

## ATTENDANCE CARD Capita plc - ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at [www.capitashares.co.uk](http://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 12 May 2015 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 2014

Important – please read carefully

You can now access the 2014 Annual Report and 2015 Notice of AGM by visiting this website: [www.capita.co.uk](http://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 Friday 8 May 2015.

## FORM OF PROXY

### Capita plc - ANNUAL GENERAL MEETING

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



barcode:

investor code:

event code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 12 May 2015 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

- 1 To receive the financial statements and the reports of the Directors and the Auditor for the year ended 31 December 2014.
- 2 To approve the Directors' Remuneration Report, in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2014.
- 3 To declare a final dividend for the year ended 31 December 2014 of 19.6p per share.
- 4 To re-elect Martin Bolland as a Director.
- 5 To re-elect Andy Parker as a Director.
- 6 To re-elect Maggi Bell as a Director.
- 7 To re-elect Vic Gysin as a Director.
- 8 To re-elect Dawn Marriott-Sims as a Director.
- 9 To re-elect Gillian Sheldon as a Director.
- 10 To re-elect Paul Bowtell as a Director.



#### RESOLUTIONS

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

- 11 To elect Nick Greatorex as a Director.
- 12 To elect Carolyn Fairbairn as a Director.
- 13 To elect Andrew Williams as a Director.
- 14 To re-appoint KPMG LLP as Auditor of the Company.
- 15 To authorise the Directors to fix the Auditor's remuneration.
- 16 To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.
- 17 To disapply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006.
- 18 That a general meeting (other than an AGM) notice period may be not less than 14 clear days.
- 19 To renew the Company's authority to make market purchases of its own shares.
- 20 That the new articles of association are adopted in substitution for and to the exclusion of the Company's existing articles of association.



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 Friday 8 May 2015. 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 8 May 2015 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  
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34 Beckenham Road  
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