

**RESOLUTION OF
CAPITA plc
(the "Company")**

Company No: 2081330

At a General Meeting of the Company, duly convened and held at Linklaters LLP, One Silk Street, London EC2Y 8HQ, on Tuesday 1 November 2022 at 10.30 a.m. the following resolution was passed:

Ordinary Resolution

THAT the Disposal on the terms set out in the Sale Agreement (both as defined in the circular to shareholders dated 11 October 2022 (the "Circular")), together with any associated and ancillary documents thereto, be and is 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 agreement (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.

Daniel Shorrock

CHAIRMAN