

Investor code:

Dear Shareholder

Important information - please read

Annual General Meeting of Capita plc

I am pleased to write to you with details of this year's Annual General Meeting ('AGM'), which is to be held on Monday 12 May 2014 at 11:00am at Deutsche Bank, Winchester House, 1 Great Winchester Street, London EC2N 2DB. You can now access the 2013 Annual Report and Accounts and Notice of AGM by visiting the website: www.capita.co.uk. Enclosed with this letter is your proxy voting card.

Resignation of Auditor

Our Auditor, KPMG Audit Plc, has resigned as the Company's Auditor in order to facilitate the orderly wind down of the business of KPMG Audit Plc. The Board is recommending the appointment of KPMG LLP as the Company's Auditor to shareholders at the AGM. KPMG Audit Plc is required by section 519(3) of the Companies Act 2006 (the 'Act') to deposit with Capita a statement of the circumstances connected with its resignation. A copy of this statement is appended to the Notice of Meeting for shareholder information as required by section 520(2) of the Act.

Online voting at future shareholder meetings

Your vote is important to the Company and I encourage you to vote on all shareholder matters. In order to make voting easier for shareholders, reduce our environmental impact and to make a cost saving, from next year paper proxy cards will not be provided unless requested and you will need to vote online. However, you still have the right to request a paper proxy card, if you so wish. Therefore, I invite you to consider and review your voting and communication options which are both set out overleaf.

If you do not complete and return the form overleaf within 28 days from the date of this letter, you will be deemed to have consented to online proxy voting and you will no longer receive paper proxy cards.

Share portal

May I take this opportunity to remind you that you can manage your shareholding by using the share portal at www.capitashares.co.uk.

On the share portal you can update your registered address, dividend payment options, communication options and vote online. To register for the share portal, if you have not already done so, you will need your investor code set out above.

Your dividend

To ensure your dividend reaches you on the payment date, I would invite you to have your dividends paid directly into your bank or building society account. If you have not already set up a dividend mandate and would like to take advantage of this secure and convenient way of receiving your dividends, simply visit the share portal or complete and return the dividend payment instruction form overleaf. If you live outside the UK, you may be able to request that your dividend payments be converted into your local currency. For more information visit www.international.capitaregistrars.com.

Thank you for supporting us in our continuing efforts to reduce the amount of energy and paper used in relation to shareholder communications.

Yours faithfully

Martin Bollard
Chairman

Please complete the relevant sections of this form in BLOCK CAPITALS and black ink.

Alternatively you can change your communication options online at www.capitashares.co.uk

If you have changed your communication options since

14 March 2014, please complete and return the form below to ensure your preferences are captured.

CAPITA

Your proxy voting options from next year

Do nothing	If you are happy to receive notification by post and submit your proxy voting instructions online, you do not need to do anything. You will be notified by post when shareholder information such as the Annual Report and Accounts and the Notice of Meeting for the AGM have been placed on our website and you will be able to vote online via the Capita share portal.
Sign up for electronic communications	<p>To receive an email notifying you as soon as new shareholder information is available to view online sign up for electronic communications. You will be notified by email when shareholder information such as the Annual Report and Accounts and the Notice of Meeting for the AGM has been placed on our website and you will be able to vote online via the Capita share portal.</p> <p>Simply go to www.capitashares.co.uk and once you have registered, click on the 'Manage your account' link and follow the on screen instructions to change your communication preference. Alternatively complete your email address in the space below, sign and return this form to Capita Asset Services in the pre-paid envelope provided.</p> <div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div></div> <div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div></div>

Name

Signature

Dividend payment instruction form

If you wish to have future dividends paid into a bank or building society account please complete the dividend payment instruction form below in **BLOCK CAPITALS** in black ink.

Your full name on your bank account

Sort code

Account number

Building society reference or roll number (if applicable)

Signature(s) ALL shareholders, executors, administrators or personal representatives must sign in the boxes below

Holder 1

Holder 2

Holder 3

Holder 4

Date

Daytime/evening telephone number (in the event of a query)

If you are signing under a power of attorney or other authority please print your full name here

In the case of a corporation, this form should be executed under seal (or otherwise executed as a deed) or be signed by a duly authorised official whose capacity should be stated.

Please return your completed form to Capita Asset Services in the pre-paid envelope provided.

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 Monday 12 May 2014 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 2013

Important – please read carefully

You can now access the 2013 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 Asset Services, 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 Thursday 8 May 2014

FORM OF PROXY

Capita plc - ANNUAL GENERAL MEETING

barcode:

investor code:

event 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 Monday 12 May 2014 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 Auditor for the year ended 31 December 2013. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 2013. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 2013. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4 | To declare a final dividend of 17.8 pence per share. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 | To re-elect Martin Bollard as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6 | To re-elect Andy Parker as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7 | To re-elect Gordon Hurst as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8 | To re-elect Maggi Bell as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9 | To re-elect Vic Gysin as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote Withheld

- | | | | | |
|----|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 10 | To elect Dawn Marriott-Sims as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11 | To re-elect Gillian Sheldon as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12 | To re-elect Paul Bowtell as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13 | To appoint KPMG LLP as Auditor of the Company. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14 | To authorise the Directors to fix the Auditor's remuneration. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15 | To authorise the Directors to allot shares pursuant to section 551 of the Act. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16 | To disapply statutory pre-emption rights pursuant to section 570 of the Act. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17 | That a general meeting (other than an AGM) notice period may be not less than 14 clear days. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 18 | To renew the Company's authority to make market purchases of its own shares. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" 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).

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 Thursday 8 May 2014. 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 Thursday 8 May 2014 at the office of the Company's registrars at: Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
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 Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF