisse; trustee of BBC Children in Need; member of Corporate Advisory Board of the Royal Academy of Arts.

Appendix 1

Directors' Biographies continued

Matthew Lester

Non-Executive Director

Appointed: March 2017

Independent: Yes

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 has also served as Group Chief Financial Officer for ICAP plc from May 2006 to November 2010. Before this, he held senior roles at Diageo plc and Kleinwort Benson.

Other current appointments: Non-executive director of Man Group plc and Barclays plc.

John Cresswell

Non-Executive Director

Appointed: November 2015

Independent: Yes

Key skills and experience: John is Chief Executive Officer of Bibby Line Group Limited. He has substantial experience leading, growing and advising media and broadcast organisations at CEO and executive director levels, having worked in the technology, media and telecommunications sector for 25 years. John is a chartered accountant and attended the Advanced Management Program at Harvard Business School. Most recently, he served for four-and-a-half years as CEO of Arqiva. Before that, he held a number of executive director roles on the board of ITV plc, and was formerly a director of Liverpool Football and Athletic Grounds plc and of Ambassador Theatre Group.

Other current appointments: Chief Executive Officer of Bibby Line Group Limited.

Andrew Williams

Non-Executive Director

Appointed: January 2015

Independent: Yes

Key skills and experience: Andrew has been Chief Executive of Halma plc, a leading specialist in safety, health and environmental technologies since 2005. He started his career at Halma in 1994 as manufacturing director of a subsidiary company and went on to hold a wide range of senior management positions across the group. Andrew is a chartered engineer and a production engineering graduate of Birmingham University. He attended the Advanced Management Program at Wharton Business School, University of Pennsylvania, in 2004.

Other current appointments: Chief Executive of Halma plc.

Baroness Neville-Rolfe DBE CMC

Non-Executive Director

Appointed: December 2017

Independent: Yes

Key skills and experience: Baroness (Lucy) 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 has a senior background in international retail, governance, legal and regulatory issues, and communications. She worked at Tesco plc from 1997 to 2013, serving on the board from 2006. Before joining Tesco, Lucy was a civil servant, serving in the Prime Minister's Policy Unit at Number 10 between 1992 and 1994, and finally as Director of the Deregulation Unit. Her non-executive directorships have included ITV plc and Metro AG.

Other current appointments: Chairman of Assured Food Standards; non-executive director of Secure Trust Bank plc, Thomson Reuters Founders Share Company, and Health Data Research UK; and governor of London Business School.
