

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Kofax plc (the "Company") will be held at the offices of Dechert LLP located at 160 Queen Victoria Street, London EC4V 4QQ on November 4, 2010 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 8 will be proposed as ordinary resolutions and of which resolutions 9 and 10 will be proposed as special resolutions:

### Ordinary Business

1. That the Directors' Report and Accounts for the year ended June 30, 2010 and the Auditors' Report thereon be and is hereby approved and adopted.
2. That the Directors' Remuneration Report as set out on pages 34 to 39 of the Report and Accounts for the year ended June 30, 2010 be and is hereby approved.
3. That James Arnold, Jr., who retires by rotation in accordance with the Articles of Association of the Company, be and is hereby re-elected as a Director of the Company.
4. That Chris Conway, who retires by rotation in accordance with the Articles of Association of the Company, be and is hereby re-elected as a Director of the Company.
5. That Mark Wells, who retires by rotation in accordance with the Articles of Association of the Company, be and is hereby re-elected as a Director of the Company.
6. That Bruce Powell, who retires in accordance with the UK Corporate Governance Code, be and is hereby re-elected as a Director of the Company.
7. That Ernst & Young LLP be and are hereby re-appointed as auditors to the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the Directors of the Company be and are hereby authorised to fix the remuneration of Ernst & Young LLP as auditors.

### Special Business

8. That:
  - a) the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot any shares in the Company or to grant any rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate number of 28,841,697 ordinary shares of 2.5p each in the capital of the Company which authority shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2011 or upon the expiry of the period of 15 months from the passing of this resolution, whichever is the earlier (unless such authority is revoked, varied, renewed or extended at or prior to such time) save that, before the expiry of such authority, the Directors of the Company may make an offer

or agreement which would or might require the allotment of shares in the Company or the grant of rights to subscribe for or to convert any security into shares in the Company after such expiry and the Directors of the Company may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

- b) the authority conferred by this resolution be in substitution for all existing authorities granted to the Directors of the Company pursuant to section 551 of the 2006 Act.
9. That the Directors of the Company be and are hereby authorised and empowered pursuant to section 570 and 573 of the 2006 Act to allot equity securities (within the meaning of section 560(1) of the 2006 Act) of the Company pursuant to the authority conferred by resolution 8 above or by way of sale of treasury shares as if section 561 of the 2006 Act did not apply to such allotment provided that the authority and power contained in this resolution shall be limited to:
  - a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws or the rules or regulations of any jurisdiction, stock exchange or other regulatory body whatsoever; and
  - b) the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities which are or are to be wholly paid up in cash to an aggregate nominal amount of £108,156 and provided further that the authority and power conferred by this Resolution shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2011 or upon the expiry of the period of 15 months from the passing of this resolution, whichever is the earlier, unless such authority is revoked, varied, renewed or extended at or prior to such time, save that the Company may before such expiry make any offer or agreement or which would or might require the allotment of shares in the Company or the grant of rights to subscribe for or to convert any security into shares in the Company after such expiry and the Directors of the Company may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
10. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make market purchases (within the

meaning of section 693(4) of the 2006 Act) of ordinary shares of 2.5p each in the capital of the Company ("Ordinary Shares") provided that:

- a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 8,652,509, being such number of Ordinary Shares as represents 10 per cent of the current issued ordinary share capital of the Company;
- b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 2.5p, being the nominal value of each Ordinary Share;
- c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is the higher of:
  - i. an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased; and
  - ii. the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the London Stock Exchange plc Daily Official List at the time the purchase is carried out;
- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2011 or upon the expiry of the period of 15 months from the passing of this resolution, whichever is the earlier; and
- e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might require to be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

By order of the Board



Bradford Weller  
Company Secretary  
September 20, 2010  
Registered Office: 1 Cedarwood, Chineham Business Park  
Basingstoke, Hampshire RG24 8WD

## Notes

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the Register of Members of the Company at 6:00 p.m. on November 2, 2010 shall be entitled to attend and vote at the Annual General Meeting, or if the Annual General Meeting is adjourned, at 6:00 p.m. on the day two days before the time fixed for the adjourned meeting (as the case may be). Such shareholders may only cast votes in respect of such shares held at such time. Changes to entries on the register after that time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting or adjourned Annual General Meeting.
2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A shareholder can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
3. A proxy need not also be a shareholder of the Company but must attend the meeting in person. A form of proxy accompanies this notice of Annual General Meeting and the notes to the form of proxy set out the details of how to appoint a proxy. To be effective, the relevant proxy form must be completed and lodged with the Company's registrar, Capita Registrars, by post to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 48 hours before the meeting together with the original of any power of attorney or other authority under which the form of proxy has been signed. Shareholders may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated. In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. A shareholder may only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. If a shareholder wishes to terminate the authority of a person(s) to act as their proxy, they must notify Capita Registrars in writing at the address provided above no later than 48 hours before the meeting. Completion and return of a form of proxy will not prevent a shareholder from attending and voting in person. If a shareholder has appointed a proxy and attends the meeting in person, his proxy appointment will automatically be terminated and his votes in person will stand in its place.
4. As an alternative to completing a hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid your appointment must be received no later than 11:00 a.m. on November 2, 2010.

5. 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 name being the most senior).
6. At September 20, 2010, the Company's issued share capital in respect of which shareholders are entitled to exercise voting rights at the Annual General Meeting consists of 86,525,092 ordinary shares of 2.5p each, with each ordinary share carrying one vote. Therefore the total voting rights in the Company are 86,525,092 at the date of this document.
7. A "Vote Withheld" is not a vote at law, which means that the vote will not be counted in the proportion of votes "For" and "Against" the relevant resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the Annual General Meeting, as he thinks fit.
8. Shareholders attending the Annual General Meeting in person or by proxy or, in the case of a body corporate, by duly authorised corporate representative, are entitled to ask questions at the Annual General Meeting. If a shareholder has a general query about the Annual General Meeting or wishes to give the Company prior notification of any question he wishes to ask at the Annual General Meeting, he should write to the Company Secretary at the Company's registered office.
9. A copy of this notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the registered shareholder. However, a Nominated Person may have a right under an agreement between him and the shareholder by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using 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 or instruction made using the CREST electronic proxy appointment service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given by a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by no later than 48 hours before the meeting. For this 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, no change of instructions to proxies appointed through CREST can be made. CREST members and, where applicable, their CREST sponsors or CREST electronic proxy appointment service providers should note that Euroclear UK & Ireland Limited 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 provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, 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 (as amended).
11. A copy of this notice of Annual General Meeting will be published on the Company's web site at [www.kofax.com](http://www.kofax.com) together with details of those matters required to be published pursuant to the Companies Act 2006.
12. The following documents will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the date of the Annual General Meeting and on November 4, 2010 from 8.00 a.m. until the conclusion of the Annual General Meeting:
  - a) the register of Directors' interests;
  - b) the Directors' service agreements; and
  - c) copies of the terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee.