



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 Peel Hunt LLP, 120 London Wall, London, EC2Y 5ET, UK, on 6 November 2018, at 1pm.

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 6 November 2018 at 1pm 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 2018 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 Keith Neilson as a Director				
6. 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)
7. To re-appoint Colleen Blye as a Director				
8. To re-appoint Russ Rudish as a Director				
9. To declare a final dividend of 14.0 pence per share, giving a total dividend for the year of 24.0 pence per share				
10. To reappoint PricewaterhouseCoopers LLP as the auditors of the Company and to authorise the directors to fix their remuneration				
11. To authorise the directors to allot unissued ordinary shares				
12. To approve the Craneware plc SAYE Option Plan (2018) and authorise the directors to adopt and implement				
13. To approve the Craneware plc Employee Stock Purchase Plan (2018) and authorise the directors to adopt and implement				

SPECIAL RESOLUTIONS

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

14. To disapply pre-emption rights in respect of certain allotments				
15. To disapply pre-emption rights in respect of certain allotments in relation to acquisitions or other capital investment				
16. 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. 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 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 1pm on 2 November 2018). 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 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 1pm on 2 November 2018).
- 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.



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

of

Craneware plc (the "Company")

(Registered in Scotland under company number SC196331)

dated 9 October 2018

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Peel Hunt LLP, 120 London Wall, London, EC2Y 5ET, UK, on 6 November 2018, at 1pm, 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 2018 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 2018.
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 Keith Neilson, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
6. To re-appoint Craig Preston, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
7. To re-appoint Colleen Blye, who wishes to retire and, being eligible, offers herself for reappointment, as a director of the Company.
8. To re-appoint Russ Rudish, who wishes to retire and, being eligible, offers himself for reappointment, as a director of the Company.
9. To declare a final dividend for the year ended 30 June 2018 of 14.0 pence per share (giving a total dividend for the year ended 30 June 2018 of 24.0 pence per share) payable on 6 December 2018 to shareholders registered at the close of business on 9 November 2018 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 9 November 2018.
10. 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.
11. 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 £177,993.23 (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 £88,996.61 (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 £88,996.61);

provided that such authority, unless renewed, varied or revoked by the Company shall expire on 31 December 2019 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.

12. THAT:

- (a) the Craneware plc SAYE Option Plan (2018) (the "SAYE Plan"), constituted by the rules produced to the meeting and signed by the Company Secretary for the purposes of identification (the principal terms of which are summarised in part 1 of the appendix to this notice) (the "SAYE Plan Rules"), be and is approved and the directors be and are authorised to adopt the SAYE Plan Rules, subject to such modifications as the directors may consider necessary or desirable to comply with the provisions of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 and to take account of the requirements of best practice, and to do all acts and things necessary or desirable to implement and operate the SAYE Plan; and
- (b) the directors be and are authorised to establish further plans based on the SAYE Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the SAYE Plan.

13. THAT:

- (a) the Craneware plc Employee Stock Purchase Plan (2018) (the "ESPP"), constituted by the rules produced to the meeting and signed by the Company Secretary for the purposes of identification (the principal terms of which are summarised in part 2 of the appendix to this notice) (the "ESPP Rules"), be and is approved and the directors be and are authorised to adopt the ESPP Rules, subject to such modifications as the directors may consider necessary or desirable to take account of the requirements of best practice, and to do all acts and things necessary or desirable to implement and operate the ESPP; and
- (b) the directors be and are authorised to establish further plans based on the ESPP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the ESPP.

SPECIAL RESOLUTIONS

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

14. THAT, if resolution 11 is passed, the directors of the Company are generally and unconditionally authorised to allot equity securities (as defined in section 560 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 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 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 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 £13,349.49,

such authority to expire on 31 December 2019 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, if resolution 11 is passed, the directors of the Company are generally and unconditionally authorised, in addition to any authority granted under resolution 14 above, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 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 £13,349.49; 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 2019 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.
16. 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 2,669,898 (representing 10 per cent of the Company's issued ordinary share capital as at 4 October 2018);
 - 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 2019 or if earlier, at the conclusion of the next Annual General Meeting of the Company to be held in 2019; 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 1pm on 2 November 2018), 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:
 - (a) close of business on Friday 2 November 2018; or
 - (b) if this Meeting is adjourned, at close of business 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 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 1pm on 2 November 2018). 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

Documents on display

6. Copies of the draft rules of the SAYE Plan and the ESPP will be available for inspection at the Registered Office and at the offices of Shepherd and Wedderburn LLP at Condor House, 10 St. Paul's Churchyard, London, EC4M 8AL, UK during normal business hours on weekdays from the date of this notice until the time of the Annual General Meeting, and will also be available at the place of the Annual General Meeting from at least 15 minutes prior to the meeting and until the conclusion of the meeting.

Communication

7. 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 11 — Allotment Authority

11. 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 £177,993.23 (representing 17,799,323 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 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 £88,996.61 (representing 8,899,661 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 Meeting. This authority will expire on 31 December 2019 or, if earlier, at the conclusion of the next Annual General Meeting.

Resolutions 12 and 13 — Establishing new “all-employee” share incentive plans in the UK and US

12. Since admission of its shares to trading on AIM in September 2007, the Company has consistently sought to use a range of share-based incentive arrangements to help recruit and retain talent and align the interests of employees with those of shareholders.

In line with the above approach, it has been decided to establish the following two new schemes, pursuant to which tax advantaged awards over the Company’s shares can be delivered on an “all-employee” basis:

- a) the Craneware plc SAYE Option Plan (2018) (the “SAYE Plan”) which will be used to grant options to UK based employees of the Group; and
- b) the Craneware plc Employee Stock Purchase Plan (2018) (the “ESPP”) under which broadly comparable awards will be made to employees of US subsidiaries of the Company.

Summaries of the principal terms of the SAYE Plan and ESPP are contained in the appendix to this notice. Resolution 12 seeks authority from shareholders for the adoption and implementation of the SAYE Plan; resolution 13 seeks a similar authority in relation to the ESPP.

Resolution 14 — Disapplication of Pre-emption Rights

14. 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 14 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 14 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 £13,349.49 (representing 1,334,949 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 Meeting.

The authority given under resolution 14 will expire on 31 December 2019 or, if earlier, at the conclusion of the next Annual General Meeting of the Company.

Resolution 15 – Disapplication of Pre-emption Rights

15. The authority sought by resolution 15 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 £13,349.49 (representing 1,334,949 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 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 15 will expire on 31 December 2019 or, if earlier, at the conclusion of the next Annual General Meeting of the Company.

Resolution 16 – Purchase of own shares

16. 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 8 November 2017 and would be limited to 2,669,898 ordinary shares, representing approximately 10 per cent of the issued share capital at 4 October 2018.



**APPENDIX TO THE NOTICE OF
ANNUAL GENERAL MEETING
PART 1**

THE CRANEWARE PLC SAYE OPTION PLAN (2018) – SUMMARY OF PRINCIPAL TERMS

Introduction

1. The Craneware plc SAYE Option Plan (2018) (the “SAYE Plan” or the “Plan”) is an all-employee savings-related share option arrangement under which awards take the form of options to acquire ordinary shares in the capital of the Company (“Ordinary Shares”). The SAYE Plan has been designed to satisfy the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 so that the options may be provided to UK employees in a tax-efficient manner.

Following its adoption, the SAYE Plan will be administered by the remuneration committee of the Board (the “Remuneration Committee” or the “Committee”).

Eligibility and details of invitation process

2. Each time that the Remuneration Committee decides to operate the SAYE Plan, all UK resident tax-paying employees of the Company (and those of its subsidiaries that participate in the SAYE Plan) must be invited to participate. Other employees may be permitted to participate at the discretion of the Remuneration Committee. Employees invited to participate may be required to have completed a minimum qualifying period of employment (of up to five years) before they can participate in the SAYE Plan on any occasion.

Invitations under the SAYE Plan may normally be issued within the period of forty two days commencing on:

- the date on which the SAYE Plan is first adopted by the Board; or
- a results announcement by the Company in any year.

Additionally, invitations may also be issued on any day on which the Remuneration Committee resolves that exceptional circumstances exist which justify the making of such invitations.

Savings contract and grant of SAYE options

3. In order to participate in the SAYE Plan, an employee must enter into a linked savings contract with a bank or building society in terms of which he agrees to make contributions from salary on a monthly basis over a three or five-year period. A participant who enters into a savings agreement is granted an option to acquire Ordinary Shares under the SAYE Plan (“SAYE Option”).

The number of Ordinary Shares over which an SAYE Option may be granted is limited to the number of Ordinary Shares that may be acquired at the SAYE Option exercise price out of the projected proceeds of the linked savings contract.

The exercise price per Ordinary Share will be the amount determined by the Remuneration Committee which will not be less than 80 per cent (or such other percentage as is permitted by the applicable legislation) of the market value of an Ordinary Share on the date on which the relevant invitation to participate in the SAYE Plan is issued.

For the above purposes, the market value of an Ordinary Share on an invitation date will be set in accordance with a basis agreed with HMRC Shares and Assets Valuation and will normally be taken as being its quoted closing price for the dealing day immediately prior to the applicable date.

Contributions to the savings contract may be made between £5 a month and the maximum permitted under the applicable legislation (currently £500 a month) or up to such lesser sum as the Remuneration Committee may determine. At the end of the three or five-year savings contract, employees may either withdraw their savings on a tax-free basis or utilise such sum, and any bonus or interest due under the savings contract, to acquire Ordinary Shares under their linked SAYE Option.

SAYE Options are not pensionable. No SAYE Options will be granted more than ten years after the date of approval of the SAYE Plan by shareholders.

Options personal to the participants

4. An option granted under the SAYE Plan will be personal to the participant and may not be transferred, assigned or charged in any way, except on death.

Exercise of SAYE Options

5. SAYE Options may normally only be exercised during the period of six months following the maturity of the related savings contract. If not exercised by the end of this period, the relevant SAYE Options will lapse.

SAYE Options may be exercised earlier (but only with the proceeds that are then available from the linked savings contract) in certain specified circumstances including death or cessation of employment due to injury, disability, retirement, redundancy or the participant's employing company or the business for which he / she works being sold out of the Group.

Source of Ordinary Shares and dilution limit

6. SAYE Options may be satisfied either by the issue of new Ordinary Shares, the transfer of Ordinary Shares from treasury or the transfer of existing Ordinary Shares purchased in the market. Any Ordinary Shares that are allotted when an SAYE Option is exercised will rank equally with Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their allotment). Until a participant acquires any Ordinary Shares subject to an SAYE Option, he/she has no rights to those Ordinary Shares, including voting or dividend rights.

The number of new Ordinary Shares issued or remaining capable of being issued pursuant to options granted under the SAYE Plan and all the Company's other employee share schemes in any period of 10 years will not exceed 10% of the ordinary share capital of the Company in issue from time to time.

For the purpose of the above limit:

- any Ordinary Shares which are acquired by market purchase for the purposes of satisfying share scheme awards will not be counted;
- treasury shares will count as new issue Ordinary Shares unless institutional investors decide that they need not count; and
- no account will be taken of any Ordinary Shares where the right to acquire them was released or lapsed prior to vesting/exercise.

Corporate events

7. In the event of a takeover or winding up of the Company, SAYE Options may normally be exercised early (but only with the proceeds that are then available from the linked savings contract).

If there is a corporate event resulting in a new person or company acquiring control of the Company, SAYE Options may, in certain circumstances, be replaced by equivalent rights over shares in the acquiring company.

Variation of capital

8. In the event of any capitalisation issue, rights issue, open offer, consolidation, subdivision or reduction of capital, demerger or any other event affecting the share capital of the Company, the number and/or nominal value of Ordinary Shares comprised in SAYE Options may be adjusted by the Remuneration Committee.

Amendments to the SAYE Plan

9. The Committee may, at any time, amend the provisions of the SAYE Plan in any respect, provided that the prior approval of shareholders is obtained for any amendment to the advantage of participants to the following provisions: the individuals who may participate in the Plan; the limits on the number of shares available under the Plan; the maximum entitlement of participants; the basis for determining a participant's entitlement; the terms of Ordinary Shares to be provided under the Plan; and the adjustment of SAYE Options on a variation of the Company's share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the SAYE Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in Group.

In addition:

- no alteration which would materially and adversely affect the subsisting rights of a participant may normally be made without his prior consent; and
- no amendment may be made to a key feature of the SAYE Plan if it would result in the relevant statutory requirements for arrangements of that type no longer being met.



**APPENDIX TO THE NOTICE OF
ANNUAL GENERAL MEETING
PART 2**

THE CRANEWARE PLC EMPLOYEE STOCK PURCHASE PLAN (2018) – SUMMARY OF PRINCIPAL TERMS

Introduction

1. The Craneware plc Employee Stock Purchase Plan (2018) (the “ESPP” or the “Plan”) is an employee stock purchase plan which enables the Company to grant options over its ordinary shares (“Ordinary Shares”) to eligible employees. The ESPP is designed to qualify under section 423 of the US Internal Revenue Code of 1986 (as amended) (the “Code”), giving US participants certain tax benefits on gains made under the ESPP.

Following its adoption, the ESPP will be administered by the remuneration committee of the Board (the “Remuneration Committee” or the “Committee”).

Eligibility

2. Generally, all employees of any US company which is a subsidiary of the Company and which is designated as a participating company in the ESPP will be eligible to participate in the Plan and receive options under its terms (an “ESPP Option”). Employees who are citizens or residents of a non-US jurisdiction may be excluded from participation in the ESPP if such employee’s participation would violate the laws of the applicable jurisdiction or if complying with the laws of the applicable jurisdiction would cause the ESPP to violate section 423 of the Code. The Remuneration Committee may impose additional eligibility requirements to the extent permitted by law. From time to time, the Company may invite eligible employees to take part in an offering under the ESPP in accordance with the offering materials for such offering. The Code prohibits certain owner-employees from participation in the ESPP.

Grant of ESPP Options and Individual Limits

3. Where the Company makes offers under the Plan, ESPP Options are granted at the beginning of a specific offering period to those employees who have enrolled in the ESPP for that offering period. The offering period cannot exceed 27 months.

The price payable for each Ordinary Share under an ESPP Option will be determined by the Remuneration Committee, provided that the purchase price is not less than the minimum price permitted under the Code from time to time which is currently 85% of the fair market value of an Ordinary Share on the date of grant or at the end of the offering period, whichever is the lower. The fair market value on any day will be calculated based on the closing middle-market quotation of an Ordinary Share on the preceding dealing day.

Participants enrol in the ESPP by authorising payroll deductions from their salary during the relevant offering period. Under section 423 of the Code, participants may not be granted options in any calendar year over Ordinary Shares worth in excess of the relevant limit permitted under the Code which is currently US\$25,000 (measured at the time of grant). Participants are entitled to cease their payroll deductions at any time during an offering period and may in certain circumstances be permitted to change the amount of their payroll deductions.

ESPP Options are not pensionable. No ESPP Options will be granted more than ten years after the date the ESPP is adopted by the Board.

ESPP Options personal to the participants

4. The opportunity to be granted an ESPP Option is personal to participants and neither the opportunity nor any rights granted in relation to it may be transferred, assigned, pledged, charged or otherwise disposed of.

Exercise of ESPP Options

5. Provided a participant is still an employee of a participating US subsidiary of the Company at the end of an offering period, the participant’s option will automatically be exercised using the accumulated payroll deductions to purchase the maximum whole number of Ordinary Shares possible. Unless the Remuneration Committee determines otherwise, the purchase date shall be the final dealing day of each offering period.

Cessation of employment

6. If a participant ceases to be employed by a participating US company which is a subsidiary of the Company for any reason, his or her ESPP Options will generally lapse and any accumulated payroll deductions that have not been used to buy Ordinary Shares under the ESPP during the offering period shall be returned to the participant or, in the case of cessation of employment due to death, returned to the personal representatives of the participant.

Source of Ordinary Shares and dilution limit

7. ESPP Options may be satisfied by the issue of new Ordinary Shares, a transfer of Ordinary Shares from treasury or the transfer of existing Ordinary Shares purchased in the market. Any Ordinary Shares that are allotted when an ESPP Option is exercised will rank equally with Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their allotment). Until a participant acquires any Ordinary Shares subject to an ESPP Option, he/she has no rights to those Ordinary Shares, including voting or dividend rights.

Subject to UK institutional shareholder guidelines as set out at clause 6 of Part 1 of this Appendix, a maximum number of 800,000 Ordinary Shares may be purchased under the ESPP, subject to adjustment for certain variations in the Company's share capital.

Corporate events

8. In the event of a change of control, winding-up, merger or demerger of the Company then the Remuneration Committee shall decide whether the offering period shall be shortened and the date of automatic exercise and subsequent purchase of Ordinary Shares will be brought forward or ESPP Options shall be cancelled and the accumulated payroll deductions returned to the participants.

In certain circumstances, ESPP Options may be replaced with options of an equivalent value in the relevant acquiring company.

Variation of capital

9. On a variation of the Company's share capital, the number of Ordinary Shares under each ESPP Option may be adjusted in such manner as the Remuneration Committee determines appropriate. However, shareholder approval will be obtained if the adjustment is to the advantage of participants.

Amendments to the ESPP

10. The Committee may, at any time, amend the provisions of the ESPP in any respect, provided that the prior approval of shareholders is obtained for a change to the advantage of participants to the following provisions: any change in the terms of the ESPP pertaining to what entities may be participating companies; the individuals who may participate in the ESPP; any increase in the number of shares available under the Plan (other than an adjustment to reflect a variation of the Company's share capital); the maximum entitlement of participants; the basis for determining a participant's entitlement; the issuer of the shares available under the ESPP; the terms of Ordinary Shares to be provided under the Plan; and the adjustment of ESPP Options on a variation of the Company's share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor amendment made to benefit the administration of the ESPP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for eligible employees, participants or for any company in the Group.



9 October 2018

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, 9 November 2018).

- (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



9 October 2018

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, 9 November 2018) in order that Link Asset Services can arrange for the appropriate currency marker to be recorded on your account.

This election is irrevocable in respect of all future dividends declared by Craneware plc and will remain valid 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	
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, 9 November 2018), 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 USDOLLARS