

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Kofax plc will be held at the offices of Landsbanki Securities (UK) Limited, Bow Bells House, 1 Bread Street, London EC4M 9BF, on 11 November 2008 at noon for the following purposes:

## Ordinary Business

1. To receive and adopt the Directors' Report and Accounts for the year ended 30 June 2008 and the Auditors' Report thereon.
2. To declare a final dividend of 1.62p per ordinary share, to be paid on 12 December 2008 to all ordinary shareholders on the Register on 14 November 2008.
3. To approve the Directors' Remuneration Report as set out on pages 47 to 53 of the Report and Accounts.
4. To re-elect as a Director Bruce Powell who retires by rotation. Biographical details are set out on page 30.
5. To re-elect as a Director Reynolds Bish who retires by rotation. Biographical details are set out on page 29.
6. To re-elect as a Director Chris Conway who retires by rotation. Biographical details are set out on page 30.
7. To re-elect as a Director Mark Wells who retires by rotation. Biographical details are set out on page 30.
8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:  
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 be and are hereby authorised to fix the remuneration of Ernst & Young LLP as auditors.

## Special Business

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"THAT:

- a) the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot, or to grant, shares in the Company or rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal value of £741,000 which authority shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2009 or upon the expiry of the period of 12 months from the passing of this resolution, whichever is the earlier (unless such authority is revoked, renewed or extended at or prior to such time);
  - b) before the expiry of such authority, the Directors may make an offer or agreement which would or might require the allotment, or grant, of shares in the Company or rights to subscribe for, or to convert any security into, shares in the Company after such expiry and the Directors may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and
  - c) the authority conferred by this resolution be in substitution for all existing authorities granted to the Directors pursuant to section 80 of the Companies Act 1985 (the "Act")."
10. To consider and, if thought fit, pass the following resolution as a Special Resolution:

"THAT: the Directors be and they are hereby authorised and empowered to allot equity securities (within the meaning of section 94(2) of the Act or section 560(1) of the Companies Act 2006 (the "2006 Act"), as applicable) of the Company pursuant to the authority conferred by Resolution 9 above and/or where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act or section 560(2)(b) of the 2006 Act, as applicable, as if section 89(1) of the Act or section 561(1) of the 2006 Act, as applicable, did not apply to such allotment provided that the authority and power contained in this paragraph shall be limited as follows:

- a) to 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 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;
  - b) to 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 £111,000, 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 2009 or upon the expiry of the period of 12 months from the passing of this Resolution, whichever is the earlier, unless such authority is revoked, renewed or extended at or prior to such time, save that the Company may before such expiry make any offer, agreement or other arrangement 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, agreement or other arrangement as if the authority and power conferred hereby had not expired."
- b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 2.5 pence;
  - 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 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 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 2009 or upon the expiry of the period of 12 months from the passing of this resolution, whichever is the earlier;
  - 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  
5 September 2008

Registered Office:  
1 Cedarwood, Chineham Business Park  
Basingstoke Hampshire RG24 8WD

11. To consider and, if thought fit, pass the following resolution as a Special Resolution:

"THAT: the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Act or section 693(4) of the 2006 Act (as applicable)) of ordinary shares of 2.5 pence 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 8,993,022;

## Notes

1. Any member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. Completion of a form of proxy does not preclude a member from attending and voting at the meeting in person.
2. To be valid a duly executed form of proxy for use at the meeting, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU by no later than 48 hours before the time for the holding of the meeting or any adjournment thereof.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders entered on the register of members of the Company as at 11 a.m. on Sunday 9 November 2008 (or, if the meeting is adjourned, as at the time 48 hours prior to that of the adjourned meeting) shall be entitled to attend and/or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. 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 attend and/or vote at the meeting.
4. 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 meeting and on 11 November 2008 from 10.45 am until its conclusion:
  - a) the register of Directors' interests;
  - b) the Directors' service agreements;
  - c) copies of the terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee.
5. CREST members who wish to appoint a proxy or proxies using the CREST electronic appointment service may do so by following instructions: To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 9 November 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the company's registrars no later than 9 November 2008.