



Craneware plc (the “Company”)
(Registered in Scotland under company number SC196331)

FORM OF PROXY

**Before completing this form, please read the Explanatory Notes.
You may appoint a proxy and submit your proxy vote at
www.signalshares.com instead of using this form.**

Form of Proxy for use by members of Craneware plc (the “Company”) at the Annual General Meeting (AGM) to be held at the offices of Craneware plc, 1 Tanfield, Edinburgh, EH3 5DA, UK, on 17 November 2020, at 10am.

FORM OF PROXY

Craneware plc — Annual General Meeting

I/We, (print your name(s)):

being a member of the Company appoint the Chairman of the meeting or (see note 2)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 17 November 2020 at 10am and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made.

ORDINARY RESOLUTIONS

Please mark ‘X’ to indicate how you wish to vote

	For	Against	Vote withheld	Number of Shares in respect of which proxy appointed (see note 5)
1. To receive and consider the Company’s 2020 annual accounts and the Directors’ and Auditors’ reports				
2. To approve the Directors’ Remuneration Report				
3. To elect William Whitehorn as a Director				
4. To re-appoint Keith Neilson as a Director				
5. To re-appoint Craig Preston as a Director				

ORDINARY RESOLUTIONS (cont'd)

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

	For	Against	Vote withheld	Number of Shares in respect of which proxy appointed (see note 5)
6. To re-appoint Colleen Blye as a Director				
7. To re-appoint Russ Rudish as a Director				
8. To elect Alistair Erskine as a Director				
9. To elect David Kemp as a Director				
10. To declare a final dividend of 15.0 pence per share, giving a total dividend for the year of 26.5 pence per share				
11. To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company and to authorise the directors to fix their remuneration				
12. To authorise the directors to allot unissued ordinary shares				

SPECIAL RESOLUTIONS

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

13. To disapply pre-emption rights in respect of certain allotments				
14. To disapply pre-emption rights in respect of certain allotments in relation to acquisitions or other capital investment				
15. To authorise the Company to be able to buy back up to 10% of its own issued share capital from shareholders				

Signature:

Date:

Explanatory Notes:

- 1. Entitlement to Appoint a Proxy:** As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2. Identity of Proxy:** A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. To appoint as your proxy a person other than the Chairman of the meeting, insert his/her full name in the box. **However, as explained in the Notice of the Annual General Meeting, in light of current COVID-19 restrictions, attendance in person at the meeting will not be possible this year and therefore all shareholders are strongly encouraged and requested only to appoint the Chairman as their proxy as any other persons appointed will not be permitted to attend the meeting.**
- 3. Appointment of Proxy via CREST:** Crest members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Link Asset Services (ID RA 10) not less than 48 hours (excluding days that are not business days) before the time fixed for the AGM (i.e. before 10am on 13 November 2020). Please refer to the notes of the notice of the meeting for further information on proxy appointments through CREST.
- 4. Attendance by member at meeting:** Submission of a form of proxy would not ordinarily preclude you from attending the meeting and voting in person. Ordinarily, if a member has appointed a proxy but wishes to attend the meeting in person, the member will be permitted to do so and the proxy appointment will automatically be terminated. **However, as explained in the Notice of the Annual General Meeting, in light of current COVID-19 restrictions, attendance in person at the meeting will not be possible this year and therefore all shareholders are strongly encouraged and requested only to appoint the Chairman as their proxy as any other persons appointed will not be permitted to attend the meeting.**
- 5. Appointment of multiple proxies:** A member is entitled to appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. If you wish to appoint more than one proxy, please photocopy this form and insert in each form the number of shares in respect of which that proxy is appointed. **However, as explained in the Notice of the Annual General Meeting, in light of current COVID-19 restrictions, attendance in person at the meeting will not be possible this year and therefore all shareholders are strongly encouraged and requested only to appoint the Chairman as their proxy as any other persons appointed will not be permitted to attend the meeting.**
- 6. Directions on how to vote:** To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 7. Joint Holders:** In the case of joint holders any one may sign this proxy form, but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names stand in the Register of Members (the first-named being the most senior). In the case of a member which is a company, this proxy must be signed by two directors or given under the hand of an officer or attorney duly authorised.
- 8. Return of proxy to the Company:** To be valid this proxy together with any power of attorney or other authority (if any) under which it has been signed must be completed and signed and must be received by Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours (excluding days that are not business days) before the time appointed for the meeting (i.e. before 10am on 13 November 2020).
- 9. Termination of Proxy's Authority:** You may terminate the authority of any person appointed to act as your proxy by sending written notice to Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, to that effect which must be received before the commencement of the meeting.
- 10. Submission of more than one valid proxy appointment:** If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 11. Appointment of Proxy online:** You may appoint a proxy and submit your proxy vote online at www.signalshares.com instead of using this form. For your vote to be valid, please ensure that it is received no later than 10am on 13 November 2020.



**PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF ANNUAL GENERAL MEETING**

of

Craneware plc (the "Company")

(Registered in Scotland under company number SC196331)

dated 16 October 2020

IMPORTANT INFORMATION: MEETING ARRANGEMENTS DUE TO COVID-19 PANDEMIC AND RELATED REGULATIONS AND GUIDANCE IN RELATION TO SOCIAL DISTANCING AND PUBLIC GATHERINGS

Your Company's board of directors (the "Board") continues to monitor closely the current COVID-19 situation, including the related social distancing requirements, public health guidance and legislation issued by both the UK and Scottish Governments. At the time of the publication of this Notice of Annual General Meeting, indoor public gatherings in Scotland remain subject to a number of restrictions. In light of this, and notwithstanding any revisions to Government guidance which occur prior to the time of the Annual General Meeting ("AGM") to be held on 17 November 2020, the Board has decided that certain aspects of the process for this year's AGM should be changed. The Board recognises that the AGM represents an opportunity to engage with members, and provides a forum that enables members to ask questions of, and speak directly with, the Directors. However, in light of current restrictions, the Board hopes that members will understand that the Annual General Meeting this year will be run as a closed meeting, with only the minimum required quorum of two shareholders being present in person or by proxy (which the Company will facilitate) as is necessary to enable the formal business of the AGM to be conducted. As a result, for the safety and well-being of our shareholders, the Directors and our employees, shareholders and / or their proxies / corporate representatives will not be permitted to attend the AGM in person this year.

As noted above, the Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of members. The format of the meeting will be functional; the meeting will end immediately following the required formal business and there will be no corporate presentation. An explanation of the business to be considered at the AGM is in the Explanatory Notes section of this document. All of the voting in respect of the resolutions to be proposed at the AGM will be conducted by way of poll votes (rather than votes being conducted on a show of hands).

Members of the Company are therefore strongly encouraged to submit a proxy vote in advance of the meeting. A form of proxy for use at this meeting accompanies this Notice. To be valid, the proxy form must be completed and sent to Link Asset Services in accordance with notes 1 and 2 appended to this Notice. Alternatively, you may appoint a proxy and submit a proxy vote for this meeting online at www.signalshares.com. For your vote to be valid, please ensure that it is received no later than 10am on 13 November 2020.

In order to provide shareholders with an opportunity to ask questions, as they would normally be entitled to do at the AGM, shareholders are invited to submit to the Directors any questions they would otherwise have raised at the AGM, in advance of the meeting via email to investors@craneware.com by no later than 10am on Friday 13 November 2020. Responses to the questions will be provided following the conclusion of the Annual General Meeting.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Craneware plc, 1 Tanfield, Edinburgh, EH3 5DA, UK, on 17 November 2020, at 10am, for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and consider the audited consolidated accounts of the Company and its subsidiaries for the financial year ended 30 June 2020 together with the Directors' Report and the Auditors' Report on those accounts.
2. To approve the Directors' Remuneration Report for the financial year ended 30 June 2020.

3. To elect William Whitehorn, who was appointed since the last annual general meeting, as a director of the Company.
4. To re-appoint Keith Neilson, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
5. To re-appoint Craig Preston, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
6. To re-appoint Colleen Blye, who wishes to retire and, being eligible, offers herself for reappointment, as a director of the Company.
7. To re-appoint Russ Rudish, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
8. To elect Alistair Erskine, who was appointed since the last annual general meeting, as a director of the Company.
9. To elect David Kemp, who was appointed since the last annual general meeting, as a director of the Company.
10. To declare a final dividend for the year ended 30 June 2020 of 15.0 pence per share (giving a total dividend for the year ended 30 June 2020 of 26.5 pence per share) payable on 15 December 2020 to shareholders registered at the close of business on 20 November 2020 such dividend to be payable in US dollars at the election of each such shareholder and at the exchange rate to be determined by the Company on 20 November 2020.
11. To re-appoint PricewaterhouseCoopers LLP as auditors to hold office from the conclusion of the Annual General Meeting to the conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.
12. THAT the directors of the Company are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £178,843.59 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer by way of rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
 - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,
 and subject to such exclusions or other arrangements as the directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and
 - (b) in any other case up to an aggregate nominal amount of £89,421.80 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (a) above in excess of £89,421.80),
 provided that such authority, unless renewed, varied or revoked by the Company, shall expire on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company but is without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as special resolutions:

13. THAT, if resolution 12 is passed, the directors of the Company are generally and unconditionally authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities in connection with an issue in favour of holders of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") where the equity securities are offered to such holders in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held, or deemed to be held, by each such holder but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £13,413.27,

such authority to expire on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting of the Company but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT, if resolution 12 is passed, the directors of the Company are generally and unconditionally authorised, in addition to any authority granted under resolution 13 above, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by resolution 12 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £13,413.27; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting of the Company but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1 pence each in the Company provided that:-

- a. the maximum number of ordinary shares which may be purchased is 2,682,654 (representing 10 per cent of the Company's issued ordinary share capital as at the latest practicable date prior to the printing of the Notice of Annual General Meeting of which this resolution forms part);
- b. the minimum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 1 pence;
- c. the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company taken from the AIM supplement of the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
- d. this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting of the Company to be held in 2021; and
- e. the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By Order of The Board

Craig Preston

Secretary

Registered office of the Company:

1 Tanfield, Edinburgh, EH3 5DA, UK.

Notes:

Appointment of Proxy

1. As a member of the Company, at the time set out in note 3, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. You should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in the notes to the proxy form.
2. To be effective, the proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to Link Asset Services, (PXS), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours (excluding days that are not business days) before the time for holding the meeting (i.e. before 10am on 13 November 2020), and if not so deposited shall be invalid. Alternatively, you may appoint a proxy and submit a proxy vote for this meeting online at www.signalshares.com For your vote to be valid, please ensure that it is received no later than 10am on 13 November 2020.

Entitlement to attend and vote

3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members at:
 - (a) 5.00pm on Sunday 15 November 2020; or
 - (b) if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,are entitled to attend and vote at the Meeting. **However, as explained above, in light of current COVID-19 restrictions, attendance in person at the meeting will not be possible this year and therefore all shareholders are strongly encouraged and requested only to appoint the Chairman as their proxy as any other persons appointed will not be permitted to attend the meeting.**

Crest

4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and at any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with EuroClear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Link Asset Services ("ID RA10") not less than 48 hours (excluding days that are not business days) before the time fixed for the AGM (i.e. before 10am on 13 November 2020). For the purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which ID RA10 is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST Members and, where applicable, their CREST sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid, a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Information

5. The information required to be published by s.311(A) of the Companies Act 2006 (information about the contents of this notice and numbers of shares in the Company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at www.craneware.com

Communication

6. Except as provided above, members who wish to communicate with the Company in relation to the Meeting should do so using by writing to the Company Secretary at the address set out below. No other methods of communication will be accepted.

Address:

Company Secretary
Craneware plc
1 Tanfield,
Edinburgh,
EH3 5DA,
UK.



EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 3 to 9 — Re-election of directors

These resolutions relate to the re-election of directors of the Company. In accordance with the recommendations of The UK Corporate Governance Code (July 2018 version) (the 'Code'), all directors retire at the AGM and those wishing to serve again submit themselves for re-election by the shareholders. The Company has adopted the Code as its corporate governance framework against which it has reported in respect of the 2020 Annual Report. In the case of William Whitehorn, Alistair Erskine and David Kemp, each was appointed to the Board since the date of the annual general meeting held in 2019 and accordingly each is required to retire at this AGM. Being eligible, each offers himself for re-election.

Biographical details of each director standing for re-election can be found on pages 27 and 28 of the 2020 Annual Report together with their skills and experience, which support the reasons why their contributions are, and continue to be, important to the Company. The Board of Directors supports the re-election of each director who is standing for re-election by the shareholders at the AGM. The Board considers that the performance and contribution of each director continues to be effective and each director demonstrates commitment to their role with the Company.

The Board reviews on an annual basis the independence of each non-executive Director. In making this assessment, in addition to considering Provision 10 of the Code, the Board determines whether the Director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement. The Board has not identified any matters that would affect the independence of the non-executive directors.

Resolution 12 — Allotment Authority

12. In line with guidance issued by the Investment Association, the authority contained in paragraph (a) of this resolution will (if passed) give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £178,843.59 (representing 17,884,359 ordinary shares) as reduced by the nominal amount of any shares issued under paragraph (b) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of the Notice of Annual General Meeting.

The authority contained in paragraph (b) of this resolution will (if passed) give the directors of the Company the authority to allot ordinary shares up to an aggregate nominal value of £89,421.80 (representing 8,942,180 ordinary shares of 1p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of the Notice of the Annual General Meeting. This authority will expire on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting.

Resolution 13 — Disapplication of Pre-emption Rights

13. If new shares are to be allotted for cash, section 561(1) of the Companies Act 2006 requires that those shares are offered first to existing shareholders pro rata to their holdings. These pre-emption provisions also apply to the sale of treasury shares by the Company. However, it may be in the interests of the Company for the directors to allot shares and/or sell treasury shares other than to shareholders in proportion to their existing holding or otherwise than strictly in compliance with those requirements. This resolution would allow the directors, pursuant to section 570 of the Companies Act 2006, to allot shares and/or sell treasury shares for cash without first offering them to shareholders pursuant to their statutory pre-emption rights. The authority sought by paragraph (a) of resolution 13 would, if granted, be limited to allotments or sales in connection with pre-emptive offers to ordinary shareholders in connection with rights issues and similar offerings, where difficulties arise in offering shares to overseas shareholders, and in relation to fractional entitlements and other technical matters.

The authority sought by paragraph (b) of resolution 13 would, if granted, relate generally to allotments (other than in respect of pre-emptive offerings) of ordinary shares or the sale of treasury shares having an aggregate nominal value not exceeding £13,413.27 (representing 1,341,327 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (including treasury shares) as at the latest practicable date before publication of the Notice of the Annual General Meeting.

The authority given under resolution 13 will expire on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting of the Company.

Resolution 14 – Disapplication of Pre-emption Rights

14. The authority sought by resolution 14 would, if granted, give the directors of the Company authority to issue ordinary shares, or sell treasury shares, for cash in connection with an acquisition or capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles up to an additional aggregate nominal amount of £13,413.27 (representing 1,341,327 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (including treasury shares) as at the latest practicable date before publication of the Notice of the Annual General Meeting. The directors confirm that they will only allot shares pursuant to this authority where the allotment is in connection with an acquisition or specified capital investment (as defined in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment of sale.

The authority given under resolution 14 will expire on 31 December 2021 or, if earlier, at the conclusion of the next Annual General Meeting of the Company.

Resolution 15 – Purchase of own shares

15. The board of directors of the Company is committed to managing the Company's capital effectively and the directors believe that it is in the interests of the Company and its members to continue to have the flexibility to purchase its own shares. This resolution seeks authority from members to do so. The directors only intend to exercise this authority when, after considering market conditions prevailing at the time, they believe that the effect of such exercise would be to increase the earnings per share and be in the best interests of shareholders generally.

The effect of such purchases would either be to cancel the number of shares in issue or the directors may elect to hold them in treasury pursuant to Chapter 6 of Part 18 of the Companies Act 2006.

Certain listed companies may hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by a company in accordance with the Companies Act 2006. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

This resolution renews the authority given at the Annual General Meeting held on 12 November 2019 and would be limited to 2,682,654 ordinary shares, representing approximately 10 per cent of the issued share capital at the latest practicable date prior to the printing of the Notice of Annual General Meeting of which this resolution forms part.



16 October 2020

Dear Shareholder

The Company would like to offer you the opportunity, if you so wish, to elect to receive dividends from the Company in US Dollars. Dividends will be declared and paid in sterling unless a valid election is received or has already been received for US Dollars. If no valid election is received you will continue to receive your dividend payments in sterling. If you already have a valid election for US Dollars in place, this will remain in place unless you contact Link Asset Services to cancel it.

As you hold your ordinary shares in uncertificated form in CREST, you may elect to receive your dividends in US Dollars by means of the CREST procedures to effect such an election referred to below. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take the appropriate action on your behalf. **Link Asset Services will not accept a paper election for shareholders in CREST.**

The CREST procedures require the use of the Dividend Election Input Message in accordance with the CREST manual. The message includes the following fields which, for a valid election to be made, must be correctly input as indicated below and submitted in order for it to be received no later than the dividend record date for which it is to apply (in the present case, 20 November 2020).

- (i) Dividend Election Reference - you must indicate here a reference for the dividend election which is unique to your CREST participant ID;
- (ii) Account ID - If you have more than one member account, you must indicate the member account I.D. to which the election relates: the relevant account must be enabled (i) at the time your Dividend Election Input Message is entered into CREST, and (ii) on the relevant dividend payment date;
- (iii) ISIN - This is GB00B2425G68;
- (iv) Evergreen - This field must be entered with the flag set to yes. This requests the Company to apply your election to the current dividend and to all future dividends in respect of your entire shareholding in CREST at each relevant record date until (i) you delete your Dividend Election Input Message and that deletion is accepted in accordance with the CREST procedures on behalf of the Company, (ii) you transfer your shareholding in CREST or convert it into certificated form, or (iii) the facility is withdrawn by the directors;
- (v) Corporate Action Number - This is not to be input;
- (vi) Distribution type - You must enter "currency" here;
- (vii) Currency code - This is USD;
- (viii) Number of shares - Partial elections are not permitted. If this field is completed the message will be rejected;
- (ix) Contact details - this field is optional, although you are asked to include details of whom to contact in the event of a query relating to your election.

A valid election made by means of Dividend Election Input Message will, to the extent it relates to shares held in uncertificated form at any given record date, supersede all previous written elections made in respect of holdings in the same member account.

You may only revoke an election which has been made by a Dividend Election Input Message by utilising the CREST procedures for deletions described in the CREST Manual. The deletion will be valid in relation to the then current dividend only if the deletion is accepted, in accordance with the CREST procedures, by or on behalf of the Company prior to the relevant record date. It is recommended that you input any deletion message 48 hours in advance of this deadline to give the Company or its agent sufficient time to accept the deletion. There is no facility to amend an election which has been made by Dividend Election Input Message. If you wish to change your election details, you must first delete the existing election as described above and then input a Dividend Election Input Message with the required new details. Any attempts to send a new Dividend Election Input Message, where an existing Dividend Election Input Message is present and has not been deleted, will be rejected.

Yours faithfully,

Craig Preston
Company Secretary
Craneware plc



16 October 2020

Dear Shareholder

The Company would like to offer you the opportunity, if you so wish, to elect to receive dividends from the Company in US Dollars. Dividends will be declared and paid in sterling unless a valid election is or already has been received for US Dollars. If no valid election is received you will continue to receive your dividend payments in sterling. If you already have a valid election for US Dollars in place, this will remain in place unless you contact Link Asset Services to cancel it.

If you wish for your future dividend payments to be payable in US Dollars, please complete the enclosed currency election form and return it to:

Link Asset Services, Special Tasks, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

This should be received no later than the dividend record date for which it is to apply (in the present case, 20 November 2020) in order that Link Asset Services can arrange for the appropriate currency marker to be recorded on your account.

This election will remain valid in respect of all future dividends declared by Craneware plc unless Link Asset Services are otherwise instructed by you in writing.

Please note that partial currency elections will not be accepted.

THE ENCLOSED FORM NEED ONLY BE COMPLETED AND RETURNED IF YOU WISH TO RECEIVE ALL FUTURE CRANEWARE PLC DIVIDEND PAYMENTS IN US DOLLARS

Yours faithfully,

Craig Preston
Company Secretary
Craneware plc



Craneware plc
Dividend Currency Election Form
(for use by certificated registered shareholders only)

Full Name of Shareholder and any designation:	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Miss <input type="checkbox"/> Ms	
Investor code: (as shown on your share certificate)		
Full address:		
Signature(s) (please see note 2 below):	Signature 1st Holder:	
	Signature 2nd Holder:.....	
	Signature 3rd Holder:.....	
	Signature 4th Holder:.....	
Date:		

I/We the above named shareholder(s) wish to elect to receive all future dividends declared by Craneware plc in US Dollars.

NOTES:

1. If you do not return a completed Dividend Currency Election Form to Link Asset Services, at Special Tasks, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received no later than the dividend record date for which it is to apply (in the present case, 20 November 2020), you will receive your dividend payment in pounds sterling.
2. All joint holders must sign this form. In the case of a company this form must be executed in accordance with Sections 43 - 48 of the Companies Act 2006 or signed on its behalf by a duly authorised officer.
3. Late or incorrect election forms will not be accepted and you will receive your dividends in pounds sterling.
4. Currency elections may not be split in respect of the same shareholding and elections are enduring for future dividends made by the Company.
5. If you wish subsequently to revoke your US Dollar election you must write to the Registrars requesting that your election is to be cancelled. Any such request must be received by the record date for the next relevant dividend payment.
6. No acknowledgement of receipt of Dividend Currency Election Forms will be given.
7. Shareholders who hold Craneware plc shares in uncertificated form (that is, in CREST) should NOT complete this Dividend Currency Election Form.
8. If you hold Craneware plc shares under different account designations you must complete a separate Dividend Currency Election Form for each designated account.

THIS FORM NEED ONLY BE COMPLETED AND RETURNED IF YOU WISH TO RECEIVE ALL FUTURE CRANEWARE PLC DIVIDEND PAYMENTS IN US DOLLARS