

25 June 2020

Capita plc

Announcement of AGM Results

At the Annual General Meeting of Capita plc held on 25 June 2020, 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 2019.	1,351,285,477	99.98	217,596	0.02	1,351,503,073	80.87%	1,176,646
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 2019.	1,339,467,637	99.19	10,983,340	0.81	1,350,450,977	80.80%	2,228,742
3. To approve the Directors' Remuneration Policy, in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2019.	1,315,406,714	97.41	35,036,898	2.59	1,350,443,612	80.80%	2,236,107
4. To re-elect Sir Ian Powell as a Director.	1,275,825,395	94.33	76,724,989	5.67	1,352,550,384	80.93%	129,336
5. To re-elect Jonathan Lewis as a Director.	1,350,706,181	99.86	1,844,203	0.14	1,352,550,384	80.93%	129,336
6. To re-elect Patrick Butcher as a Director.	1,349,090,770	99.74	3,463,614	0.26	1,352,554,384	80.93%	125,336
7. To re-elect Gillian Sheldon as a Director.	1,350,292,578	99.83	2,261,806	0.17	1,352,554,384	80.93%	125,336
8. To re-elect Matthew Lester as a Director.	1,344,098,421	99.38	8,451,963	0.62	1,352,550,384	80.93%	129,336
9. To elect Georgina Harvey as a Director.	1,346,762,042	99.57	5,792,342	0.43	1,352,554,384	80.93%	125,336
10. To re-elect John Cresswell as a Director.	1,350,264,158	99.83	2,286,226	0.17	1,352,550,384	80.93%	129,336
11. To re-elect Andrew Williams as a Director.	1,334,892,027	98.69	17,658,357	1.31	1,352,550,384	80.93%	129,336
12. To re-elect Baroness Lucy Neville-Rolfe as a Director.	1,350,273,200	99.83	2,306,684	0.17	1,352,579,884	80.93%	99,836

13.	To elect Lyndsay Browne as a Director.	1,296,480,208	95.85	56,073,362	4.15	1,352,553,570	80.93%	126,149
14.	To elect Joseph Murphy as a Director.	1,296,474,793	95.85	56,078,777	4.15	1,352,553,570	80.93%	126,149
15.	To re-appoint KPMG LLP as Auditor of the Company.	1,350,376,122	100.00	62,741	0.00	1,350,438,863	80.80%	2,240,857
16.	To authorise the Audit and Risk Committee to fix the Auditor's remuneration.	1,352,532,651	100.00	36,089	0.00	1,352,568,740	80.93%	110,980
17.	To authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006.	1,347,772,050	99.64	4,811,197	0.36	1,352,583,247	80.93%	96,473
18.	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.	1,352,459,088	99.99	112,456	0.01	1,352,571,544	80.93%	108,176
19.	To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.	1,330,167,366	98.34	22,409,241	1.66	1,352,576,607	80.93%	103,113
20.	To renew the Company's authority to make market purchases of its own ordinary shares pursuant to Section 701 of the Companies Act 2006.	1,349,865,049	99.82	2,457,521	0.18	1,352,322,570	80.92%	357,149
21.	To approve amendments to the Company's articles of association as set out in the Notice of Annual General Meeting 2020.	1,352,483,629	100.00	67,556	0.00	1,352,551,185	80.93%	128,535

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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