



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 15 July 2015 at 11.00am.



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

Barcode:

Investor Code:

FORM OF PROXY

ICAP plc – ANNUAL GENERAL MEETING

Barcode:

Investor Code:

Event Code:

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

Name of proxy	Number of shares
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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 15 July 2015 at 11.00am 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 Annual Report and financial statements for the year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the directors to set the remuneration of the auditor 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 approve the directors' remuneration report.	<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 directors' remuneration policy.	<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 Ivan Ritossa as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To empower the directors to allot equity securities. ^Δ	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Diane Schueneman 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 John Sievwright 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 Robert Standing as a director.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To approve the establishment of the ICAP plc 2015 Performance Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To approve the establishment of the ICAP plc 2015 Deferred Share Bonus Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* biographical details, including membership of board committees, are included in the Annual Report which is available on the Company website at www.icap.com

^Δ special resolution

To assist with arrangements, please indicate here with an 'X' if you intend to attend the meeting in person. ☐

Signature

Date

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

The board recommends resolutions 1 to 18 to you for approval. To be valid, this form must be received no later than 11.00am on Monday 13 July 2015. The Notice of AGM is available on the Company website at www.icap.com.

To be valid, this prepaid form must be completed and delivered to the ICAP share registrar at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF to arrive not later than 11.00am on Monday 13 July 2015. You may, if you prefer, return this card in a sealed envelope to FREEPOST CAPITA PXS. Please note that no other address details should be included on the envelope. 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 the 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 details blank.
 - c. To appoint more than one proxy, additional form(s) of proxy may be obtained by contacting the ICAP share registrar's helpline on 0371 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 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 PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF to arrive not later than 11.00am on Monday 13 July 2015. You may, if you prefer, return this card in a sealed envelope to FREEPOST CAPITA PXS. Please note that no other address details should be included on the envelope.
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 return of this form will not preclude you from attending and voting in person at the AGM.
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 register 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 the ICAP share registrar 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 will be charged at the standard geographic rate and will vary by provider. Lines are open Monday to Friday (excluding public holidays), from 9.00am to 5.30pm, UK time.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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34 Beckenham Road
BECKENHAM
BR3 4ZF