

Publication of Circular and Notice of General Meeting

On 9 July 2024, Capita announced the sale of its standalone software business (**Capita One**), via the sale of Capita One Limited by Capita Business Services Ltd (the **Seller**), to Orchard Information Systems Limited (the **Buyer**), a wholly-owned subsidiary of the MRI Software, LLC (**MRI Software**) (the '**Disposal**').

The Disposal constitutes a Class 1 transaction for Capita under the Listing Rules and is therefore conditional upon, amongst other things, the approval of Capita shareholders at a general meeting of the Company.

Capita is pleased to announce that a shareholder circular in relation to the Disposal (the "**Circular**") has been published today, having received approval from the Financial Conduct Authority. The Circular will be sent to Capita shareholders (other than those who have elected or who have been deemed to have elected for notification by electronic communication) shortly.

The Circular contains further information on the Disposal and a notice convening a general meeting of Capita to be held on 29 July at 12:00 p.m. (the "**General Meeting**").

Proposed changes to the Listing Rules, including changes to the rules relating to Class 1 transactions, (the New Listing Rules) are expected to be finalised and implemented early in the second half of 2024. If the New Listing Rules are implemented as currently proposed and become effective prior to completion of the Disposal, they would not require the Disposal to be conditional upon the approval of the Shareholders. If the New Listing Rules become effective prior to the date of the General Meeting, the Company would permanently adjourn the General Meeting. The Company would give notice of this by issuing an announcement through a Regulatory News Service.

Copies of the following documents have been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

- Circular
- Notice of General Meeting

These documents will also be available to view on the Company's website at <https://www.capita.com/about-capita/shareholder-information> from the date of this announcement up to and including the date of the General Meeting.

Barclays Bank PLC, acting through its Investment Bank ('Barclays') is acting as sole financial advisor and sole sponsor to Capita on the transaction.

Notes to editors:

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About Capita One

Capita One is a provider of software solutions across the UK public sector, helping local authorities to drive efficiency, maximise revenue collection and deliver essential public services as cost effectively as possible. Capita One primarily serves local authorities, local education authorities and housing associations, and the business operates across three sectors: revenue and benefits software, social housing management and education management software. In 2023, Capita One generated revenue of £54.6m and profit before tax of £18.7m. As at 31 December 2023, the total assets of Capita One were £67.1m. The Capita One senior management team comprises: Jon Peart, Stuart Cheetham, Dave Smedley, Paul Millard, James Allard and Gavin Chamberlain.

About MRI Software

MRI Software is a leading provider of real estate software solutions that transform the way communities live, work and play. MRI Software's open and connected, AI-first platform empowers agents, owners, operators and occupiers in commercial and residential property organizations to innovate in rapidly changing markets. MRI Software has been a trailblazer in the PropTech industry for over five

decades, serving more than six million users worldwide, including social housing and the public sector. Through innovative solutions and a rich partner ecosystem, MRI Software gives real estate companies the freedom to realize their vision of building thriving communities and stronger businesses. For more information, visit <https://www.mrisoftware.com/uk/>.

About Capita

Capita is a modern outsourcer, helping clients across the public and private sectors run complex business processes more efficiently, creating better consumer experiences. Operating across 8 countries, Capita's 41,000 colleagues support primarily UK and European clients with people-based services underpinned by market-leading technology. We play an integral role in society - our work matters to the lives of the millions of people who rely on us every day.

Important Notice

Barclays, which is authorised by the Prudential Regulation Authority ('PRA') and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for Capita and no one else in connection with the potential sale and will not be responsible to anyone other than Capita for providing the protections afforded to clients of Barclays nor for providing advice in relation to the proposed sale or any other matter referred to in this announcement.
