



**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 2011**

**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 10 November 2011, 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 2011 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 2011.
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 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 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 2011 of 4.8 pence per share (giving a total dividend for the year ended 30 June 2011 of 8.8 pence per share) payable on 9 December 2011 to shareholders registered at the close of business on 11 November 2011 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 11 November 2011.
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 £89,908.65; and
  - (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2012 or, if earlier, at the conclusion of the Company’s annual general meeting to be held in 2012 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 RESOLUTIONS**

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

11. 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 £26,972.59,

provided that this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 31 December 2012 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2012 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:

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 8 November 2011), 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 8 November 2011; 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 (i.e. before 10am on 8 November 2011). 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 2012 and the conclusion of the next Annual General Meeting of the Company, up to a maximum aggregate nominal value of £89,908.65 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 — Disapplication of Pre-emption Rights

11. Resolution 11 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 11 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 11 will, unless sooner revoked or renewed by the Company in general meeting, last until 31 December 2012 or the conclusion of next year’s Annual General Meeting, whichever occurs first.

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



**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 10 November 2011, 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 10 November 2011 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

	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>	<b>Number of Shares in respect of which proxy appointed (see note 5)</b>
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 George Elliott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. To re-appoint Ron Verni as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. To re-appoint Neil Heywood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. To re-appoint Keith Neilson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. To re-appoint Craig Preston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**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 4.8 pence per share, giving a total dividend for the year of 8.8 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				

**SPECIAL RESOLUTIONS**

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

11. To disapply pre-emption rights in respect of certain allotments				
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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) by not less than 48 hours before the time fixed for the AGM (i.e. before 10am on 8 November 2011). 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 8 November 2011).
- 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.



10 October 2011

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 Capita Registrars 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. **Capita Registrars 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, 11 November 2011).

- (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





10 October 2011

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 Capita Registrars 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:

Capita Registrars, 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, 11 November 2011) in order that Capita Registrars 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 Capita Registrars 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 CRANWARE 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 Capita Registrars, 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, 11 November 2011), you will receive your dividend payment in pounds sterling.
2. All joint holders must sign this form. In the case of a company this form must be executed in accordance with Sections 43 - 48 of the Companies Act 2006 or signed on its behalf by a duly authorised officer.
3. Late or incorrect election forms will not be accepted and you will receive your dividends in pounds sterling.
4. Currency elections may not be split in respect of the same shareholding and elections are enduring for future dividends made by the Company.
5. If you wish subsequently to revoke your US Dollar election you must write to the Registrars requesting that your election is to be cancelled. Any such request must be received by the record date for the next relevant dividend payment.
6. No acknowledgement of receipt of Dividend Currency Election Forms will be given.
7. Shareholders who hold Craneware plc shares in uncertificated form (that is, in CREST) should NOT complete this Dividend Currency Election Form.
8. If you hold Craneware plc shares under different account designations you must complete a separate Dividend Currency Election Form for each designated account.

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