

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

Company No: 02081330

At an Annual General Meeting of the Company, duly convened and held at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD on Monday, 28 April 2025 at 10.30 a.m. the following resolutions were passed:

Resolution 13 (Ordinary Resolution)

The thirteenth resolution having been put to the meeting and after determination of the votes cast on the poll IT WAS RESOLVED THAT,

- (i) subject to and conditional on Admission becoming effective, each ordinary share of 2 1/15 pence in the capital of the Company (each an **Existing Ordinary Share**) in issue be consolidated on the basis that every 15 Existing Ordinary Shares held by a Shareholder at the record time for the Share Consolidation shall be consolidated into one new ordinary share of 31 pence (a **New Ordinary Share**), provided that, where such consolidation (the **Share Consolidation**) results in any Shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other Shareholders may be entitled; and
- (ii) each and any of the Directors be and is hereby authorised to, in accordance with article 8(B) of the Company's Articles, to deal with such fractions as it shall decide, to sell (or appoint any other person to sell), on behalf of all the relevant Shareholders, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant Shareholders entitled thereto (save that any fraction of a penny shall be rounded up or down in accordance with the usual practice of the Registrar and save that the proceeds of any Fractional Entitlement of less than £5.00 will be donated by the Company to a charity of the Company's choosing; any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant Shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of such shares.

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 £11,719,880 provided that this authority shall (unless otherwise revoked or renewed), expire at the close of business on 30 June 2026 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 £1,757,982,

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 2026 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, Allotment Rights to be granted or treasury shares to be sold after such expiry and the Directors may allot shares, grant Allotment Rights and sell treasury shares 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 of 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, regulatory or practical problems in relation to or under the laws of 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 be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of the Company provided that:

- (a) the maximum aggregate number of ordinary shares that may be acquired under this authority is:

- (i) in the event that Resolution 13 above is passed and implemented 11,341,800; or
 - (ii) in the event that Resolution 13 above is not passed and implemented 170,127,300;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value (being 31 pence in the event that Resolution 13 above is passed and implemented or 2 1/15 pence in the event that Resolution 13 above is not passed and implemented);
 - (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 2026 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 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,

- (i) subject to the sanction of the High Court of Justice in England and Wales (the **Court**), the amount standing to the credit of the share premium account of the Company, as at the date an order is made confirming such cancellation by the Court, be cancelled, and
- (ii) the amount of the share premium account so cancelled be credited to a reserve of the Company.



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Claire Denton
Chief General Counsel & Group Company Secretary
Capita plc

Date: 28 April 2025