

Notice of Annual General Meeting

Notice is hereby given that the 2009 Annual General Meeting of The Capita Group Plc will be held at Deutsche Bank, 1 Great Winchester Street, London, EC2N 2DB, on Wednesday 6 May 2009 at 11.00 am. Resolutions 1-9 will be proposed as ordinary resolutions and resolutions 10-14 will be proposed as special resolutions:

1. To receive the financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2008.
2. To approve the Directors' remuneration report for the year ended 31 December 2008.
3. To declare a final dividend of 9.6p per ordinary share.
4. To re-elect Eric Walters as a Director.
5. To re-elect Gordon Hurst as a Director.
6. To elect Maggi Bell as a Director.
7. To reappoint Ernst & Young LLP as Auditors of the Company.
8. To authorise the Directors to fix the remuneration of Ernst & Young LLP.
9. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80(1) of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £4,240,389 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers of agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot relevant securities be and are hereby revoked.
10. THAT the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 9 above or by way of the sale of treasury shares as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) to any person or persons of equity securities up to an aggregate nominal amount of £642,483;and shall expire upon the expiry of the general authority conferred by resolution 9 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.
11. THAT subject to, and in accordance with the Company's Articles of Association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of the Company provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be acquired is 62,174,799, being 10% of the issued share capital of the Company at 16 March 2009;
 - (b) the minimum price which may be paid for an ordinary share is the nominal value of such share;

- (c) the maximum price which may be paid for any such share shall not be more than the higher of:
- i. 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased, such amount shall be exclusive of expenses; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venue where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company held in 2010, or if earlier, on the date which is 18 months from the date of this resolution;
- (e) the Company may make any purchase of its ordinary shares pursuant to a contract concluded before the authority hereby conferred expires and which will or may be executed wholly or partly after the expiry of such authority; and
- (f) all shares purchased pursuant to the authority conferred by this resolution 11 shall be cancelled immediately on completion of the purchase or held in treasury.
12. THAT with effect from 00.01 am on 1 October 2009 or such other time as the remaining parts of the Companies Act 2006 are first in force:
- (a) the Articles of Association of the Company be amended by the deletion of all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - (b) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
13. THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.
14. THAT the name of the Company be changed to Capita plc, with effect from 31 December 2009.

Registered office:
71 Victoria Street
Westminster
London
SW1H 0XA

Registered in England No: 2081330

By Order of the Board

Gordon M Hurst
Company Secretary
Dated: 26 March 2009

Notes to the Notice of Annual General Meeting

(1) A member entitled to attend and vote at the Annual General Meeting ("AGM") may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. In order to be valid an appointment of proxy must be returned by one of the following methods:

- in hard copy form by post, by courier or by hand to the Company's registrars: Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
- via www.capitashares.co.uk; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;

and in each case must be received by the Company not less than 48 hours before the time of the meeting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- (2) A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the 2009 AGM. Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person.
- (3) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- (4) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative; in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

- (5) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the Register of Members of the Company by 6:00pm on 4 May 2009 (or 6:00pm on the date 2 days before any adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (6) Biographical details of the Directors are shown on pages 62-63 of the 2008 Annual Report and Accounts.
- (7) The issued share capital of the Company as at 16 March 2009 was 621,747,997 carrying one vote each. The total number of voting rights in the Company on the same date was 621,747,997.
- (8) The following documents are available for inspection at the registered office of the Company during normal business hours on any weekday and will be available at the place of the AGM from 15 minutes before the meeting until it ends:
 - Copies of the Executive Directors' service agreements and letters of appointment of the Non-Executive Directors
 - Copies of the current and proposed Articles of Association of the Company.
- (9) Please note the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the members subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

Explanatory notes to certain of the resolutions to be proposed at the Annual General Meeting

1. Resolution 2 – Directors' remuneration report

Under the Directors' Remuneration Report Regulations 2002, the Company is required to produce a Directors' remuneration report for each relevant financial year and to seek shareholder approval for that report at the AGM. The Directors' remuneration report is on pages 71-76 of the 2008 Annual Report and Accounts.

2. Resolutions 4 to 6 – Re-election and election of Directors

Eric Walters and Gordon Hurst both retire by rotation in accordance with the Company's Articles of Association. Both were subject to appraisal by the other Board members prior to their being put forward for appointment by shareholders. In accordance with the Combined Code, the Board has concluded that both Directors continue to be effective Non-Executive and Executive Director respectively, showing commitment to their roles, and making the necessary time available for Board and Committee meetings and other duties as required.

Maggi Bell was appointed to the Board on 1 August 2008. Since joining Capita in 1999, Maggi has successfully run a number of our businesses. In recent years, she has led and developed our sales operations across the Group as the Group's Sales and Marketing Director and makes a valuable addition to the Board as the Group Business Development Director.

3. Resolution 9 – Renewal of Directors' authority to allot shares

By virtue of Section 80 of the Companies Act 1985 (the "Act"), the Directors require the authority of shareholders of the Company to allot shares or other relevant securities in the Company. This resolution authorises the Directors to make allotments of up to an additional 205,176,839 shares (representing approximately 33% of the issued share capital of the Company as at 16 March 2009, excluding treasury shares and allowing for outstanding options under the Company's share schemes). The existing authority will expire at the forthcoming AGM and, by proposing resolution 9 the Board seeks its renewal. The renewed authority will expire at the Company's next AGM. The Directors have no present intention of exercising the authority given by this resolution.

4. Resolution 10 – Disapplication of statutory pre-emption rights

By virtue of Section 89 of the Act any issue by the Company of equity capital for cash made otherwise than to existing shareholders on a proportional basis requires the consent of shareholders of the Company unless the Company has obtained the authority of the shareholders under Section 95 of the Act. It authorises the Directors to allot shares by way of rights or pursuant to an open offer or otherwise than strictly pro rata when the Directors consider that it is expedient to do so and allows them to issue for cash up to 31,087,399 shares (representing approximately, but not exceeding 5% of the issued share capital of the Company as at 16 March 2009) other than on a pre-emptive basis. The existing authority will expire at the forthcoming AGM and, by proposing resolution 10 the Board seeks its renewal. The renewed authority will expire at the Company's next AGM.

5. Resolution 11 – Authority to make market purchases of ordinary shares

By virtue of Section 166 of the Act, the Company may make market purchases of its own ordinary shares if authorised to do so by shareholders. Resolution 11 is to renew this authority for a further year. Any ordinary shares purchased under this authority would be cancelled, or held in treasury, and the number of ordinary shares in issue reduced accordingly. The maximum number of ordinary shares which could be purchased pursuant to this authority is 62,174,799 which is 10% of the issued share capital of the Company as at 16 March 2009, and the resolution sets maximum and minimum prices. The authority to repurchase ordinary shares will, if approved by shareholders, only be exercised after careful consideration by the Directors, and if such exercise would result in an increase in earnings per share and would be in the best interests of shareholders generally.

The total number of options to subscribe for ordinary shares for all executive and employee share schemes of the Company which were outstanding as at 16 March 2009 (the latest practicable date prior to publication of this notice) was 17,797,694 which is 2.86% of the issued share capital of the Company as at 16 March 2009, excluding treasury shares, and would represent 3.18% of the issued share capital of the Company, excluding treasury shares, if the full authority to repurchase ordinary shares as proposed by resolution 11, was exercised.

6. Resolution 12 – Adoption of new Articles of Association

It is proposed in resolution 12 to adopt new Articles of Association (the “New Articles”) in order to update the Company’s current Articles of Association (the “Current Articles”) primarily to take account of the implementation on 1 October 2009 of the remaining parts of the Companies Act 2006. The resolution adopting the New Articles will only become effective on 1 October 2009.

The principal changes introduced in the New Articles are summarised in the Appendix to this Notice. Other changes, which are of a minor, technical or clarifying nature and also some other changes which merely reflect changes made by the Companies Act 2006 have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 4 of this document.

7. Resolution 13 – Notice of general meetings

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive.

The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days.

The Company is currently able to call general meetings (other than an AGM) on 14 clear days’ notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days’ notice. Resolution 13 seeks such approval. The approval will be effective until the Company’s next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days’ notice.

8. Resolution 14 – Change name to Capita plc

This resolution proposes that the name of the Company be changed to Capita plc with effect from 31 December 2009. This brings our name in line with our branding and marketing strategy.

9. Recommendation

The Board considers the resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

APPENDIX

Summary of the principal changes to the Articles of Association

This Appendix summarises the principal changes from the Current Articles to the New Articles. The changes reflect changes in the law that will become effective upon the remaining parts of the Companies Act 2006 coming into force and the repeal of provisions in the Companies Act 1985, with the exception of item 9 which relates to proposed changes in law resulting from the draft Shareholder Rights Regulations.

1. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

2. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985 a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

3. Objects clause

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 12 (a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

4. Overseas branch register

The Companies Act 2006 provides that a company may by its articles, make such provision as it thinks fit as to the keeping of overseas branch registers. The New Articles include such a provision.

5. Provision for employees on cessation of business

The Companies Act 2006 provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or by the company in a general meeting. The New Articles provide that the Directors may exercise this power.

6. Redeemable shares

Under the Companies Act 1985, if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no present intention to issue redeemable shares.

7. Seals

A company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be required. Accordingly the relevant authorisation has been removed in the New Articles.

8. Share warrants to bearer

An article will be inserted allowing the Company to issue 'share warrants to bearer' (bearer shares), and to provide for the future payment of dividends on them, as permitted by the Companies Act 2006. The Company has no present intention to issue bearer shares.

9. Shareholder Rights Directive

A number of amendments have been made to ensure that, to the extent possible, the New Articles do not conflict with the provisions of the draft Shareholder Rights Regulations. The Shareholder Rights Regulations are intended to implement the Shareholder Rights Directive in August 2009.

10. Statutory references and definitions

References to sections of the Companies Act 1985 will be replaced by references to the corresponding sections in the Companies Act 2006.

11. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

12. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.