

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# NOTICE OF ANNUAL GENERAL MEETING

**The 2010 Annual General Meeting of  
Advanced Computer Software plc (the “Company”) will  
be held at Munro House, Portsmouth Road, Cobham,  
Surrey KT11 1TF at 3.00pm on 2 September 2010 for  
the following purposes:**

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## **ORDINARY RESOLUTIONS**

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

1. To receive the Directors' report, the audited financial statements and the Auditors' report for the twelve months ended 28 February 2010.
2. To appoint Barbara Firth as a Director.
3. To re-appoint Michael Jackson as a Non-Executive Director.
4. To reappoint BDO LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
5. That the Directors of the Company be and are generally and unconditionally authorised (in substitution of any authorities previously granted) pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“Rights”) up to an aggregate nominal amount of £11,711,060 representing approximately 33% of the Company's issued ordinary share capital (including shares held in Treasury) as at the date of the passing of this resolution, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 unless renewed at a general meeting of the Company prior to such time, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and so that the Directors of the Company may allot shares and grant Rights in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

## SPECIAL RESOLUTIONS

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

6. That, subject to the passing of resolution 5 above, the Directors of the Company be and are empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 5, or by way of a sale of Treasury shares pursuant to Section 727 of the Act, in each case as if Section 561 (1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £3,548,805 representing approximately 10% of the Company's issued ordinary share capital (including shares held in Treasury) as at the date of the passing of this resolution and shall expire upon the expiry of the general authority conferred by resolution 6 save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and so that the Directors of the Company may allot equity securities in pursuant of such offers or agreements as if the power conferred hereby had not expired.
7. That the Company be and is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 10 pence each provided that in doing so it:
  - (a) purchases no more than 53,196,601 ordinary shares in aggregate (which equates to 14.99% of the issued share capital of the Company as at 29 July 2010;
  - (b) pays not less than 10 pence (excluding expenses) per ordinary share; and
  - (c) pays a price per share that is not more (excluding expenses) per ordinary share than the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003).

This authority shall expire at the conclusion of the Company's next annual general meeting or within 15 months from the date of passing of this resolution (whichever is the earlier), but the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

8. That the name of the Company be changed to Advanced Computer Software Group plc

**The Directors believe that the proposals in resolutions 1 to 8 are in the best interests of shareholders as a whole and unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.**

On behalf of the Board

**Barbara Firth**  
Chief Financial Officer  
30 July 2010

Registered office:

Munro House,  
Portsmouth Road,  
Cobham,  
Surrey  
KT11 1TF

Registered in England and Wales No. 05965280

## Notes

1. A shareholder is entitled to appoint another person as that shareholder's proxy to exercise all or any of that shareholder's rights to attend and to speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company.
2. A personalised form of proxy for use in connection with the meeting is enclosed with the document of which this notice forms part. If you do not have a personalised form of proxy and believe that you should, please contact the Company's registrars, Capita Registrars at Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Completion and return of a form of proxy will not prevent a shareholder from attending and voting at the meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
3. To appoint a proxy or proxies shareholders must complete: (a) a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Capita Registrars; or (b) a CREST Proxy Instruction (see note 4 below); in each case so that it is received no later than 3.00pm on 31 August 2010.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (Capita Registrars Participant ID RA10) by the latest time for receipt of proxy appointments set out in paragraph 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders included in the register of members of the Company at 6.00pm on 31 August 2010 or, if the meeting is adjourned, in the register of members at 6.00pm on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00pm on 31 August 2010 or, if the meeting is adjourned, in the register of members after 6.00pm on the day which is two days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. As at 29 July 2010 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 354,880,592 ordinary shares of 10 pence each. Each ordinary 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 29 July 2010 is 354,880,592.
7. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (so the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting of the Company to be held on 2 September 2010 is set out on pages 1 to 2 of this document. The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

***Resolutions 1 to 6 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.***

### **Resolution 1 - Laying of Accounts**

The directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting, the reports of the directors and auditors, and the audited financial statements of the Company, for the twelve months ended 28 February 2010. The report of the directors and the audited financial statements have been approved by the directors, and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the annual report and accounts.

### **Resolutions 2 and 3 – to appoint Barbara Firth and re-appoint Michael Jackson Directors of the Company**

The Company's articles of association require that any director who was not appointed or re-appointed at either of the last three annual general meetings before this meeting must retire, although they may offer themselves for reappointment. Michael Jackson is retiring by rotation and seeking re-appointment and Barbara Firth, who was appointed on 1 September 2009 to fill a casual vacancy is seeking re-appointment. Biographical information for Michael Jackson and Barbara Firth is shown in the annual report and accounts.

### **Resolution 4 – Auditors' appointment**

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This resolution seeks shareholder approval for the reappointment of BDO LLP. The Audit Committee keeps under review the independence and objectivity of the external auditors, further information on which can be found in the annual report and accounts. After considering relevant information the Audit Committee recommended to the board of directors that BDO LLP be reappointed.

### **Resolution 5 – Authority to allot shares**

The Companies Act 2006 provides that the directors may only allot shares or grant rights to subscribe for or to convert any security into shares if authorised by shareholders to do so. Resolution 5 will, if passed, authorise the directors to allot shares up to a maximum nominal amount of £11,711,060, which represents an amount which is approximately equal to one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at 29 July 2010, the latest practicable date prior to the publication of the notice. The Company does not at present hold any shares in treasury.

The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 unless renewed at a general meeting of the Company prior to such time.

Passing this resolution will ensure that the directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares.

***Resolutions 6 and 7 are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour.***

### **Resolution 6 – Disapplication of statutory pre-emption rights**

The Companies Act 2006 requires that, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. It is proposed that the directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) up to an aggregate nominal amount of £3,548,805 (up to 35,488,059 new ordinary shares of 10 pence each) (representing approximately 10% of the Company's issued share capital as at 29 July 2010, the latest practicable date prior to the publication of the notice) without offering them to shareholders first, and to modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue. If passed, this authority will expire at the same time as the authority to allot shares given pursuant to Resolution 5.

### **Resolution 7 – Purchase of own shares by the Company**

If passed, this resolution will grant the Company authority for a period of up to 15 months after the date of passing of the resolution to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 14.99% of the Company's issued share capital (excluding treasury shares) as at 29 July 2010, the latest practicable date prior to the publication of the notice. The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 10 pence per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5% over the average of the previous five days' middle market prices; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. The Directors' present intention is that any shares purchased pursuant to this authority (to the extent statutory requirements are met) will be cancelled or held in treasury for future cancellation, sale for cash, or transfer to an employee share scheme depending on circumstances prevailing at the date of purchase. The effect of cancellation would be to reduce the number of shares in issue. For most purposes, whilst held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends). This authority will only be exercised if market conditions make it advantageous to do so and the Directors believe that to do so would be in the best interests of shareholders generally.

### **Resolution 8**

The Company has made numerous acquisitions in the past twelve months and the Directors consider that the proposed name, Advanced Computer Software Group plc, more closely reflects the current nature of the Group's business.