



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

Craneware plc (the “Company”)

(Registered in Scotland under company number SC196331)

dated 19 October 2009

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Craneware plc, Unit 4, Rosebank Business Park, Rosebank Road, Kirkton Campus, Livingston, West Lothian, EH54 7EJ, UK, on 19 November 2009, at 10am, for the following purposes:

ORDINARY BUSINESS

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

1. To receive and adopt the audited consolidated accounts of the Company and its subsidiary for the financial year ended 30 June 2009 together with the Directors’ Report, the Directors’ Remuneration Report and the Auditors’ Report on those accounts.
2. To approve the Directors’ Remuneration Report for the financial year ended 30 June 2009.
3. To re-appoint Neil Heywood, who retires by virtue of the retirement by rotation provisions of the articles of association of the Company and, being eligible, offers himself for reappointment, as a director of the Company.
4. To re-appoint Keith Neilson, who retires by virtue of the retirement by rotation provisions of the articles of association of the Company and, being eligible, offers himself for reappointment, as a director of the Company.
5. To re-appoint Ron Verni, who was appointed to the board of directors since the last Annual General Meeting, as a director of the Company.
6. To declare a final dividend for the year ended 30 June 2009 of 2.9 pence per share (giving a total dividend for the year ended 30 June 2009 of 4.7 pence per share) payable on 8 December 2009 to shareholders registered at the close of business on 6 November 2009 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 6 November 2009.
7. 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 at a remuneration to be determined by the Directors.
8. That, for the purposes of section 551 of the Companies Act 2006 (the “Act”), the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company subject to the following conditions:
 - (a) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £84,325.83; and
 - (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2010 or, if earlier, at the conclusion of the Company’s annual general meeting to be held in 2010 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

SPECIAL BUSINESS

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

9. That, subject to the passing of resolution 8, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities of the Company (within the meaning of section 560 of the Act) as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:
 - (a) 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 (the “**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 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) the allotment (otherwise than pursuant to (a) above) of equity securities up to an aggregate nominal amount of £12,648.88,

provided that this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2010 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2010 and 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 offer or agreement as if the authority conferred hereby had not expired.

10. That the regulations contained in the document submitted to this meeting and for the purposes of identification signed by the Chairman as relative to this resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

By Order of The Board

Craig Preston

Secretary

Registered office of the Company:

Unit 4, Rosebank Business Park, Rosebank Road, Kirkton Campus, Livingston, West Lothian, EH54 7EJ, UK.

Notes:

Appointment of Proxy

1. 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 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 Capita Registrars, (PROXIES), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time for holding the meeting and if not so deposited shall be invalid.

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:
 - ▶ 6pm on Tuesday 17 November 2009; or
 - ▶ if this Meeting is adjourned, at 6pm on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at 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 the Issuer's Agent ("ID RA10") not less than 48 hours before the time fixed for the AGM. 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 the issuer's agent 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.

Communication

5. 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
Unit 4, Rosebank Business Park, Rosebank Road, Kirkton Campus,
Livingston, West Lothian, EH54 7EJ, Scotland, UK.



APPOINTMENT OF PROXY
of
Craneware plc (the "Company")
(Registered in Scotland under company number SC196331)

Before completing this form, please read the Explanatory Notes

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, Unit 4, Rosebank Business Park, Rosebank Road, Kirkton Campus, Livingston, West Lothian, EH54 7EJ, UK, on 19 November 2009, 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 19 November 2009 at 10am and at any adjournment of the meeting.

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.

ORDINARY BUSINESS

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 annual accounts and the Directors' and Auditors' reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. To re-appoint Neil Heywood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. To re-appoint Keith Neilson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. To re-appoint Ron Verni as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. To declare a final dividend of 2.9 pence per share, giving a total dividend for the year of 4.7 pence per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

ORDINARY BUSINESS (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)
7. To reappoint PricewaterhouseCoopers LLP as the auditors of the Company and to authorise the directors to fix their remuneration				
8. To authorise the directors to allot unissued ordinary shares				

SPECIAL BUSINESS

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

9. To disapply pre-emption rights in respect of certain allotments				
10. To approve and adopt new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company				

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. To appoint as your proxy a person other than the Chairman of the meeting, insert his/her full name in the box. 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. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 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, in order to be valid, be transmitted so as to be received by Capita Registrars (ID RA 10) by not less than 48 hours before the time fixed for the AGM. 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 proxy form does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 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.
- 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 Capita Registrars, (PROXIES), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time appointed for the meeting.
- 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 Capita Registrars, (PROXIES), 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.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 8 — Allotment Authority

8. Resolution 8 authorises the directors generally and unconditionally, in accordance with section 551 of the Companies Act 2006 (the “Act”), to allot unissued shares in the capital of the Company during the period expiring (unless sooner revoked or renewed by the Company in general meeting) on the earlier of 31 December 2010 and the conclusion of the next Annual General Meeting of the Company, up to a maximum aggregate nominal value of £84,325.83 being equal to one third of the issued ordinary share capital of the Company at the date of the Notice of AGM.

This resolution complies with the guidelines issued by the Association of British Insurers.

Resolution 9 — Disapplication of Pre-emption Rights

9. Resolution 9 disapplies the provisions of section 561(1) of the Act. Under that section, if the directors wish to allot any of the unissued shares for cash, they must in the first instance offer them to existing shareholders in proportion to the number of shares they each hold at that time. An offer of this type is called a “rights issue” and the entitlement to be offered a new share is known as a “pre-emption right”. The provisions of section 561 of the Act set out how the new shares should be offered to existing shareholders and are quite cumbersome. Part (a) of the resolution therefore dispenses with the need for the Company to go through these procedures when it wishes to offer shares to existing shareholders.

There may be circumstances, however, where it is in the interests of the Company for the directors to allot some of the new shares for cash other than by way of a rights issue. This cannot be done under the Act unless the shareholders first waive their pre-emption rights. Resolution 9 asks shareholders to do this, but only in relation to new shares equal to 5 per cent of the Company’s issued ordinary share capital at the date of the Notice of the Annual General Meeting.

The directors will be able to use this power without obtaining further authority from shareholders before they allot new shares/options covered by it. However, by setting the limit of 5 per cent, the interests of existing shareholders are protected as their proportionate interest in the Company cannot, without their agreement, be reduced by more than 5 per cent by the issue of new shares for cash to new shareholders. If the directors wish, other than by rights issue, to allot for cash new shares which would exceed this limit, they would first have to ask the Company’s shareholders to waive their pre-emption rights in respect of that proportion of new shares which exceeds the 5 per cent ceiling.

There are legal, regulatory and practical reasons why it may not always be possible to issue new shares under a rights issue to some shareholders, particularly those resident overseas. To cater for this, Resolution 9, in authorising the directors to allot new shares by way of a right issue, also permits the directors to make appropriate exclusions or arrangements to deal with such difficulties.

The power given by Resolution 9 will, unless sooner revoked or renewed by the Company in general meeting, last until 31 December 2010 or the conclusion of next year’s Annual General Meeting, whichever occurs first.

This resolution complies with the Pre Emption Group Statement of Principles.

Resolution 10 — Adoption of new Articles of Association

10. It is proposed in Resolution 10 to adopt new articles of association (the “New Articles”) in order to update the Company’s current articles of association (the “Current Articles”) primarily to take account of changes brought about by the implementation of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the “Explanatory Notes of Principal Changes to the company’s Articles of Association” appended hereto. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in the appendix. The New Articles showing all the changes to the Current Articles are available for inspection, at the registered office of the Company and will be so available up until the commencement of the Annual General Meeting.

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum as at 1 October 2009 will be deemed to be contained in a company's articles of association.

Further, the Companies Act 2006 states that, unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses.

For this reason, the objects clause and all other provisions of the Company's memorandum which, by virtue of the Companies Act 2006, came to be treated as forming part of the Company's articles of association as of 1 October 2009 will, by virtue of the adoption by the Company of the New Articles, effectively be removed. The New Articles include an express provision stating that the Company's objects are unrestricted.

As the effect of this will also be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006.

3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

4. Form of resolution

The Current Articles contain certain provisions regarding the passing of extraordinary resolutions. These references have been removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

5. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it was required to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

6. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

7. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it is no longer necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

8. Convening annual general meetings and other shareholder meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required. The Companies Act 2006 does not retain the concept of extraordinary general meetings and accordingly references to extraordinary general meetings have been removed in the New Articles.

9. Vote of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The New Articles reflect the Companies Act 2006 provisions.

10. Age of directors on appointment

The New Articles contain an express provision that a director shall not be required to vacate office on reaching the age of 70. A provision requiring retirement at age 70 could fall foul of the Employment Equality (Age) Regulations 2006.

11. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

12. Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interest. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and, secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at Board Meetings and availability of Board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

13. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority is no longer required. Accordingly the relevant authorisation has been removed in the New Articles.

14. Notices and electronic communications

Provisions of the Companies Act 2006 which came into force in January 2007 enabled companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of a website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

15. Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a directors' defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies. The New Articles reflect the above.

16. General

Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of New Articles.