

10 May 2022

Capita plc

Announcement of AGM Results

At the Annual General Meeting of Capita plc held on 10 May 2022 at One Silk Street, London EC2V 7NQ, all the resolutions set out in the Notice of Meeting were approved by the shareholders which were voted by way of a poll. The Board would like to thank all shareholders who participated in the AGM. The results of the poll for each resolution are provided in the table below.

Resolution 11: Re-election of Lyndsay Browne as a Director

The Board notes, and is disappointed, that Resolution 11 received less than 80% of the votes cast in favour.

The Board is proud to have been the first FTSE250 Company since the late 1980s to have appointed Employee Directors. Lyndsay has been an Employee Director since July 2019, and the Board has valued her contribution. Lyndsay is a member of the Remuneration Committee and as an Employee Director is not considered independent. However, the Board continues to believe in the importance of bringing the contributions of its Employee Directors into Committee meetings and considers that the value of the employee perspective brought by Lyndsay is of considerable value to this Committee.

However, the Board notes the concerns of certain shareholders that Lyndsay as a non-independent director is a member of the Remuneration Committee. The Board will consult with shareholders on this matter to further understand and address their concerns.

A further statement detailing the outcome of the Company's discussion with its shareholders, including any actions taken as a result, will be published by the Company by no later than 10 November 2022 in accordance with the UK Corporate Governance Code 2018.

Resolution 2: 2021 Directors' Remuneration Report

Resolution 2 to approve the Directors' Remuneration Report for the year ended 31 December 2021 was approved by c.98% of votes cast.

However, following discussions between the Chair of the Remuneration Committee and a number of Capita's major shareholders, the Board confirms that it is the Company's intention to repay the furlough related income of c.£5m received in 2021 under the Coronavirus Job Retention Scheme. The repayment will be made at the end of the Company's publicly stated disposal programme and no later than the end of H1 2023.

	RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% OF ISC VOTED	VOTES WITHHELD
1	To approve the Report & Accounts for the year ended 31 December 2021	1,174,139,956	99.98	225,565	0.02	1,174,365,521	69.73%	1,670,882
2	To approve the Directors' Remuneration Report	1,148,723,621	98.01	23,356,565	1.99	1,172,080,186	69.59%	3,956,217
3	To re-elect Jonathan Lewis as a Director	1,140,623,934	97.09	34,233,861	2.91	1,174,857,795	69.75%	1,178,613
4	To elect Tim Weller as a Director	1,100,753,777	93.64	74,709,377	6.36	1,175,463,154	69.79%	573,249
5	To re-elect David Lowden as a Director	1,165,589,473	99.21	9,315,979	0.79	1,174,905,452	69.76%	1,130,951
6	To re-elect Matthew Lester as a Director.	1,174,991,853	99.96	476,704	0.04	1,175,468,557	69.79%	567,846
7	To re-elect Georgina Harvey as a Director	1,169,215,689	99.47	6,255,348	0.53	1,175,471,037	69.79%	565,371
8	To re-elect John Cresswell as a Director	1,174,369,496	99.91	1,107,783	0.09	1,175,477,279	69.79%	559,124
9	To elect Nneka Abulokwe as a Director	1,141,920,592	97.14	33,566,157	2.86	1,175,486,749	69.79%	549,659
10	To re-elect Neelam Dhawan as a Director	1,172,771,385	99.79	2,455,663	0.21	1,175,227,048	69.78%	809,355
11	To re-elect Lyndsay Browne as a Director	889,140,039	75.64	286,315,530	24.36	1,175,455,569	69.79%	580,834
12	To re-elect Joseph Murphy as a Director	1,153,839,991	98.16	21,626,448	1.84	1,175,466,439	69.79%	569,964
13	To re-appoint KPMG as Auditor of the Company	1,153,818,670	98.16	21,634,550	1.84	1,175,453,220	69.79%	583,188
14	To authorise the Audit & Risk Committee to fix the Auditor's remuneration.	1,064,239,707	90.57	110,863,994	9.43	1,175,103,701	69.77%	932,702
15	To authorise the Directors to allot shares	1,169,583,776	99.50	5,870,081	0.50	1,175,453,857	69.79%	582,546
16	To authorise the Company to dis-apply statutory pre-emption rights	1,141,807,298	97.14	33,657,075	2.86	1,175,464,373	69.79%	572,030
17	To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.	1,170,518,868	99.58	4,947,459	0.42	1,175,466,327	69.79%	570,076
18	To authorise market purchase of shares	1,175,016,279	99.97	410,660	0.03	1,175,426,939	69.79%	609,464

Please note a 'vote withheld' is not a vote under English law and is therefore not included in the calculation of votes 'for' and 'against' a resolution.

Capita plc further announces that, in accordance with the provisions of paragraph 9.6.2 of the Listing Rules, copies of resolutions other than those concerning ordinary business passed at the Annual General Meeting, have been submitted to the National Storage Mechanism, and can be viewed at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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