

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
WNS (HOLDINGS) LIMITED**

**September 27, 2018**

Please sign, date and mail  
your proxy card in the  
envelope provided so that  
your vote is received on or  
before 10:00 a.m. on  
September 19, 2018.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL THE PROPOSALS.  
RESOLUTIONS PRESENTED FOR CONSIDERATION AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ON SEPTEMBER 27, 2018.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

- |  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. Adoption of the audited annual accounts of the Company for the financial year ended March 31, 2018, together with the auditors' report.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-appointment of Grant Thornton India LLP as the auditors of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of auditors' remuneration for the financial year ending March 31, 2019.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Re-election of the Class III Director, Mrs. Renu S. Karnad.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-election of the Class III Director, Mr. John Freeland.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Re-election of the Class III Director, Ms. Francoise Gri.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of Directors' remuneration for the period from the Annual General Meeting until the next annual general meeting of the Company to be held in respect of the financial year ending March 31, 2019.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Increase in the ordinary shares/American Depositary Shares ("ADSs") available for grant under the Company's 2016 Incentive Award Plan as may be amended and restated pursuant to and in accordance with the terms thereof ("the Plan") by 1.4 Million ordinary shares/ADSs (representing 2.7% of the total outstanding share capital as on June 30, 2018 excluding treasury shares) and the adoption of the Company's First Amended and Restated 2016 Incentive Award Plan to reflect such increase, substantially in the form set out in the Appendix B to this Proxy Statement. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature of Shareholder

Date:

Signature of Shareholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.