

Company No: 02081330

Capita plc
(the "Company")
Certified copy of a resolution

At a general meeting of the Company duly convened and held at 11:00 a.m. on 14 January 2021 at Overton Park, Overton Road, Sutton SM2 6QT, the following resolution was duly passed:

ORDINARY RESOLUTION

THAT the Disposal, on the terms set out in the Sale Agreements (both as defined in the circular to shareholders dated 16 December 2020 (the "**Circular**")), together with any associated and ancillary documents thereto, be and are hereby approved and the Directors (or a committee of the Directors) be and are hereby authorised to waive, amend, vary or extend any of the terms of the Sale Agreements (provided that any such waivers, amendments, variations or extensions are not of a material nature) and to do all such things as they may consider to be necessary, expedient or desirable to implement and give effect to, or otherwise in connection with, the Disposal and any matters incidental to the Disposal.

I, Francesca Todd, Company Secretary of Capita plc hereby certify that this is a true copy of the resolution duly passed.

Date: 14 January 2021



Signature: