

Nomination Committee Terms Of Reference

Adopted by the Board of The Capita Group Plc on 24 November 2008

1. Sub-committee of the Board

The Nomination Committee ("the Committee") has been established by the Board under the Company's Articles of Association.

2. Membership

The Committee has been appointed by the Board.

The majority of members of the Nominations Committee will be independent non-executive directors.

The Board shall appoint the Committee Chairman who shall be the Chairman or an independent non-executive director. In the absence of the Committee Chairman, and an appointed deputy, the remaining members present shall elect one of the non-executive members present to chair the meeting.

The Chairman shall not chair the Nominations Committee when it is dealing with the appointment of a successor to the Chairmanship.

The Committee Chairman and members shall be listed each year in the Annual Report.

3. Secretary

The Deputy Company Secretary or nominee shall act as the Secretary of the Committee.

The Deputy Company Secretary shall act as Secretary to the Committee. In conjunction with the Chairman will prepare an Agenda for each meeting which shall be circulated at least one week in advance of the meeting to all members of the Committee and attendees, together with any supporting papers. All Directors should be given notice of the meeting and provided with a copy of the Agenda.

4. Meetings and Attendance

The Committee will meet at least twice each year and at such other times as it sees fit.

The quorum for meetings will be three members.

5. Authority

The members of the Committee are authorised by the board to carry out any investigation relevant to its terms of reference.

The Committee is authorised to obtain advice of independent search consultants.

The Committee has authority to carry out ad hoc reviews as requested by the Group Board.

6. Duties/Responsibilities

The Committee shall at all times comply with the Listing Rules issued by the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 ('the Listing Rules') and the recommendations of the Combined Code annexed to the Listing Rules.

The specific responsibilities of the Committee are:

1. for identifying and nominating for the approval of the Group Board, candidates to Group Board vacancies as and when they arise;
2. before making an appointment, for evaluating the balance of skills, knowledge and experience on the Group Board, and, in the light of this evaluation, to prepare a description of the role and capabilities required for a particular appointment;
3. to review annually the time required from a non-executive director;
4. to review the performance of directors due to retire by rotation at the forthcoming AGM;
5. to consider candidates from a wide range of backgrounds and look beyond the 'usual suspects';
6. to give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Group and what skills and expertise are therefore needed on the Group Board in the future;
7. to regularly review the structure, size and experience of the Group Board and make recommendations to the Group Board with regard to any changes;
8. to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the market place;
9. To review all declarations of interest under the Conflicts Authorisation Note and report any findings to the Board on an annual basis
10. to make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year;
11. to make available its Terms of Reference explaining clearly its role and the authority delegated to it by the Group Board,

12. to consider any other matters as referred to the Committee by the Board;
13. to ensure that on appointment to the board non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of the commitment, Committee service and involvement outside Group Board meetings; and
14. to attend the Company's AGM.

7. Recommendations to the Board

The Committee will make recommendations to the Group Board:

1. with regard to plans for succession for both executive and non-executive directors;
2. with regard to the re-appointment of any non-executive director at the conclusion of their specified term of office;
3. concerning the re-election by shareholders of any director under the retirement by rotation provisions in the Group's articles of association;
4. concerning any matters relating to the continuation in office of any director at any time;
5. concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the Group Board.

8. Reporting Procedures

The Secretary of the Committee will circulate the minutes of meetings of the Committee to all members of the Group Board, except where a conflict exists.