

# Notice of Annual General Meeting

## IDOX PLC (“Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of the Company will be held at Fairfax House, 15 Fulwood Place, London WC1V 6AY on 25 February 2016 at 11.00 am for the following purposes:

1. To receive and adopt the statement of accounts for the year ended 31 October 2015 together with the reports of the directors and the auditors thereon.
2. To elect Laurence Vaughan, who was appointed since the last Annual General Meeting, as a director.
3. To elect Andrew Riley, who was appointed since the last Annual General Meeting, as a director.
4. To elect Barbara Moorhouse, who was appointed since the last Annual General Meeting, as a director.
5. To re-elect Jeremy Millard, who retires by rotation, as a director of the Company.
6. To re-appoint Grant Thornton UK LLP as auditors to act as such until the conclusion of the next general meeting of the Company at which the requirements of section 437 and 438 of the Companies Act 2006 (“**2006 Act**”) are complied with and to authorise the directors of the Company to fix their remuneration.
7. To declare a dividend of 0.525 pence per ordinary share of 1 pence each (“**Ordinary Shares**”) in the capital of the Company.

To consider, and if thought fit, pass the following resolutions of which resolution 8 will be proposed as an ordinary resolution and resolutions 9, 10 and 11, as special resolutions:

### ORDINARY RESOLUTION

8. That the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in note 1 below) up to an aggregate nominal amount of £1,170,000 (representing approximately 33 per cent. of the issued share capital of the Company), provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2016, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

### SPECIAL RESOLUTIONS

9. That that the draft articles of association produced to the meeting 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 Company’s existing articles of association.
10. That the directors of the Company be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 8 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
  - (a) the allotment of equity securities in connection with a rights issue or any other offer to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £178,189 being approximately 5 per cent. of the issued share capital of the Company,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the conclusion of the annual general meeting of the Company to be held in 2016 (unless renewed varied or revoked by the Company prior to or on that date) 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 notwithstanding that the power conferred by this resolution has expired.

# Notice of Annual General Meeting continued

## **SPECIAL RESOLUTIONS CONTINUED**

11. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its Ordinary Shares provided that:
- (a) the maximum number of Ordinary Shares authorised to be purchased is 35,000,000 representing approximately 10 per cent. of the issued share capital of the Company;
  - (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 1 pence;
  - (c) the maximum price (including expenses) which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle-market prices shown in the quotation for an Ordinary Share as derived from the Stock Exchange Alternative Trading Service of the Stock Exchange for the 5 business days immediately preceding the day on which the Ordinary Share is purchased;
  - (d) the authority hereby conferred shall expire on the earlier of the date falling 15 months after the Annual General Meeting or on the conclusion of the annual general meeting of the Company to be held in 2017; and
  - (e) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such contract.

### **Registered Office**

2nd Floor  
1310 Waterside  
Arlington Business Park  
Theale  
RG7 4SA

### **By Order of the Board**

Jane Mackie  
*Company Secretary*

**Company No.03984070**

27 January 2016

**Notes:**

1. “Relevant Securities” means:
  - (a) shares in the Company other than shares allotted pursuant to:
    - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
    - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
    - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
  - (b) any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at 11.00 am on 23 February 2016 shall be entitled to attend and vote at the Meeting.
3. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided that 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, please contact the Company’s registrars at the address set out in note 6.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to Neville Registrars Ltd:
  - (i) by post: Neville House, 18 Laurel Lane, Halesowen, B63 3DA
  - (ii) by fax: 0121 585 1132;
  - (iii) or by email: [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk), and
- (c) received by Neville Registrars Ltd no later than 11.00 am on 23 February 2016.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. 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).

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8. Except as provided above, members who have general queries about the Meeting should call Neville Registrars on 0121 585 1131.

You may not use any electronic address provided either:

- (a) in this notice of annual general meeting; or
- (b) any related documents (including the Chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

9. As at 5.00 pm on the day immediately prior to the date of posting of this notice, the Company's issued share capital comprised 358,733,615 ordinary shares of 1 pence each, out of which 3,055,219 are held in treasury. Each ordinary share which is not held as a treasury share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 pm on the day immediately prior to the date of posting of this notice is 356,378,396.