



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, 1 Tanfield, Edinburgh, EH3 5DA, UK, on 12 November 2013, 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 12 November 2013 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.

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 annual accounts and the Directors' and Auditors' reports				
2. To approve the Directors' Remuneration Report				
3. To re-appoint George Elliott as a Director				
4. To re-appoint Ron Verni as a Director				
5. To re-appoint Neil Heywood as a Director				
6. To re-appoint Keith Neilson as a Director				
7. 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)
8. To declare a final dividend of 6.3 pence per share, giving a total dividend for the year of 11.5 pence per share				
9. To reappoint PricewaterhouseCoopers LLP as the auditors of the Company and to authorise the directors to fix their remuneration				
10. To authorise the directors to allot unissued ordinary shares				
11. To authorise the directors to issue and allot ordinary shares to the existing shareholders pro rata to their holdings				

SPECIAL RESOLUTIONS

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

12. To disapply pre-emption rights in respect of certain allotments				
13. To authorise the Company to be able to buy back up to 5% 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. 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 be transmitted so as to be received by Capita Registrars (ID RA 10) not less than 48 hours before the time fixed for the AGM (i.e. before 10am on 10 November 2013). 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, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time appointed for the meeting (i.e. before 10am on 10 November 2013).
- 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, 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.



**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 2013

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, on 12 November 2013, 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 adopt the audited consolidated accounts of the Company and its subsidiaries for the financial year ended 30 June 2013 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 2013.
3. To re-appoint George Elliott, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
4. To re-appoint Ron Verni, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
5. To re-appoint Neil Heywood, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
6. To re-appoint Keith Neilson, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
7. To re-appoint Craig Preston, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
8. To declare a final dividend for the year ended 30 June 2013 of 6.3 pence per share (giving a total dividend for the year ended 30 June 2013 of 11.5 pence per share) payable on 13 December 2013 to shareholders registered at the close of business on 15 November 2013 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 15 November 2013.
9. 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.
10. 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 £90,029.21; and
 - (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2014 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2014 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.
11. That for the purposes of section 551 of the Act, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of ordinary shares in the capital of the Company (the "Ordinary Shareholders") where the equity securities respectively attributable to the Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to a maximum nominal amount of £90,029.21 provided that this authority shall expire unless sooner revoked or varied by the Company in general meeting, on 31 December 2014 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2014 save that the Company may, before such expiry, make an offer or arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot

equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

SPECIAL RESOLUTIONS

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

12. That, subject to the passing of resolution 10, 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 penny 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 £27,008.76,

provided that this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2014 or, if earlier, at the conclusion of the Company’s annual general meeting to be held in 2014 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.

13. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1 pence each in the Company provided that:-
- (a) the maximum number of ordinary shares which may be purchased is 1,350,438 (representing 5 per cent of the Company’s issued ordinary share capital as at 14 October 2013);
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the 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) provided this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2014, or if earlier, at the conclusion of the next Annual General Meeting of the Company to be held in 2014; 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 Capita Registrars, (PXS), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time for holding the meeting (i.e. before 10am on 10 November 2013), 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:
 - ▶ 10am on Sunday 10 November; or
 - ▶ if this Meeting is adjourned, at 10am on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

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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 (i.e. before 10am on 10 November 2013). 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.

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.

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
1 Tanfield, Edinburgh, EH3 5DA, UK.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 10 — Allotment Authority

10. Resolution 10 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 2014 and the conclusion of the next Annual General Meeting of the Company, up to a maximum aggregate nominal value of £90,029.21 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 11 – Allotment authority pursuant to a Rights Issue

11. Resolution 11 authorises the directors generally and unconditionally, to issue and allot ordinary shares (up to a maximum nominal amount of £90,029.21) to the existing shareholders of the Company pro rata to their holdings. This is known as a rights issue. Such authority would expire (unless sooner revoked or varied by the Company in general meeting) on the earlier of 31 December 2014 or, at the conclusion of the Company’s annual general meeting to be held in 2014.

This resolution has been introduced to and complies with the guidelines issued by the Association of British Insurers.

Resolution 12 — Disapplication of Pre-emption Rights

12. Resolution 12 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 12 asks shareholders to do this, but only in relation to new shares equal to 10 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 10 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 10 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 10 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 11, 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 12 will, unless sooner revoked or renewed by the Company in general meeting, last until 31 December 2014 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 13 – Purchase of own shares

13. Resolution 13 authorises the Company to buy back up to 5% of its own issued shares from shareholders in accordance with the Act provided that:

- (a) the minimum price payable for such shares is equal to or greater than 1 pence;
- (b) the maximum price payable for such shares is equal to or less than 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;
- (c) the share buy back is concluded or the Company has entered into contracts to buy back the shares on or before 31 December 2014, or if earlier, at the conclusion of the next Annual General Meeting of the Company to be held in 2014.

This resolution has been introduced to and complies with the guidelines issued by the Association of British Insurers.