

Capita plc

14 May 2019

Announcement of AGM Results

At the Annual General Meeting of Capita plc held on 14 May 2019, all the resolutions set out in the Notice of Meeting were approved by the shareholders which were voted by way of a poll. The results of the poll for each resolution were as follows:

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% OF ISC VOTED	VOTES WITHHELD
1. To receive and adopt the Company's financial statements and the reports of the Directors and the Auditor for the year ended 31 December 2018.	1,371,571,222	99.99	121,911	0.01	1,371,693,133	82.07%	2,751,546
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2018.	788,678,927	72.66	296,684,677	27.34	1,085,363,604	64.94%	289,081,075
3. To re-elect Sir Ian Powell as a Director.	1,369,888,420	99.76	3,340,900	0.24	1,373,229,320	82.17%	1,215,359
4. To re-elect Jonathan Lewis as a Director.	1,370,884,197	99.83	2,347,444	0.17	1,373,231,641	82.17%	1,213,039
5. To elect Patrick Butcher as a Director.	1,370,527,859	99.80	2,696,230	0.20	1,373,224,089	82.17%	1,220,591
6. To re-elect Gillian Sheldon as a Director.	1,326,549,951	96.60	46,678,520	3.40	1,373,228,471	82.17%	1,216,209
7. To re-elect Matthew Lester as a Director.	1,326,535,860	96.60	46,693,416	3.40	1,373,229,276	82.17%	1,215,404
8. To re-elect John Cresswell as a Director.	1,325,975,196	96.56	47,254,080	3.44	1,373,229,276	82.17%	1,215,404
9. To re-elect Andrew Williams as a Director.	1,326,290,733	96.58	46,939,100	3.42	1,373,229,833	82.17%	1,214,847

10. To re-elect Baroness Lucy Neville-Rolfe as a Director.	1,326,537,654	96.60	46,686,197	3.40	1,373,223,851	82.17%	1,220,829
11. That remuneration payments to Employee Directors of a basic fee of £64,500 per annum may be paid in respect of their directorships (see Notice of Meeting).	1,373,148,268	99.99	83,711	0.01	1,373,231,979	82.17%	1,212,701
12. To re-appoint KPMG LLP as Auditor of the Company.	1,365,843,405	100.00	61,813	0.00	1,365,905,218	81.73%	8,539,462
13. To authorise the Audit and Risk Committee to fix the Auditor's remuneration.	1,372,897,431	99.98	336,841	0.02	1,373,234,272	82.17%	1,210,408
14. To authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006.	1,373,167,733	99.99	69,634	0.01	1,373,237,367	82.17%	1,207,313
15. To dis-apply statutory pre-emption rights pursuant to Section 570 of the Companies Act 2006 in relation to 5% of the Company's issued share capital.	1,373,136,751	99.99	98,567	0.01	1,373,235,318	82.17%	1,209,362
16. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.	1,354,364,107	98.63	18,874,851	1.37	1,373,238,958	82.17%	1,205,722
17. To renew the Company's authority to make market purchases of its own ordinary shares pursuant to Section 701 of the Companies Act 2006.	1,365,138,015	99.43	7,810,617	0.57	1,372,948,632	82.15%	1,496,048

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.

The Board recognises that, while Resolution 2 to approve the Directors' Remuneration Report was passed, a proportion of shareholders opposed the resolution. We are naturally disappointed with this level of support. Consultations were held with shareholders throughout the year about the direction and strategy of the Company, including the appropriate

balance of measures for our 2018 and 2019 incentive arrangements. The views of all shareholders are important to us – and we have engaged with a number of investors to discuss their concerns over remuneration. The Board is committed to a continuing dialogue and consultation with shareholders on remuneration structures, which will continue after the AGM. An update on shareholder views and actions taken by the Company in relation to its remuneration structures will be published within the next six months and included in the 2019 Annual Report & Accounts. Shareholder views will also be sought as the Company develops its new Remuneration Policy which will be put forward for approval at the 2020 AGM in line with the usual triennial cycle.

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 <http://www.morningstar.co.uk/uk/nsm>

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