

28 April 2025

Capita plc (the "Capita" or "the Company")

Announcement of Annual General Meeting Results

The Company announces that, at the Annual General Meeting of Capita plc held at 10.30 a.m. on 28 April 2025 at The Storey Club, 4 Kingdom Street, Paddington, London W2 6BD (the "AGM"), all the resolutions set out in the Circular and Notice of General Meeting published by the Company on 24 March 2025 (the "Circular"), were duly passed without amendment on a poll by the requisite majority of shareholders of the Company. Capitalised terms used but not otherwise defined in this announcement have the meanings given to them in the Circular, which is available at www.capita.com/investors/investor-news-and-events. The Board would like to thank all shareholders who participated in the AGM.

The full text of the Resolutions is set out in the Circular.

RESOLUTION	VOTES FOR*	%**	VOTES AGAINST	%**	VOTES TOTAL	% OF ISC VOTED**	VOTES WITHHELD***
ORDINARY RESOLUTIONS:							
1 To approve the Report & Accounts for the year ended 31 December 2024.	941,341,868	99.91	890,630	0.09	942,232,498	55.12	3,473,391
2 To approve the Directors' Remuneration Report.	936,899,904	99.36	6,044,626	0.64	942,944,530	55.16	2,761,359
3 To re-elect David Lowden as a Director.	915,198,010	97.10	27,335,240	2.90	942,533,250	55.14	3,172,639
4 To re-elect Adolfo Hernandez as a Director.	926,042,877	98.22	16,737,657	1.78	942,780,534	55.15	2,925,355
5 To re-elect Georgina Harvey as a Director.	929,026,238	98.57	13,449,965	1.43	942,476,203	55.14	3,229,686
6 To re-elect Nneka Abulokwe as a Director.	931,047,892	98.78	11,519,471	1.22	942,567,363	55.14	3,138,526
7 To re-elect Neelam Dhawan as a Director.	929,407,892	98.61	13,119,264	1.39	942,527,156	55.14	3,178,733
8 To re-elect Brian McArthur-Muscroft as a Director.	930,707,808	98.77	11,609,911	1.23	942,317,719	55.13	3,388,170
9 To elect Pablo Andres as a Director.	940,686,429	99.81	1,745,891	0.19	942,432,320	55.13	3,273,569
10 To elect Jack Clarke as a Director.	939,716,306	99.72	2,625,331	0.28	942,341,637	55.13	3,364,252
11 To re-appoint KPMG LLP as Auditor of the Company.	920,317,552	97.62	22,463,836	2.38	942,781,388	55.15	2,924,501
12 To authorise the Audit and Risk Committee to determine the Auditor's remuneration.	922,134,028	97.81	20,631,698	2.19	942,765,726	55.15	2,940,163
13 To approve the Share Consolidation.	934,368,805	99.05	8,983,670	0.95	943,352,475	55.19	2,353,414
14 To authorise the Directors to allot shares.	936,205,776	99.38	5,816,628	0.62	942,022,404	55.11	3,683,485
SPECIAL RESOLUTIONS							
15 To authorise the Company to dis-apply statutory pre-emption rights.	928,501,388	98.59	13,278,541	1.41	941,779,929	55.09	3,925,960
16 To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.	935,984,068	99.30	6,602,864	0.70	942,586,932	55.14	3,118,957
17 To authorise market purchase of shares.	941,289,241	99.78	2,033,495	0.22	943,322,736	55.18	2,383,153
18 To approve the Share Premium Reduction.	941,035,527	99.78	2,074,543	0.22	943,110,070	55.17	2,595,819

Other information

Special resolution (75% majority required).

* Votes in favour include votes where the Chair of the Annual General Meeting was given discretion regarding how to vote.

** Percentages are expressed as a proportion of total votes cast (which does not include votes withheld).

*** A 'vote withheld' is not a vote under English law and is not counted in the calculation of votes 'for' and 'against' the Resolution.

(1) The issued share capital of the Company as at 6.00 pm (UK time) on Thursday 24 April 2025 (the time by which shareholders who wanted to attend, speak and vote at the General Meeting were entered on the Register) was 1,709,396,383 ordinary shares, with no shares held in treasury. The total number of voting rights in the Company was therefore 1,709,396,383.

(2) Resolution 13 (Share Consolidation) and Resolution 18 (Share Premium Reduction) passed at the Annual General Meeting enable the Directors to proceed with the Share Consolidation and Share Premium Reduction, as set out in the Circular.

(3) The date of admission and first day of dealings in New Ordinary Shares on the London Stock Exchange, and listing and commencement of trading in New Ordinary Shares on the London Stock Exchange are expected to be Tuesday, 29 April 2025.

(4) The Share Premium Reduction remains subject to Court approval.

(5) Shareholders should note that if the Court declines to approve the Share Premium Reduction, the Share Premium Reduction will not take place. The Board also reserves the right to discontinue (in whole or in part) the petition to the Court in relation to the Share Premium Reduction.

In accordance with Listing Rule 6.4.2R, a copy of this document has been submitted to the National Storage Mechanism, which is located at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. Capita plc will issue a trading update on 17 June 2025.

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About Capita plc:Â 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 eight countries, Capitaâ€™s 34,000 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.
