

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

Company No: 2081330

At an Annual General Meeting of the Company, duly convened and held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ, on Tuesday 14 May 2019 at 11.00 a.m. the following resolutions were passed:

**Resolution 14 (Ordinary Resolution)**

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

**Resolution 15 (Special Resolution)**

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

**Resolution 16 (Special Resolution)**

The sixteenth 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 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 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.



Francesca Todd  
Group Company Secretary  
Capita plc