

ATTENDANCE CARD
Capita plc - ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.capitashares.co.uk. To vote online you will need to log in to your Share Portal account or register for the Share Portal if you have not already done so. To register for the Share Portal you will need your investor code set out below. Once registered you will immediately be able to vote.

To be held at: Deutsche Bank, 1 Great Winchester Street, London, EC2N 2DB on Tuesday 14 May 2013 at 11.00am.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of
person attending

barcode:

investor code:

Notice of Availability – Notice
of AGM and Annual Report 2012

Important – please read carefully

You can now access the 2012 Annual Report and Notice of AGM by visiting this website: www.capita.co.uk

If you wish to receive a paper copy of the Annual Report and/or the Notice of AGM, please contact Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0871 664 0300 (calls cost 10 pence per minute plus network extras, lines are open 8.30am to 5.30pm Monday to Friday) or on +44 208 639 3399 (if calling from outside the UK).

Please note the deadline for receiving proxies is 11.00am on Friday 10 May 2013.

FORM OF PROXY
Capita plc - ANNUAL GENERAL MEETING

barcode:

investor code:

I/we being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)
Name of proxy Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 14 May 2013 at 11.00am and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:
If you wish to appoint multiple proxies please see note 1 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote			
		For	Against	Vote Withheld
1 To receive the Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2012.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report for the year ended 31 December 2012.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 15.6p per share.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Martin Bolland as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Paul Pindar as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Gordon Hurst as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Maggi Bell as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Vic Gysin as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Andy Parker as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Paul Bowtell as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote			
		For	Against	Vote Withheld
11 To re-elect Martina King as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To elect Gillian Sheldon as a Director.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To re-appoint KPMG Auditors Plc as Auditors of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the Directors to fix the Auditors' remuneration.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To authorise the Directors to allot shares pursuant to section 551 of the Act.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To disapply statutory pre-emption rights pursuant to section 570 of the Act.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 That a general meeting (other than an AGM) notice period may be not less than 14 clear days.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To renew the Company's authority to make market purchases of its own shares.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

In the case of a corporation, this proxy form must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

JOB No	75505 CAPITA PLC			DATE STARTED	28.02.13	STARTED BY	TAMMY
TEMPLATE NAME	62270	DATE AMENDED	21.03.13	AMENDED BY	ANNA	PROOF No	4
SAVED IN	PROXY	SIZE	A4 210X297MM	COLOURS	BLACK		
PREVIOUS JOB No	72976	A/C HANDLER	CC STUDIO	CLIENT'S NAME	J CURTIS		

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see below). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

3. Any person to whom the notice of meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00pm on the day which is two business days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) by 11.00am on Friday 10 May 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Overleaf is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0871 664 0300 (UK calls cost 10p per minute plus network extras - lines are open 8.30am to 5.30pm Monday to Friday) to request a change of address form.

8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.

9. To be effective, all votes must be lodged by 11.00am on Friday 10 May 2013 at the office of the Company's registrars at: Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

10. This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Capita Registrars accept no liability for any instruction that does not comply with these conditions.

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
Beckenham
BR3 4TU