

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: The London Conrad St James Hotel, 22-28 Broadway, Westminster, London, SW1H 0BH on Tuesday 13 June 2017 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 2016

Important – please read carefully

You can now access the Annual Report and Accounts 2016 and Notice of AGM 2017 by visiting this website:

www.capita.com/shareholders

If you wish to receive a paper copy of the Annual Report and Accounts and/or the Notice of AGM, please contact Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0871 664 0300 or +44 371 664 0300 from overseas. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.

Please note the deadline for receiving proxies is 11.00am on Friday 9 June 2017.

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 Tuesday 13 June 2017 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 2016.
- 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 2016.
- 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 2016.
- 4 To declare a final dividend for the year ended 31 December 2016 of 20.6p per share.
- 5 To elect Sir Ian Powell as a Director.
- 6 To re-elect Andy Parker as a Director.
- 7 To re-elect Nick Greatorex as a Director.
- 8 To re-elect Vic Gysin as a Director.
- 9 To re-elect Gillian Sheldon as a Director.
- 10 To re-elect John Cresswell as a Director.
- 11 To re-elect Andrew Williams as a Director.



RESOLUTIONS

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

- 12 To elect Chris Sellers as a Director.
- 13 To elect Matthew Lester as a Director.
- 14 To re-appoint KPMG LLP as Auditor of the Company.
- 15 To authorise the Audit and Risk Committee 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 in relation to 5% of the Company's issued share capital.
- 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 To approve the rules of the Capita plc Long Term Incentive Plan 2017.
- 21 To approve the rules of the Capita plc Deferred Annual Bonus Plan 2017.
- 22 To approve the rules of the Capita plc Save As You Earn Option Scheme 2017.
- 23 To approve the rules and trust deed of the Capita plc Share Incentive Plan 2017.



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 close of business 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 9 June 2017. 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 or +44 371 664 0300 from overseas. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.
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 9 June 2017 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
BECKENHAM
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