

Kofax plc Annual General Meeting

TO BE HELD AT THE OFFICES OF LANDSBANKI SECURITIES (UK) LIMITED, BOW BELLS HOUSE, 1 BREAD STREET, LONDON EC4M 9BF, ON TUESDAY 11 NOVEMBER 2008 AT 12 P.M. (NOON).

NOTES

- As a shareholder 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.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person, should you wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. To appoint as your proxy a person of your choice rather than the Chairman of the meeting, insert their full name on the relevant line of this proxy form. If the proxy is being appointed in relation to less than your full voting entitlement, please insert on the relevant line next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If no such insertion is made, your proxy will be deemed to be authorised in respect of your full voting entitlement. If you sign and return this proxy form with no name inserted, 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.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this proxy form. Please insert each proxy holder's full name on the relevant line on each form or copy. Please insert on the relevant line next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (which numbers, in aggregate, should not exceed the number of shares held by you). Please also indicate on each form or copy by marking the relevant box provided with an "X" 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 form or copy. Each form or copy must be completed and signed/executed (in accordance with Note 7 below, if applicable) and returned together in the same envelope.
- To direct your proxy how to vote on the resolutions, mark the appropriate box with an "X". To abstain from voting on a resolution, mark 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 the proportion of votes for and against the resolution. If you validly mark either the "Discretionary" box 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.
- For a proxy for the meeting to be appointed using this proxy form, it must be:
 - Completed and signed/executed in accordance with these Notes (in particular, 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 4TU (together with any document required by Note 8, if applicable); and
 - Received by the Company's registrars no later than 12:00 p.m. (noon) on Friday 7 November 2008.
- In the case of a shareholder which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for it.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with it.
- Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- 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). Votes exercised by any joint holder in person will be accepted to the exclusion of any proxy for a joint holder in respect of the joint holding.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that shareholders shall only be entitled to vote at the meeting in respect of the number of shares registered in their name as at 12.00 p.m. (noon) on Sunday 9 November 2008. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to vote at the meeting.
- If you submit more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for the receipt of proxies (regardless of its date of dispatch or of the date of its signature) will take precedence over any other in respect of that share or those shares. If latest date of receipt cannot be determined, none of the relevant appointments shall be treated as valid.
- Any alteration of this proxy form shall be initialled.

FORM OF PROXY Kofax plc – Annual General Meeting

Before completing this form, please read the explanatory notes.

FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT the offices of Landsbanki Securities (UK) Limited, BOW BELLS HOUSE, 1 BREAD STREET, LONDON EC4M 9BF, ON TUESDAY 11 NOVEMBER 2008 AT 12:00P.M. (NOON). **BLOCK CAPITALS IN BLACK PLEASE**

I/We _____

of _____

Name of any joint holders _____

being (a) shareholder(s) of Kofax plc HEREBY APPOINT the Chairman of the meeting OR (see Note 3)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Annual General Meeting of the Company to be held at Bow Bells House, 1 Bread Street, London EC4M 9BF on Tuesday 11 November 2008 at 12:00 p.m. (noon) and at any adjournment thereof.

SIGNED _____ (in the case of a corporation see Note 7) DATE _____ 2008

Name in full (BLOCK CAPITALS) _____

Please indicate here if this proxy appointment is one of multiple appointments being made* (see Note 4).

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 (see Note 5).

RESOLUTIONS

- | | FOR | AGAINST | VOTE WITHHELD | DISCRETIONARY | | FOR | AGAINST | VOTE WITHHELD | DISCRETIONARY |
|--|-----------------------|-----------------------|-----------------------|-----------------------|--|-----------------------|-----------------------|-----------------------|-----------------------|
| 1. To receive and adopt the Directors' report and accounts | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 7. To re-elect Mark Wells as a director. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 2. To declare a final dividend | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 8. To appoint Ernst & Young LLP as auditors. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 3. To approve the Directors' Remuneration Report | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 9. Authority to allot shares and other securities. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 4. To re-elect Bruce Powell as a director. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 10. Disapplication of pre-emption rights | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 5. To re-elect Reynolds Bish as a director. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 11. Purchase of own shares. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 6. To re-elect Chris Conway as a director. | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | | | | | |

**Business Reply Plus
License Number
MB122**



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