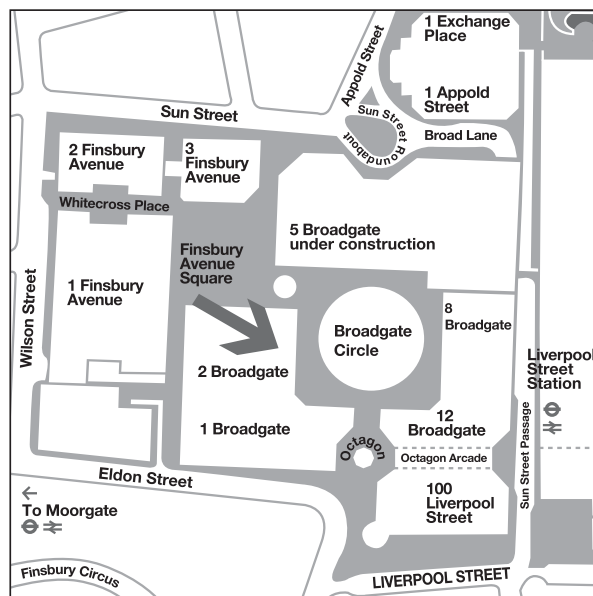




ATTENDANCE CARD ICAP plc – ANNUAL GENERAL MEETING

The meeting is to be held at the offices of
ICAP plc, 2 Broadgate, London EC2M 7UR
on Wednesday 10 July 2013 at 11.00 am



**PLEASE READ THE EXPLANATORY NOTES OVERLEAF CAREFULLY
BEFORE COMPLETING THIS FORM.**

You may submit your proxy electronically using the share portal service
at www.icap-shares.com.
If not already registered for the share portal, you will need your Investor
Code below.

Signature of
person attending

Bar Code:

Investor Code:

FORM OF PROXY ICAP plc – ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

Event Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 2 overleaf)

Name of proxy	Number of shares
<input type="text"/>	<input type="text"/>

as my/our proxy, to exercise all or any of my/our right(s) to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting (AGM) of the Company, to be held on Wednesday 10 July 2013 at 11.00 am and at any adjournment thereof. The proxy will vote on the resolutions below as I/we have indicated. The proxy will vote at his or her discretion, or abstain from voting on any resolution listed below, if no instruction is given regarding that resolution and on any other business transacted at the meeting.

Please indicate here with an 'X' if this form of proxy is one of multiple instructions being given (see note 2 overleaf).

Please indicate with an 'X' how you wish your votes to be cast in respect of the following resolutions:

Resolution	For	Against	Vote withheld (See note 1 overleaf)	Resolution	For	Against	Vote withheld (See note 1 overleaf)
1. To receive the financial statements for the year ended 31 March 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 15.4p per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the directors to set the remuneration of the auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Charles Gregson as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Michael Spencer as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect John Nixon as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To disapply pre-emption rights. ^Δ	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Iain Torrens as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Company to make market purchases of the Company's shares. ^Δ	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Diane Schueneman as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect John Sievwright as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to hold general meetings on not less than 14 clear days' notice. ^Δ	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Robert Standing as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To approve the new articles of association of the Company. ^Δ	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* biographical details, including membership of board committees, are included in the Notice of AGM and Annual Report 2013 which are available on the ICAP website at www.icap.com.

^Δ special resolution

To assist with arrangements, if you intend to attend the meeting in person please place an 'X' in the box opposite.

Signature

Date

You may submit your
proxy electronically at
www.icap-shares.com

Resolutions 1 to 18 are recommended to you by the board. To be valid, this form must be received no later than 11.00 am on Monday 8 July 2013. The Notice of AGM is available on the ICAP website at www.icap.com.

Once completed, please detach and post this form to the ICAP Share Registrar at Capita Registrars at the address below. To be valid, this prepaid form must be completed and delivered to the ICAP Share Registrar at Capita Registrars to arrive not later than 11.00 am on Monday 8 July 2013.

You may, if you prefer, return this card in a sealed envelope to Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. If you appoint more than one proxy, all forms must be signed and returned together in the same envelope using the Freepost address.

Notes

These notes should be read in conjunction with the form of proxy and Notice of AGM. The Notice of AGM contains the full text of the resolutions to be proposed at the AGM.

1. The "Vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "Vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
 2. You may appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You may also appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - a. To appoint the Chairman of the meeting as your sole proxy in respect of all of your shares, complete the voting instructions and sign and date the form of proxy, leaving all other proxy details blank.
 - b. To appoint a single proxy other than the Chairman of the meeting, in respect of all your shares, delete the words 'the Chairman of the meeting' and print the name of the proxy of your choice in the space provided. Complete the rest of the form of proxy leaving all other proxy appointment details blank.
 - c. To appoint more than one proxy, additional form(s) of proxy may be obtained by contacting the Registrar's helpline on 0871 664 0565* or you may photocopy the form of proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box provided on the form of proxy if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned to the ICAP Share Registrar at Capita Registrars in the same envelope.
 3. If the appointer is a corporation, this form may be executed under the corporation's common seal or under the hand of its officer or attorney, duly authorised in writing.
 4. If someone else signs on your behalf, their authority (or a certified copy of such authority) to do so must be returned with this form.
 5. In the case of joint holders, the signature of any one holder will be sufficient. If more than one holder signs, only the vote of the first named on the Company's share register will be accepted.
 6. To be valid, this prepaid form must be completed and delivered to the ICAP Share Registrar at Capita Registrars at PXS, 34 Beckenham Road, Beckenham, BR3 4TU to arrive not later than 11.00 am on Monday 8 July 2013. You may, if you prefer, return this card in a sealed envelope to Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.
 7. If this form is returned without any indication as to how the person(s) appointed shall vote on the resolutions or unless otherwise directed, the proxy will abstain or vote, as he/she thinks fit, on the specified resolutions or on any other business at the AGM (including amendments to resolutions).
 8. Completion and deposit of this form will not preclude you from attending and voting at the AGM in person.
 9. A proxy need not be a member of the Company.
 10. Proxy appointments may be made through CREST – see notes to the Notice of AGM.
 11. If you wish to submit your proxy appointment electronically, please visit www.icap-shares.com where full instructions on how to do so are given. If you return paper and electronic directions those received last by Capita Registrars before the latest time for the receipt of proxies or voting instructions will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be advantaged or disadvantaged.
- * Calls to this number cost 10 pence per minute plus network extras. Lines are open Monday to Friday, from 8.30 am to 5.30 pm, UK time.

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU