

AGM 2006**Proxy Results - Capita**

Date: 26.04.2006

Issued Share Capital

131,201,720

Resolution	For		Against		Withheld
	Number	%	Number	%	Number
Ordinary Business					
(1) To receive the annual accounts of the company for the year ended 31 December 2005, together with the directors' report and the auditors' report on those accounts and on the auditable part of the directors' remuneration report.	79,707,122	99.87	101,076	0.13	406,003
(2) To receive and approve the directors' remuneration report (advisory vote)	79,195,094	99.23	610,859	0.77	408,248
(3) To declare a final dividend	80,213,396	100.00	805	0.00	-
(4) To re-elect Sir Nigel Rudd as a director	79,337,464	99.63	294,529	0.37	582,208
(5) To re-elect Mr J H Holt as a director	80,001,893	99.74	210,723	0.26	1,585
(6) To re-elect Mr M S Casha as a director	80,081,858	99.84	130,188	0.16	2,155
(7) To re-elect Mr W W Rhodes as a director	78,470,208	98.24	1,407,408	1.76	336,585
(8) To re-elect Mr N G Hannah as a director	78,472,045	98.40	1,278,081	1.60	464,075
(9) To elect Mr D A L Joyce as a director	80,083,348	99.84	129,238	0.16	1,615
(10) To elect Mr M Le May as a director	80,078,286	99.83	134,300	0.17	1,615
(11) To re-appoint KMPG Audit PLC as auditors and to authorise the directors to determine their remuneration	79,674,978	99.63	292,581	0.37	246,642
Special Business					
(12) To authorise the company to make market purchases of its own ordinary shares of up to an aggregate of 13,120,172 ordinary shares of 25 pence each (SPECIAL RESOLUTION)	80,191,566	99.97	22,635	0.03	-
(13) To amend Article 1 (E) of the Articles of Association of the company by the deletion of the figure "£250,000" and the substitution of the figure "£400,000". (SPECIAL RESOLUTION)	80,082,848	99.85	123,039	0.15	8,314
(14) To approve the Pendragon Long Term Incentive Plan ("LTIP")	78,994,528	99.17	659,590	0.83	560,083