

# Kofax plc

(the “Company”)

## General Meeting Form of Proxy

**Before completing this form, please read the explanatory notes below.**

I/We.....

Of .....

Being (a) shareholder(s) of Kofax plc, HEREBY APPOINT the Chairman of the meeting or (see Note 3)

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held at the offices of Landsbanki Securities (UK) Limited, Beaufort House, 15 St Botolph Street, London, EC3A 7QR on 16 May 2008 at 10:00 a.m. and at any adjournment thereof.

SIGNED ..... DATE .....2008

Name in full (BLOCK CAPITALS).....

Initials and surnames of joint holders (if any).

Name ..... Name .....

Name ..... Name .....

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, or the “discretionary” box is marked, 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 put before the meeting.

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1.	To authorise the Company to appropriate profits in its interim accounts, release rights of the Company against shareholders in respect of the 2007 Final Dividend and release rights of the Company against directors in respect of the 2007 Final Dividend.				
2.	To reduce the Company’s share premium account.				
3.	To adopt general changes to the articles of association of the Company.				
4.	To adopt general changes and specific changes to the articles of association of the Company comprising the removal of a borrowing limit and the introduction of dispute resolution provisions.				

**NOTES:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. You can only appoint a proxy (other than using the CREST electronic appointment service) using the procedures set out in these Notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person, should you so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. 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 their 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.
4. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply indicate so on one of them. All forms must be completed and signed/executed (in accordance with Note 7 below, if applicable) and should be returned together in the same envelope.
5. 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 calculations of votes for or against the resolution. If you either select the “Discretionary” option or 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.
6. To appoint a proxy for the meeting using this form, the form must be:
  - Completed and signed/executed (in accordance with Note 7 below, if applicable);
  - Sent or delivered to the Company’s registrars, Capita Registrars at Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR (together with any document required by Note 8, if applicable); and
  - Received by the Company’s registrars no later than 10.00 a.m. on 14 May 2008.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.
9. CREST members who wish to appoint a proxy or proxies using the CREST electronic appointment service may do so by following instructions given in paragraphs 8 and 9 accompanying the notice of this general meeting. For an electronic proxy appointment for that meeting to be valid, the appointment must be transmitted so as to be received by the Company’s agent (ID RA10) by 10.00 a.m. on 14 May 2008.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
11. 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.
12. Any alteration of this proxy form shall be initialled.

BUSINESS REPLY SERVICE

Licence No. MN 122

**Capita Registrars  
Proxies  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4BR**