



**PUBLIC COMPANY LIMITED BY SHARES**  
**NOTICE OF ANNUAL GENERAL MEETING**  
of  
**Craneware plc (the "Company")**  
(Registered in Scotland under company number SC196331)  
**dated 10 October 2008**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the offices of ICIS, 3rd Floor, Aldermary House, 10-15 Queen Street, London, EC4N 1TX, UK, on 4 November 2008, at 2pm, 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 2008 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 2008.
3. To re-appoint George Elliott, who retires by virtue 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 Neil Heywood, who retires by virtue 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 Keith Neilson, who retires by virtue of the articles of association of the Company and, being eligible, offers himself for reappointment, as a director of the Company.
6. To appoint Craig Preston as a director of the Company.
7. To declare a final dividend for the year ended 30 June 2008 of 3.1 pence per Share payable on 5 December 2008 to shareholders registered at the close of business on 7 November 2008 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 7 November 2008.
8. 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.
9. That, for the purposes of section 80(1) of the Companies Act 1985 (the "**Act**"), the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) subject to the following conditions:
  - (a) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £83,699.83; and
  - (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2009 save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities 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 resolution as a special resolution:

10. That, subject to the passing of resolution 9, the directors of the Company be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities of the Company (within the meaning of sections 94(2) and 94(3) of the Act) as if section 89(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) 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 £12,554.98,

provided that this authority shall expire on the conclusion of the next annual general meeting of the Company or the expiry of the period of 15 months from the date of the passing of this Resolution whichever is the earlier, unless sooner revoked or varied by the Company in general meeting 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.

**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:
  - ▶ 6.00pm on Sunday 2 November 2008; or
  - ▶ if this Meeting is adjourned, at 6.00pm 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.

### Corporate Representatives

5. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

**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

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

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Resolution 9 — Allotment Authority

7. Resolution 9 authorises the directors generally and unconditionally, in accordance with section 80 of the Companies Act 1985 (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 conclusion of the next Annual General Meeting of the Company, up to a maximum aggregate nominal value of £83,699.83 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 10 — Disapplication of Pre-emption Rights

8. Resolution 10 disapplies the provisions of section 89(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 89 of the Act set out in detail 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 10, 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 10 will, unless sooner revoked or renewed by the Company in general meeting, last until next year’s Annual General Meeting or 15 months from the date of passing of the Resolution, whichever occurs first.

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