

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

Company No: 2081330

At an Annual General Meeting of the Company, duly convened and held at 65 Gresham Street, London, EC2V 7NQ, on Thursday 25 June 2020 at 11.00 a.m. the following resolutions were passed:

**Resolution 17 (Ordinary Resolution)**

The seventeenth 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 £11,496,752, provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2021 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 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 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 £1,724,513

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 2021 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 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 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 20 (Special Resolution)**

The twentieth 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 166,888,334;
- (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value (being 2 1/15 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 2021, 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.

### **Resolution 21 (Special Resolution)**

The twenty-first resolution having been put to the meeting and after determination of the votes cast on the poll IT WAS RESOLVED THAT the articles of association of the Company be amended by:

(1) the insertion, in correct alphabetical order, of the following definitions into Article 1:

**combined physical and electronic general meeting** means a meeting convened and held in accordance with these Articles and which allows participants to attend in person or via an electronic platform;

**electronic platform** means any form of electronic platform or facility and includes, without limitation, website addresses, application technology and conference call systems;

**general meeting** means any general meeting of the Company, including any general meeting held as the Company's annual general meeting and whether held as a physical general meeting or as a combined physical and electronic general meeting;

**physical general meeting** means any general meeting attended by persons present in person at the location(s) specified in the notice of such general meeting;

(2) the deletion of existing Article 1(B) and its replacement with the following new Article 1(B) and Article 1(C):

(B) A person who is a member is "**present**" at a general meeting which is held only as a physical general meeting for the purposes of these Articles if:

- (i) being an individual, he attends in person,
- (ii) being a corporation, a person that it has authorised to attend the meeting as its representative attends in person in that capacity, or
- (iii) a person appointed as his or its proxy attends in person.

(C) A person who is a member is "**present**" at a combined physical and electronic general meeting for the purposes of these Articles if he or it meets the requirements of Article 1(B) or:

- (i) being an individual, he attends via an electronic platform,
- (ii) being a corporation, a person that it has authorised to attend the meeting as its representative attends in that capacity via an electronic platform, or
- (iii) a person appointed as his or its proxy attends via an electronic platform.

(3) the amendment of existing Article 18(A) by the inclusion of the words "or places (including, for a combined physical and electronic general meeting, electronic platform)" between the words "place" and "and" in the first sentence of Article 18(A);

(4) the deletion of existing Article 20 and its replacement with the following new Article 20:

## **20 Postponement of general meetings**

The Board may resolve to postpone any general meeting or move the place or places (including, for a combined physical and electronic general meeting, electronic platform) of such meeting before the date on which it is to be held, except where the postponement or move would be contrary to company legislation. The Board may give notice of a postponement or move as it thinks fit but any failure to give notice of a postponement or move does not invalidate the postponement or move or any resolution passed at a postponed or moved meeting. Notice of the business of a

postponed or moved meeting does not need to be given again. If a meeting is postponed or moved, the appointment of a proxy for that meeting is valid if it is done in accordance with these Articles and received not less than 48 hours before the commencement of the postponed or moved meeting to which it relates. The Directors can also postpone or move a postponed or moved meeting under this Article.

(5) the deletion of existing Article 23 and its replacement with the following new Articles 23 and 23A and by the consequential renumbering of subsequent Articles of the Company's articles of association and the updating of all cross references:

### **23 Combined physical and electronic general meetings**

- (A) Without prejudice to Article 21 (*Meetings at more than one location*), the directors may decide to hold a general meeting as a combined physical and electronic general meeting and, in such case, shall provide details of the means for members to attend and participate in the meeting, including the physical place or places of meeting and the electronic platforms to be used.
- (B) The directors and the chairman of a combined physical and electronic general meeting may make any arrangement and impose any requirement or restriction as is:
  - (i) necessary to ensure the identification of those taking part and the security of the electronic communication; and
  - (ii) proportionate to achieving these objectives.
- (C) All resolutions put to members at a combined physical and electronic general meeting shall be voted on by a poll in accordance with Articles 31 (*Taking a vote*) and 32 (*Polls*) and such poll votes may be cast by such means as the directors in their absolute discretion consider appropriate for the purposes of the meeting.
- (D) Persons seeking to attend or participate in a combined physical and electronic general meeting via an electronic platform shall be responsible for ensuring that they have access to the facilities (including, without limitation, systems, equipment and connectivity) which are necessary to enable them to do so. Unless the meeting is adjourned by the chairman in accordance with the provisions of Article 27 (*Adjournments*), any inability of a person or persons to attend or participate in a combined physical and electronic general meeting via an electronic platform will not affect the validity of such meeting, or any business conducted at such meeting up to the point of adjournment, or any action taken pursuant to such meeting.

### **23A Attendance at and participation in general meetings**

- (A) In determining whether persons are attending or participating in a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other or how they are able to communicate with each other.
- (B) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak or vote at that meeting, they are (or would be) able to exercise them.
- (C) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

- (D) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information and opinions which that person has on the business of the meeting.
- (E) A person is able to exercise the right to vote at a general meeting when,
  - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(6) the amendment of existing Article 25(B) by the inclusion of the words "or places (including, for a combined physical and electronic general meeting, electronic platform)" between the words "place" and "and" in Article 25(B)(ii);

(7) the amendment of existing Article 27(A) and existing Article 27(C) by the inclusion of the words "or places and (if applicable for a combined physical and electronic general meeting) electronic platform" between the words "place" and "or indefinitely" in the first sentence of each of Article 27(A) and Article 27(C);

(8) the amendment of existing Article 28(A) by the inclusion of the words "or places and (if applicable for a combined physical and electronic general meeting) electronic platform" between the words "place" and "of the adjourned" in each of Article 28(A)(i) and (ii);

(9) the amendment of existing Article 31(A) by the inclusion of the words "which is held only as a physical general meeting" between the words "meeting" and "is" in the first sentence of Article 31(A);

(10) the inclusion of the following new Article 31(D):

- (D) At a general meeting which is held as a combined physical and electronic general meeting, a resolution put to the vote of the meeting shall be decided on a poll, and any such poll will be deemed to have been validly demanded at the time fixed for holding the meeting to which it relates.

(11) the amendment of existing Article 32(B) by the inclusion of the words "or places and (if applicable for a combined physical and electronic general meeting) electronic platform" between the words "place" and "at which" in each of the third and fourth sentences of Article 32(B).



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Francesca Todd  
Group Company Secretary  
Capita plc