



Notice of Annual General Meeting

Notice is hereby given that the 2011 Annual General Meeting of Kewill plc (the "Company") will be held on 28th July 2011 at 11:00am at Kewill plc, Bramley House, The Guildway, Old Portsmouth Road, Artington, Guildford, Surrey, GU3 1LR at which the following resolutions will be proposed:

Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company for the year ended 31 March 2011 together with the reports of the Directors and the Auditors thereon.
2. To approve the Directors' Remuneration Report for the year ended 31 March 2011.
3. To elect George Elliott as a Director who, having been appointed since the last meeting, offers himself for election in accordance with the Company's articles of association.
4. To elect David Gibbon as a Director who, having been appointed since the last meeting, offers himself for election in accordance with the Company's articles of association.
5. To elect David Garman as a Director who, having been appointed since the last meeting, offers himself for election in accordance with the Company's articles of association.
6. To elect Ron Verni as a Director who, having been appointed since the last meeting, offers himself for election in accordance with the Company's articles of association.
7. To re-elect Richard Gawthorne as a Director of the Company.
8. That PricewaterhouseCoopers LLP be reappointed auditors (the "Auditors") of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine the Auditors' remuneration.
9. To declare a final dividend of 0.87 pence per ordinary share.

Special Business

As special business, to consider and, if thought fit, to pass the following resolutions – resolutions 10, 14 and 15 being proposed as ordinary resolutions and resolutions 11, 12 and 13 as special resolutions.

10. *General power of allotment.* That, in substitution of all previous authorities conferred upon the Directors to allot relevant shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being "relevant securities"), the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot:
 - A) relevant securities up to an aggregate nominal amount of £299,876 (representing 33% of the nominal value of the issued share capital of the Company in issue as at the date of this notice);
 - B) relevant securities comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £45,436 (this amount to be reduced by the aggregate nominal amount of any relevant securities issued under paragraph (A) of this resolution) in connection with an offer by way of a rights issue
 - (i) to ordinary shareholders in proportion (as nearly as may be) to their existing holdings;
 - (ii) to lenders of other securities as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessarysuch authority to expire (unless previously renewed, revoked, varied or extended) at the conclusion of the next annual general meeting of the Company following the meeting at which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the power conferred hereby had not expired.
11. *Disapplication of pre-emption rights.* That the Directors be and are hereby empowered pursuant to section 570 of the Act:
 - C) (subject to and conditional upon the passing of resolution 10 above) to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution number 10 as if section 561(1) of the Act did not apply to such allotment; and
 - D) to sell equity securities (as defined in section 560(1) of the Act) as if section 561(1) of the Act did not apply to such sale;Provided that such powers shall be limited to:-
 - (i) the allotment or sale of equity securities in connection with a rights issue, open offer or other pre-emptive offer (but in the case of an allotment pursuant to the authority conferred by paragraph (B) of resolution number 10, such powers shall be limited to the allotment of equity securities in connection with a rights issue only) in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue or offer or sale where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them on the record date applicable to such issue or offer, but subject to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or by virtue of any other matter whatever; and
 - (ii) the allotment or sale of equity securities otherwise than pursuant to sub-paragraph (1) up to an aggregate nominal amount of £45,436.

and that, subject in the case of an allotment of equity securities to the continuance of the authority conferred by resolution number 10, the power hereby conferred shall expire at the conclusion of the Company's annual general meeting next following that convened by this notice (or 15 months from the date of passing of this resolution, if earlier) but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted or relevant shares to be sold after such expiry, revocation or variation and the Directors may allot equity securities and sell relevant shares in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

12. *Authority to repurchase shares.* That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares in the capital of the Company ("Shares") provided that: (a) the maximum aggregate number of Shares hereby authorised to be purchased is 4,543,580; (b) the maximum price which may be paid for a Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Share (as derived from the London Stock Exchange Daily Official List) for the five dealing days immediately preceding the day on which the Share is purchased, exclusive of expenses; (c) the minimum price which may be paid for a Share is its nominal value, exclusive of expenses; (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company following that at which this resolution is passed, unless such authority is renewed, revoked, varied or extended prior to such time; and, (e) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Shares in pursuance of any such contract.
13. *Notice of General Meeting.* That a general meeting other than an Annual General Meeting be called on not less than 14 clear day's notice.
14. *Performance Share Plan.* That the rules of the Kewill 2011 Performance Share Plan (the "Plan"), in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, a summary of the principal terms of which is set out in the Appendix to this Notice of annual general meeting, be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to:
 - a. do all such acts and things as they may, in their absolute discretion, consider necessary or expedient to give effect to the Plan; and
 - b. establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories provided that the shares made available under such further plans are treated as counting towards the limits on individual and overall participation in the Plan.
15. *Director's fees.* That in accordance with article 100 of the Company's articles of association, the amount receivable by the Directors by way of fees for the services as Directors shall not exceed £200,000 per annum in aggregate (or such other sum as the Company in general meeting shall from time to time determine).

On behalf of the Board

Chris Wilkinson

Company Secretary

24 June 2011

NOTES:

- A. If you wish to attend the Meeting in person, please bring the personalised attendance card, which is attached to the Form of Proxy, with you for registration purposes.
- B. A member of the Company who is entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must attend the Meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). To be effective, instruments of proxy must be received by the Company's Registrars, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH by no later than 11.00 a.m. on 26 July 2011.
- C. A form of proxy for use by ordinary shareholders is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the Meeting or another person as proxy.
- D. The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and English public holidays excluded) will also be available for inspection at the place of the Meeting from 30 minutes before the Meeting until the conclusion of the Meeting: copies of the service contracts of the executive Directors of the Company; the terms and conditions of the appointment of the Non-Executive Directors; the current Memorandum & Articles of association of the Company and the register of interests of the Directors (and their families) in the share capital of the Company.
- E. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members entered on the register of members of the Company as at the close of business on 26 July 2011 (or if the AGM is adjourned, close of business of the day 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. In each case, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- F. As an alternative to completing and returning the printed proxy form, you may submit your proxy electronically by accessing www.eproxyappointment.com. For security purposes, members will need to provide their control number, shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual control, SRN and PIN numbers are shown on the printed proxy form. For further information, see the instructions printed on the proxy form. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated. If a member wishes to appoint more than one proxy, the member should contact the Computershare Contact Centre on telephone number 0870

707 1107. In any case your proxy form must be received by the Company's registrars no later than 11am on 26 July 2011 (or, if this meeting is adjourned, 48 hours before the time of any adjourned meeting).

- G. If you submit your proxy form via the internet it should reach the registrar by 11.00 a.m. on 26 July 2011. Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website.
- The notes to the proxy form include instructions on how to appoint a proxy by using the CREST proxy appointment service.
- You may not use any electronic address provided either in this Notice of AGM or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
- H. The following information is available at www.kewill.com/investor : (1) The matters set out in this Notice of AGM; (2) the total numbers of shares in the Company, and shares in each class, in respect of which members are entitled to exercise voting rights at the AGM, (3) the totals of the voting rights that members are entitled to exercise at the AGM, in respect of the shares of each class; and (4) members' statements, members' resolutions and members' matters of business received by the Company after the first date on which notice of the AGM was given.
- I. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, Notes B, C and F above do not apply to you (as the rights described in these notes may only be exercised by members of the Company) but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the Meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
- J. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: Either by the appointment of a proxy (described in Notes B, C and F above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
- K. Members attending the AGM have the right to ask, and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the AGM.
- L. As at 24 June 2011 the Company's issued share capital consists of 90,871,593 ordinary shares of 1p nominal value, carrying one vote each. No Shares were held in treasury and therefore, the total voting rights in the Company as at 24 June 2011 are 90,871,593.
- M. It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous Meeting at which Annual Accounts and Financial Statements were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with section 527 or 529 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- N. A copy of the draft rules of the Kewill 2011 Performance Share Plan will be available for inspection at the offices of Investec Investment Banking, 2 Gresham Street, London EC2V 7QP during normal business hours on any workday (Saturdays, Sundays and public holidays excluded) until the close of the annual general meeting and at the place of the annual general meeting for at least 15 minutes prior to and during the annual general meeting.

Notes relating to resolution number:

- 2 Shareholders are invited to vote on the Directors' Remuneration Report which is set out in pages 25 to 28 of the Annual Report. This report has been prepared in accordance with Schedule 8 to the Accounting Regulations under the Companies Act 2006. This report also meets the relevant requirements of the Listing Rules of the Financial Services Authority and describes how the Board has applied the principles relating to Directors' Remuneration in the Combined Code. As required by the Companies Act 2006, a resolution to approve this report will be proposed at the forthcoming Meeting. This report consists of non-auditable information with the exception of the sections entitled 'Directors' Detailed Emoluments and Remuneration Packages' and 'Interests in Share Options'. The various sections in the report are marked audited and un-audited as appropriate. Such a vote is advisory only.

3-7 Biographical details for all the Directors are contained on page 16 of the Annual Report and Financial Statements.

- 10 This resolution grants the Directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £299,876 representing approximately 33% of the nominal value of the issued ordinary share capital of the Company as at 24 June 2011. There are no treasury shares in issue in the Company as at the date of this notice. Apart from the issue of securities on exercise of certain share options, the Directors have no present intention to exercise this authority. Unless revoked, varied or extended, this authority will expire at the conclusion of the next Meeting of the Company.
- 11 This resolution authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment take place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £45,436 representing approximately 5% of the nominal value of the issued ordinary share capital of the Company as at 24 June 2011. Unless revoked varied or extend this authority will expire at the conclusion of the next meeting of the Company or 15 months after the passing of the resolution, whichever is the earlier. It would also extend it to allow the Company to sell on a non pre-emptive basis any shares the Company holds in treasury for cash, subject to the limitations set out above. The Directors consider that the authority proposed to be granted by resolution 11 is necessary to retain flexibility, although they do not have any intention at the present time of exercising this authority.
- 12 The Directors believe that it is advantageous for the Company to continue to have the flexibility to purchase its own shares and this resolution seeks authority from the shareholders to do so. The Directors would only exercise this authority after considering the effect on earnings per share and the benefits for shareholders generally. Subject to the Directors deciding to hold any such shares in treasury in accordance with the provisions of the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, and shares purchased in this way would be cancelled and the number of shares in issue would be reduced accordingly. It would renew the authority given to the Directors at the AGM on 28 July 2010 and would be limited to 4,543,580 shares, representing 5% of the issued share capital at the date of this notice. The minimum price that can be paid for an ordinary share is 1p being the nominal value of an ordinary share. The maximum price that can be paid is 5% over the average of the middle market prices for an ordinary share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased. It would also extend it to allow the Company to sell on a non pre-emptive basis any shares the Company holds in treasury for cash.
- 13 This resolution is required to reflect the implementation on 3 August 2009 of the Shareholders' Rights Regulations which have increased the default notice period for general meetings of the Company to 21 clear days. The Company would like to have the ability (as it did before 3 August 2009) to call general meetings (other than an AGM) on 14 clear days' notice. In order to be able to do so, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 13, which is similar to the one passed last year, seeks such approval. The

approval will be effective until the Company's next Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to make a means of voting available to all shareholders before it can call a general meeting on 14 days' notice. The Company intends to follow emerging institutional guidance as regards the use of the 14 day notice period, and only to use this authority when the matters to be considered at such a meeting are time sensitive or where the board considers it would be in the interests of the shareholders as a whole.

- 14 Resolution 14 proposes the introduction of a new employees' share scheme, a summary of the principal terms of which is included in the Appendix to this Notice of annual general meeting
- 15 The limit on Director's fees contained in the articles of association adopted last year was set at a level which reflected a smaller number of Directors and is lower than that required to pay the aggregate Directors' fees of the new non-executive Board. The purpose of this resolution is to set a higher limit accordingly.

APPENDIX

Summary of the Kewill plc 2011 Performance Share Plan

A summary of the principal terms of the Kewill 2011 Performance Share Plan (the "Plan") is set out below.

Operation

The Board (or a duly authorised committee of the Board which, with regard to Executive Directors, shall be the Remuneration Committee) shall be responsible for granting awards and administering the Plan. In the remainder of this summary, the term "Committee" will refer to the administering body that is responsible for an award depending on the identity of the relevant participant.

Eligibility

Any employee (including an Executive Director) of the Company or any of its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee.

Nature of Awards

The Plan will permit the grant of Conditional Awards and Nil Cost Options. Each type of award will entitle a participant to receive ordinary shares in the Company for no cost, or on payment of a nominal amount, following the end of the performance period. The Committee shall be entitled to satisfy awards in cash, although it does not currently intend to do so.

Grant of Awards

Awards may be granted within the 42 days following the date that the Plan is adopted by the Company. Thereafter, awards may normally only be granted within the 42 days following the announcement by the Company of its results for any period, or following a change in legislation relating to employee share plans or where there are circumstances considered by the Committee to be exceptional.

No awards may be granted more than ten years after the adoption of the Plan by the Company.

Awards will not be transferable (other than on death). Benefits under the Plan will not be pensionable.

Individual limits

No participant may be granted an award under the Plan in any year over shares worth more, at the date of grant, than 100% of his base salary, other than in exceptional circumstances where the Committee may permit the grant of an award over shares with a value of up to 150% of base salary.

It is proposed that the initial awards under the Plan will be at the level of 100% of base salary for Executive Directors and at the level of up to 75% of base salary for other key executives. Other less senior employees will be granted awards at a lower level.

Limits on the issue of shares

Awards may be granted over shares which will be newly issued to satisfy the awards, treasury shares or shares purchased to satisfy awards other than pursuant to a purchase into treasury.

The Plan will be subject to an overall limit on the number of new ordinary shares which may be subscribed. In any ten year period not more than ten per cent of the issued ordinary share capital of the Company from time to time may be issued or issuable pursuant to rights acquired under the Plan and any other employees' share plan adopted by the Company. Treasury shares will count as new issue shares for these purposes while it remains best practice for them to be so counted.

Vesting of awards

An award will normally vest on the later of the third anniversary of its date of grant (or such later date as the Committee shall determine when the award is granted) and the date on which the Committee determines the extent to which the applicable performance condition is satisfied.

To the extent it vests and subject to the satisfaction of any relevant tax, the shares subject to a Conditional Award shall be delivered to a participant automatically following vesting. To the extent it vests, a Nil Cost Option shall, ordinarily be exercisable until the tenth anniversary of the date of its grant, following which it shall lapse.

Performance conditions

Awards under the Plan shall be granted such that their vesting is ordinarily subject to the satisfaction of a performance condition determined by the Committee. A performance condition may provide that all or a proportion of an award shall vest depending on the level of performance achieved.

For the initial awards to be granted under the Plan, the performance condition will be based on growth in Adjusted Earnings Per Share. For Executive Directors, other key executives and any other participant whose award is over shares with a value in excess of 25% of base salary, the performance condition will apply as follows.

Growth in Adjusted EPS	Percentage of Award that will Vest
10% per annum	25%
15% per annum	100%

For growth in Adjusted EPS of between 10% and 15% per annum, awards will vest on a straight line basis between 25% and 100%.

For awards made to less senior employees over shares with a value that does not exceed 25% of base salary, the Committee shall determine whether the vesting schedule set out above shall apply or whether 100% of the relevant award shall vest on the achievement of 10% per annum growth in Adjusted EPS.

For these purposes, Adjusted EPS shall be calculated as: Attributable profit before tax (excluding amortisation/impairment of acquired intangibles or goodwill, share based payments, any notional interest on deferred consideration and any other acquisition related costs or credits), less a normalised tax charge based on the weighted average tax % for the Group as published in the annual report for each year divided by the weighted average number of shares in issue in the period. In the event of an exceptional item, the Committee shall have discretion to make such further adjustments as they determine is fair and reasonable.

The Committee may amend a performance condition to which an award is subject provided that any such amendment is in accordance with the terms of that condition or an event has happened which causes the Committee to consider that the performance condition should be amended and that the amended performance condition shall not be materially more or less difficult to satisfy than the existing performance condition would have been had the relevant event not occurred.

The Committee may set performance conditions for future awards under the Plan that are different to those described above. The Committee shall set performance conditions that are both sufficiently stretching and challenging and are appropriate for the Company.

Leavers

If a participant ceases employment because of death, injury, disability, redundancy, retirement with the agreement of his employer, the sale of the Company for which he works or business in which he works out of the Group or in any other circumstances if the Committee so determines, he will be classed as a "Good Leaver" for the purposes of the Plan.

If a Good Leaver has an unvested award, the Committee shall determine whether that award shall vest at the date of cessation or at the ordinary vesting date. The extent to which an award shall vest in such circumstances shall be determined by the Committee at its absolute discretion having regard to the extent to which the performance condition has been satisfied at the date of cessation, the period of time that has elapsed since the award was granted and such other factors as the Committee may deem relevant.

A participant with an award granted in the form of an option shall have a limited period following the cessation of employment (or vesting date if later) within which to exercise that option.

Awards held by a participant who ceases employment other than as a Good Leaver shall lapse on cessation of employment.

Change of control and other corporate events

In the event of a takeover, reconstruction or winding up of the Company, unvested awards will vest early. The extent to which an award shall vest in such circumstances shall be determined by the Committee in its absolute discretion having regard to all relevant facts and circumstances, including but not limited to the extent to which the performance condition has been satisfied at the date of the relevant event and the period of time that has elapsed since the award was granted.

If a demerger, dividend in specie, special dividend or other transaction has occurred or will occur which the Committee considers will adversely affect the current or future value of an award, the Committee may determine the extent to which the award shall vest.

Rights attaching to the Shares

Shares allotted or transferred under the Plan will rank equally with all other ordinary shares of the Company for the time being in issue (except for rights attaching to such shares by reference to a record date prior to the date of issue).

The Committee may determine that on the vesting of a Conditional Award or on the exercise of a Nil Cost Option, a participant shall receive a payment (in cash and/or shares) of an amount equivalent to the dividends that would have been paid on the vested shares between the date of grant and the date of vesting.

Variation of capital

On a variation of the capital of the Company, or in the event of a demerger, payment of a special dividend or other exceptional event, the Committee may make such adjustment as they consider reasonable to the number of shares subject to an award.

Alterations to the Plan

The Committee may, at any time, amend the Plan in any respect provided that the prior approval of the Company in general meeting is obtained for amendments to the provisions of the Plan relating to eligibility, the overall limit on the issue of new shares, the maximum entitlement for any participant, the basis for determining a participant's entitlement to shares or cash under the Plan and adjustments in the event of a variation of share capital where such changes are to the advantage of participants.

Shareholder approval is not, however, required for minor amendments to benefit the administration of the Plan, to take account of changes in legislation or to obtain or maintain favourable taxation or regulatory treatment for participants or group companies.