

# ATTENDANCE CARD

## Kofax plc- ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at [www.capitashareportal.com](http://www.capitashareportal.com). If not already registered for the Share Portal, you will need your Investor Code below.

To be held at: DECHERT LLP, 160 QUEEN VICTORIA STREET, LONDON EC4V 4QQ

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of  
person attending

Barcode:

Investor Code:



## FORM OF PROXY

### Kofax plc- ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 3 over)

Name of proxy

Number of shares proxy appointed over

Event Code:



as my/our proxy to vote on my/our behalf at the Annual General Meeting of Kofax plc to be held at 11:00 a.m. on Thursday 4 November 2010 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions below.

If you wish to appoint multiple proxies please see Note 4 over  Please also tick here if you are appointing more than one proxy.

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 over).

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

For  
Against  
Vote Withheld  
Discretionary

- |   |  |                                     |                                     |                                     |                                     |
|---|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| 1 | To receive and adopt the Directors' Report and accounts. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2 | To approve the Directors' Remuneration Report.           | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 | To re-elect James Arnold, Jr. as a director.             | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4 | To re-elect Chris Conway as a director.                  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 | To re-elect Mark Wells as a director.                    | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

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

For  
Against  
Vote Withheld  
Discretionary

- |    |  |                                     |                                     |                                     |                                     |
|----|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| 6  | To re-elect Bruce Powell as a director.      | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7  | To re-appoint Ernst & Young LLP as auditors. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8  | Authority to allot shares.                   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9  | Disapplication of pre-emption rights.        | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10 | Purchase of own shares.                      | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

Signature

Date



## Notes

1. 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.
2. 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.
3. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. To appoint a person of your choice rather than the Chairman of the meeting as your proxy, 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 someone other than the Chairman as your proxy, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to speak at the meeting on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. 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.
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, 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.
6. 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, PXS, 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 11:00 a.m. on 2 November 2010.
7. 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.
8. 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.
9. CREST members who wish to appoint a proxy or proxies using the CREST electronic appointment service may do so by following the instructions given in notes to the Notice of Annual General Meeting.
10. Shareholders wishing to vote online should visit [www.capitashareportal.com](http://www.capitashareportal.com) and follow the instructions.
11. 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.
12. 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 6:00 p.m. on 2 November 2010. 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.
13. 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.
14. Any alteration of this proxy form must be initialled. For details of how to change your proxy instructions or revoke your proxy appointment, please see the notes to the Notice of Annual General Meeting.
15. A shareholder may only appoint a proxy using the procedures set out in these notes and the notes to the Notice of Annual General Meeting. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU