

## Matters Reserved to the Board of The Capita Group Plc

(as adopted on 24 November 2008)

To enable to the Group Board to carry out its objectives, authority and terms of reference will be delegated to the committees appointed by the Board as required. These include the Audit, Remuneration and Nomination Committees which comprise of Non-Executive Directors. Matters not specifically delegated will be reserved to the Group Board.

The formal schedule of matters specifically reserved to the Board for decision is as follows:

1. Determine and review the Group's strategic direction;
2. Approve all acquisitions and disposals of assets and share acquisitions;
3. Review contracts, material joint ventures, strategic partnerships and alliances which are significant in terms of the business of the Group;
4. Review and, as appropriate, agree changes in the terms of reference of committees established by the Board;
5. Set and approve treasury policies including any material changes to the current banking covenants;
6. Establish and maintain appropriate accounting policies, implement and monitor the maintenance of adequate accounting and systems of planning and internal control;
7. Approval of any significant changes in accounting policies or practice;
8. Review the Group's Annual Report and Accounts and other published financial statements and other material and significant statements issued to shareholders or the London Stock Exchange;
9. Determine dividend policy;
10. Consider and approve appointments to the Board including the appointment or removal of the Company Secretary, following recommendation by the Nomination Committee;
11. To set the level of remuneration of the Non-Executive Directors;
12. Approval of policies, including:
  - Corporate Social Responsibility policy
  - Environmental policy
  - Health and Safety policy
  - Share Dealing Rules
13. Changes to the Group's capital structure or its status as a plc;
14. This schedule of matters reserved for Board decision.

In addition, the Board will receive reports and recommendations from time to time on any other matter which it considers significant to the Group.