



Notice of Annual General Meeting

Notice is hereby given that the 2010 Annual General Meeting (the "Meeting") of Kewill plc (the "Company") will be held on 28th July 2010 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 2010 together with the reports of the Directors and the auditors there on.
2. To approve the Directors' Remuneration Report for the year ended 31 March 2010.
3. To re-elect Charles Alexander as a Director of the Company.
4. To re-elect Andy Roberts as a Director of the Company.
5. To re-elect Paul Nichols as a Director of the Company.
6. To elect Karen Bach as a Director who, having been appointed since the last meeting, offers herself for election in accordance with the Company's articles of association.
7. That PricewaterhouseCoopers LLP be reappointed auditors (the "Auditors") of the Company to hold office until the conclusion of the next Meeting at which accounts are laid before the Company.
8. The Directors be authorised to fix the auditors' remuneration.
9. To declare a total dividend of 1.10 pence per ordinary share.

Special Business

As special business, to consider and, if thought fit, to pass the following resolutions – resolution 10 being proposed as an ordinary resolution and resolutions 11, 12, 13 and 14 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 s55 Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £296,429 (representing 33% of the nominal value of the share capital of the Company in issue as at the date of this notice), such authority to expire (unless previously renewed, revoked, varied or extended) at the conclusion of the next 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. *Authority to repurchase shares.* That the Company be and is hereby generally and unconditionally authorised in accordance with s701 of the Act to make market purchases (within the meaning of s693(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 4,491,346; (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 Meeting of the Company, 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.
12. *Authority to allot shares.* That, subject to and conditional upon the passing of resolution number 10 above, the Directors be and are hereby empowered in accordance with s570(1) of the Act to allot equity securities (as defined in 560(1) of the Act) pursuant to the authority conferred by resolution number 10 above, and/or where such allotment constitutes an allotment of equity securities by virtue of s573 of the Act, as if 561(1) of the Act did not apply to any such allotment provided that this power should be limited to: (a) the allotment of equity securities in connection with an offer of such securities by way of rights in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders (excluding any shares held by the Company as treasury shares within the meaning of 724(5) of the Act) are proportionate (as nearly as may be) to the respective number of ordinary shares held by them but subject to such exclusions as the Directors may deem necessary or expedient to deal, inter alia, with shares representing fractional entitlements or legal or practical problems arising under the laws of, or the requirements of a recognised regulatory body or a stock exchange in, any territory; and, (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities which are, or are to be, wholly paid up in cash up to an aggregate nominal amount of £44,913, representing approximately 5% of the nominal value of the share capital of the Company in issue as at the date of this notice; and (unless previously renewed, revoked, varied or extended) shall expire at the conclusion of the next Meeting of the Company or 15 months after the passing of this resolution, whichever is the earlier, save that the Company may before

such expiry make an offer or agreement 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 or agreement as if the power conferred hereby had not expired.

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. *Adoption of new articles of association*
That:
 - 14.1. the Articles of Association of the Company be amended by deleting to the fullest extent permitted by law all the provisions of the Company's Memorandum of Association which, by virtue of Section 28, Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - 14.2. the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

On behalf of the Board

Karen Bach

Chief Financial Officer and Company Secretary

2 July 2010

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 2010.
- 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 2 hours 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 2010 (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 2010 (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 2010. 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 2 July 2010 the Company's issued share capital consists of 89,826,910 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 2 July 2010 are 89,826,910.

- 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.

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.
- 3-6 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 £296,429 representing approximately 33% of the nominal value of the issued ordinary share capital of the Company as at 2 July 2010. 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 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 14 July 2009 and would be limited to 4,491,346 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. As at the date of this notice, there were options outstanding over 5,164,663 shares, representing 5.7% of the Company's issued share capital. If the authority given by this resolution were to be fully used, these would represent 5.5% of the Company's issued share capital. There are no warrants outstanding.
- 12 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 £44,913 representing approximately 5% of the nominal value of the issued ordinary share capital of the Company as at 2 July 2010. 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 12 is necessary to retain flexibility, although they do not have any intention at the present time of exercising this authority.
- 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 12 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 It is proposed in resolution 14 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulation 2009 (the "Shareholders' Rights Regulations") and the implementation on 1 October 2009 of the last parts of the Companies Act 2006 and amendments to the Uncertificated Securities Regulations 2001. The principal changes introduced in the New Articles are summarised in the Appendix. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006, the Shareholders' Rights Regulations or the Uncertificated Securities Regulations 2001, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted in section D to the notes of this document.

APPENDIX

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO KEWILL PLC'S ARTICLES OF ASSOCIATION

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of the subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 12.1 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

4. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

5. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it has to include in its articles the terms and manner of redemption. The Companies Act 2006 enables Directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

6. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

7. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8. Voting by proxies on a show of hands

The Shareholders' Right Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution.

9. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

10. Electronic conduct of meetings

Amendments made to the Companies Act 2006 by the Shareholders' Rights Regulations specifically provide for the holding and conduction of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

11. Notice of general meetings

The Shareholders' Right Regulations amend the Companies Act 2006 to require the company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

12. Adjournment for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

13. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.