

THIS DOCUMENT AND THE ACCOMPANYING TENDER FORM AND FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from 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, from another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in EDP, please forward this document and the Form of Proxy, but not any accompanying personalised Tender Form, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, those documents should not be forwarded to or sent in or into Australia, Canada, Japan, the Republic of Ireland, South Africa or the United States.

The Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and e-mail) of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa. Copies of the Tender Form are not being and must not be mailed or otherwise distributed or sent in or into the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa.

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Electronic Data Processing Public Limited Company

(Incorporated in England and Wales with registered number 853560)

Proposed return of up to £6 million to Shareholders by way of a Tender Offer

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter to Shareholders from the chairman of EDP which is set out in Part 3 of this document. The letter explains the background to and reasons for the Tender Offer and contains a recommendation that you vote in favour of the Resolutions at the General Meeting referred to below.

The Tender Offer will close at 1.00 p.m. on 6 April 2009 unless extended by means of an announcement through the Regulatory Information Service of the London Stock Exchange and will only be available to Qualifying Shareholders on the Register at the Tender Offer Record Date. If you hold your Ordinary Shares in certificated form and wish to tender such shares, the Tender Form must be completed, signed and returned, together with your share certificate(s) and/or other document(s) of title, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by post or (during normal business hours only) by hand by Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than **1.00 p.m. on 6 April 2009**. The procedure for participating in the Tender Offer is set out in Part 4 of this document.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST), to tender such Ordinary Shares you must make your tender electronically through CREST so that the relevant TTE Instruction(s) settle(s) by no later than **1.00 p.m. on 6 April 2009**.

Notice of the GM of EDP to be held at the offices of BDO Stoy Hayward LLP, 55 Baker Street, London W1U 7EU at 12 noon on 6 April 2009 is set out at the end of this document. A Form of Proxy to be used in connection with the Resolutions is enclosed. Whether or not you intend to attend the GM in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible by post or (during normal business hours only) by hand but, in any event, so as to be received by Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event so as to arrive **by no later than 12 noon on 4 April 2009**. The completion and return of the Form of Proxy will not prevent you from attending the GM and voting in person (in substitution for your proxy vote) if you so wish.

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NOTICE OF GENERAL MEETING

WHERE TO FIND HELP IN RESPECT OF THE TENDER OFFER

If you require any assistance please telephone the Shareholder Helpline on the numbers set out below. This helpline is available from 9.00 a.m. to 5.00 p.m. UK time, Monday to Friday.

Shareholder Helpline telephone numbers: 0871 664 0321 (from inside the UK) and +44 20 8639 3399 (from outside the UK). Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service providers network extras. Call to the helpline from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes.

Please note that for legal reasons the Shareholder Helpline will only be able to provide information in connection with the procedure for tendering your Ordinary Shares and will be unable to give advice on the merits of the Tender Offer or to provide financial, investment or taxation advice.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Dividend Record Date	6 March 2009
Annual general meeting	17 March 2009
Tender Offer opens	19 March 2009
Latest time and date for receipt of Forms of Proxy for the GM	12 noon on 4 April 2009
Dividend Payment Date	6 April 2009
General Meeting	12 noon on 6 April 2009
Latest time and date for receipt of Tender Forms	1.00 p.m. on 6 April 2009
Latest time and date for settlement of electronic tenders in CREST	1.00 p.m. on 6 April 2009
Record Date for Tender Offer	5.00 p.m. on 6 April 2009
Announcement of results of the Tender Offer	7 April 2009
Despatch of cheques for Tender Offer proceeds in respect of certificated Ordinary Shares sold under the Tender Offer	by 9 April 2009
CREST accounts credited with Tender Offer proceeds in respect of uncertificated Ordinary Shares sold under the Tender Offer	by 9 April 2009
CREST accounts credited for revised holdings of uncertificated Ordinary Shares following the sale of Ordinary Shares under the Tender Offer or for unsuccessful tenders	by 9 April 2009
Return of share certificates for revised holdings of certificated Ordinary Shares following the sale of Ordinary Shares under the Tender Offer or for unsuccessful tenders	by 15 April 2009

- (1) If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through the Regulatory Information Service of the London Stock Exchange.
- (2) All references in this document are to London times unless otherwise stated.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	M. A. Heller <i>Chairman (Non-Executive)</i> J. H. Wassell <i>Chief Executive and Finance Director</i> P. A. Davey <i>Sales Director</i> P. J. Davies <i>Application Software Products Director</i> C. R. Spicer <i>Network Services Director</i>
Company Secretary	J. H. Wassell
Registered and Head Office	Beauchief Hall Beauchief Sheffield S8 7BA
Sponsor and financial adviser	BDO Stoy Hayward LLP 125 Colmore Row Birmingham B3 3SD
Solicitors	Irwin Mitchell Riverside East 2 Millsands Sheffield S3 8DT
Broker	Hanson Westhouse One Angel Court London EC2R 7HJ
Principal in connection with the Tender Offer	Arden Partners plc Arden House Highfield Road Edgbaston Birmingham B15 3DU
Registrar	Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield West Yorkshire HD8 0LA
Receiving Agent	Capita Registrars Corporate Actions The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

PART 1

SOME QUESTIONS AND ANSWERS

THE TENDER OFFER

Introduction

*This section explains the Tender Offer under which EDP proposes to buy back a maximum of 11,991,435 of its own Ordinary Shares up to a value which will not exceed £6 million. To help you understand what is involved in the Tender Offer we have prepared a summary and some questions and answers. Any reference to “you” in this Part 1 is to a Qualifying Shareholder under the terms of the Tender Offer. **You should read the whole of this document and not rely solely on the summary information in this Part 1 of the document. Part 4 sets out the terms and conditions of the Tender Offer. Shareholders have a right to vote on the Tender Offer set out in this document, even if you do not wish to participate in the Tender Offer or are not a Qualifying Shareholder.***

Summary

- Under the Tender Offer, Qualifying Shareholders are invited to tender their Ordinary Shares at 50p per Ordinary Share.
- Qualifying Shareholders can choose whether they want to tender their Ordinary Shares under the Tender Offer or not. Qualifying Shareholders can tender some or all of their Ordinary Shares under the Tender Offer. Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so.
- Successfully tendered Ordinary Shares will be purchased at the Tender Price by Arden Partners who in turn will sell the Ordinary Shares to the Company at the same price. Successfully tendered Ordinary Shares representing up to 10 per cent. of the Company’s issued Ordinary Share capital following completion of the Tender Offer will then be held in treasury and the remainder will be cancelled.
- In order to participate in the Tender Offer, Qualifying Shareholders holding Ordinary Shares in certificated form must return the enclosed Tender Form to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU together with any share certificate(s) and/or other document(s) of title in accordance with the instructions set out on the Tender Form by 1.00 p.m. on 6 April 2009.
- Qualifying Shareholders of Ordinary Shares in uncertificated form (that is, in CREST) need to follow the specific procedures for those holders set out in paragraph 4.2 of Part 4 of this document.
- Qualifying Shareholders who choose not to participate in the Tender Offer and who therefore do not tender their Ordinary Shares will not receive any cash proceeds in respect of their Ordinary Shares under the Tender Offer but may subsequently own a greater percentage of the Ordinary Shares of the Company as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than prior to the completion of the Tender Offer.
- The Tender Offer is subject to Shareholder approval which will be sought at a GM to be held at 12 noon on 6 April 2009.

What documents have I been sent?

- Certificated Shareholders: Shareholders who hold their Ordinary Shares in certificated form will receive:
 - this document;
 - a Form of Proxy;
 - a Tender Form; and
 - a prepaid envelope.
- Uncertificated Shareholders: Shareholders who hold their Ordinary Shares in uncertificated form (that is, in CREST) will receive:
 - this document; and
 - a Form of Proxy.

What is the Tender Offer?

The Tender Offer is the method by which EDP intends to buy back its own Ordinary Shares up to a value which will not exceed £6 million. Qualifying Shareholders are being given the opportunity to tender their Ordinary Shares for cash to Arden Partners which will acquire successfully tendered Ordinary Shares at the Tender Price and then deliver them to the Company at the same price.

Why did the Company announce the Tender Offer?

The Board recognises the illiquid nature of small-cap shareholdings, particularly in the current stock market environment. While the Tender Offer will reduce the Group's cash balance, the Board considers that the Group will still retain a robust balance sheet which is essential for customer confidence in the current business climate.

There are a number of different ways of returning value to Shareholders. In determining the most appropriate way of returning value to Shareholders, the Board has to act in the best interests of Shareholders as a whole. The Board was keen to ensure that all holders of Ordinary Shares could participate in the return of value whilst allowing Shareholders individually to choose whether to participate in the Tender Offer or not. As a Qualifying Shareholder you can decide whether you want to tender your Ordinary Shares under the Tender Offer or to keep them.

How is the Company funding the Tender Offer?

The ultimate purchase by the Company of Ordinary Shares successfully tendered under the Tender Offer will be funded from the Group's existing cash resources.

How does the Tender Offer work?

All Qualifying Shareholders will be offered the opportunity to tender approximately 48.9 per cent. of their shareholding on the Tender Offer Record Date. These Ordinary Shares will be purchased by Arden Partners at the Tender Price who will in turn sell the Ordinary Shares to the Company at the same price.

The maximum aggregate number of Ordinary Shares subject to the Tender Offer is 11,991,435 representing approximately 48.9 per cent. of the issued Ordinary Share capital of the Company. To the extent that a Qualifying Shareholder validly tenders approximately 48.9 per cent. or less of his/her Ordinary Shares, ("Basic Amount") this tender will be accepted in full. A Qualifying Shareholder may tender any number of Ordinary Shares. At the sole discretion of the Directors, individual tenders greater than the Basic Amount will be satisfied to the extent that other Qualifying Shareholders do not submit a tender or tender less than the Basic Amount in respect of their holdings of Ordinary Shares. In the event that more than 11,991,435 Ordinary Shares are tendered, tenders in excess of the Basic Amount will be scaled back *pro rata*. Any fractional entitlements of Qualifying Shareholders will be aggregated and used to satisfy surplus tenders at the discretion of the Board.

In the Tender Offer, Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so. Ordinary Shares may be traded in the normal way during the period in which the Tender Offer remains open.

Who is eligible to participate in the Tender Offer?

The Tender Offer is open to both private and institutional Shareholders alike who are on the Register at 5.00 p.m. on 6 April 2009 and who are not certain Overseas Shareholders. For legal reasons we are unable to offer our Shareholders who are resident in Australia, Canada, Japan, Republic of Ireland, South Africa or the United States the ability to participate in the Tender Offer.

Shareholders resident outside the UK, or who are nationals or citizens of jurisdictions other than the UK, should read the additional information set out in Part 4.

Do I have to tender my Ordinary Shares?

No. You are not obliged to tender any of your Ordinary Shares. If you choose not to tender any Ordinary Shares, your holding will be unaffected, save for the fact that you will end up owning a greater percentage of the Company's issued Ordinary Share capital after the Tender Offer than you did before as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than before.

What happens to the Ordinary Shares that are “successfully tendered”?

All Ordinary Shares that are successfully tendered under the Tender Offer will ultimately be purchased by the Company. Successfully tendered Ordinary Shares representing up to 10 per cent. of the Company’s issued Ordinary Share capital following completion of the Tender Offer will be held in treasury and the remainder will be cancelled. There will therefore be fewer Ordinary Shares in issue after completion of the Tender Offer than before.

How many Ordinary Shares will there be after the Tender Offer?

We are unable to give an exact number at this stage as it will depend on the number of Ordinary Shares successfully tendered. Assuming the Tender Offer is fully subscribed, the Tender Offer will result in the purchase of 11,991,435 Ordinary Shares which would lead to approximately 48.9 per cent. fewer Ordinary Shares in issue. If the Tender Offer is not fully subscribed, then fewer Ordinary Shares may be purchased as a result of the Tender Offer.

What will I receive?

What you receive will depend on the action that you take. If you decide to participate and your Ordinary Shares are successfully tendered in the Tender Offer, you will sell your Ordinary Shares and will receive cash proceeds for them. If you decide to keep your Ordinary Shares, you will end up owning a greater percentage of the Ordinary Shares of the Company after the Tender Offer than you did before as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than before.

What price will I receive for each Ordinary Share that I sell?

All Qualifying Shareholders who successfully tender Ordinary Shares will receive the Tender Price per Ordinary Share.

Why is there a meeting of Shareholders and do I need to attend?

The Tender Offer will require the approval of Shareholders, so a GM has been convened for 12 noon on 6 April 2009 at the offices of BDO Stoy Hayward LLP, 55 Baker Street, London W1U 7EU. Shareholders have a choice whether to attend the meeting. If you choose not to attend, we would encourage you to exercise your right to vote at the meeting by signing and returning the enclosed Form of Proxy. The resolutions to be proposed at the GM to approve the Tender Offer and grant the General Authority will require a majority of 75 per cent. or more of votes cast in order to be passed.

Do I need to vote on the Tender Offer?

All Shareholders have the right to vote and we would encourage you to do so. Please sign and return the enclosed Form of Proxy so that it is received by Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 12 noon on 4 April 2009.

What do I need to do?

First, we would encourage you to sign and return the Form of Proxy to vote on the Tender Offer process.

Secondly, if you are a Qualifying Shareholder you need to decide if you want to tender some or all of your Ordinary Shares. If you decide to tender, and hold your Ordinary Shares in certificated form, you will need to return the enclosed Tender Form, completed, signed and witnessed together with your Ordinary Share certificate to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event by 1.00 p.m. on 6 April 2009.

Holders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 4.2 in Part 4 which details specific procedures for those holders.

Will I be able to tender some but not all of my Ordinary Shares?

You are able to tender some or all of your Ordinary Shares under the terms of the Tender Offer. Details of how to do this are set out in the enclosed Tender Form.

Holders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 4.2 in Part 4 which details specific procedures.

When will I receive my cash?

Under the expected timetable of events it is expected that, for holders of Ordinary Shares in certificated form, a cheque would be despatched to you for the proceeds of any sale on 9 April 2009. CREST account holders would also have their CREST accounts credited on 9 April 2009.

What is the UK tax treatment for Shareholders?

For information on certain UK taxation consequences of the Tender Offer please see Part 5.

If you are in any doubt about your tax position, or if you are subject to tax in a jurisdiction other than the United Kingdom, you should consult a professional adviser.

What happens if I have lost my share certificate and wish to participate in the Tender Offer?

If you have been sent a Tender Form you should write to our Registrars, at the address shown on page 4 who will arrange for a letter of indemnity to be sent to you.

What happens if I hold my Ordinary Shares in an ISA?

You should contact your plan manager. We expect that you will be written to separately by your plan manager about the implications of the Tender Offer on your ISA holding.

What happens if my Ordinary Shares are held by a nominee company?

You should contact your nominee company directly. As the registered holder, the nominee will receive documentation in relation to the Tender Offer and will be responsible for taking instructions in relation to the Tender Offer from underlying beneficial holders.

What if I am resident outside the UK?

Shareholders resident outside the UK, or who are nationals or citizens of jurisdictions other than the UK, should read the additional information set out in paragraph 3 of Part 4.

For legal reasons we are unable to offer our Shareholders who are resident in Australia, Canada, Japan, Republic of Ireland, South Africa or United States the ability to participate in the Tender Offer.

What if I have any more questions?

Please telephone Capita Registrars Shareholder Helpline between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays) on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice.

PART 2

RISK FACTORS

Shareholders should consider carefully all of the information set out in this document including, in particular, the risks described below, as well as their own personal circumstances, prior to making any decision as to whether or not to vote in favour of the Resolutions and/or to tender Ordinary Shares in the Tender Offer.

EDP's business, financial condition or results of operations could be materially and adversely affected by any of the risks described below. In such case, the price of the Ordinary Shares may decline and investors could lose all or part of their investment. Additional risks and uncertainties relating to EDP that are not currently known to it, or that it currently deems immaterial, may also have a material adverse effect on EDP's business, financial condition and operating results.

Management

In common with many businesses, the success of the Group will, to a significant extent, be dependent on the expertise and experience of the Board and senior management, the loss of one or more of whom could have a material adverse effect on the Group. The retention of the services of EDP's key employees cannot be guaranteed.

Potential destabilising effect on EDP if the Tender Offer does not proceed

If the Tender Offer does not proceed, it may have a negative effect on EDP's Ordinary Share price.

Risks inherent from restricted availability of finance or in a stagnant or recessionary economy

As with many businesses, the success of EDP is currently correlated to the state of the UK economy. Restricted availability of finance for businesses and a stagnant or recessionary UK economy could have an adverse effect on the prospects for EDP, as potential customers may scale back their information technology plans in response to funding difficulties and/or the reduced prospects for their businesses.

Dividend payments

The ability of EDP to pay dividends is a function of its profitability and the extent to which, as a matter of law, it has available to it sufficient distributable reserves out of which any proposed dividend may be paid. If the Tender Offer is fully taken up, the distributable reserves of the Company would be reduced by approximately £6 million. EDP can give no assurance that it will be able to pay a dividend in the future. The final dividend of 2p per Ordinary Share as announced on 5 December 2008 and to be paid on 6 April 2009 to Shareholders on the Register on the Dividend Record Date will be paid independently of the Tender Offer.

Cash balances

As stated by the Group in its preliminary results for the year ended 30 September 2008 the Company had cash balances of £8.7 million at that date. If the Tender Offer is fully taken up the cash balances of the Company will be significantly reduced.

The possible volatility of the price of Ordinary Shares following conclusion of the Tender Offer

The Ordinary Share price may be affected by a variety of factors including, but not limited to, general trading conditions, changes in sentiment regarding EDP, variations in EDP's operating results compared with market expectations, its business developments or those of its competitors, the operating performance of its competitors, speculation about EDP's business in the press, media or investment community and the publication of regulatory changes affecting EDP's operations.

Shareholders should be aware that the value of Ordinary Shares could go down as well as up and may not always reflect the underlying asset values or prospects of EDP.

Failure of information systems could have a material adverse impact on the Group

The Group and its business are dependent on the efficient and uninterrupted operation of its information technology and computer systems, which are vulnerable to damage or interruption from power loss, telecommunications failure, sabotage, vandalism or similar misconduct. Any such damage or interruption could have a material adverse effect on the Group's business.

System failure and online security risks

Services based on sophisticated software and computer systems may contain errors that could cause system failure. Users of EDP's solutions may experience difficulties, failures or delays in accessing the Group's software. The Group's computer network may be vulnerable to unauthorised access, computer viruses, denial of service attacks and other disruptive problems. A party that is able to circumvent security measures could misappropriate proprietary information or, perhaps, most critically, cause interruptions in the Group's operations. The Group may be required to expend capital or other resources to protect against the threat of security breaches or to alleviate problems caused by such breaches. There can be no assurance that any measures implemented will not be circumvented in the future. Eliminating computer viruses and alleviating other security problems may require interruptions, delays or cessation of service to clients' systems.

Failure or interruption in the products and services provided by third parties

The provision of the Group's products depends upon providers of bandwidth and electricity. Any disruption in the network access or other services supplied by these providers or any failure of these providers to handle current or increased volumes of use could adversely impact the Group's products.

Failure of the Group's products

The Group's reputation for delivering effective solutions and ongoing services is an important part of its success. Failure of the Group's products, or failure to deliver or implement solutions, or failure to provide adequate ongoing support may damage the Group's reputation and have an adverse effect on its ability to retain or win customers. Failure to adhere to contractually based service level agreements in relation to hosting may also result in penalties, customer losses through cancellation of contracts or lower renewal rates thereby adversely impacting the Group's financial performance.

Competition and technical advances

The markets in which the Group operates are characterised by evolving technology, market practices and industry standards. Some of the companies that compete or could in the future compete against EDP have greater financial, technical and marketing resources, greater name recognition and larger customer bases. Competitors could develop superior or more cost-effective techniques which could render the Group's products uncompetitive or develop products that achieve greater market acceptance than the Group's products. In the future, the Group may experience pricing pressures from competitors and customers which may result in lower contract renewal rates thereby adversely impacting the Group's financial performance.

Changes to UK taxation law and employment law

Current taxation and revenue legislation and practice in the UK and/or other jurisdictions may change. Such changes may affect the taxation liabilities of Shareholders in relation to their Ordinary Shares. The effective rate of tax paid by EDP may be increased by a number of factors including changes in law and accounting standards.

PART 3

LETTER FROM THE CHAIRMAN OF EDP

(Incorporated in England and Wales with registered number 853560)

Directors:

M. A. Heller *Chairman (Non-Executive)*
J. H. Wassell *Chief Executive and Finance Director*
P. A. Davey *Sales Director*
P. J. Davies *Application Software Products Director*
C. R. Spicer *Network Services Director*

Registered Office:

Beauchief Hall
Beauchief
Sheffield S8 7BA

19 March 2009

Dear Shareholder,

Tender Offer

1. Introduction

On 30 January 2009 the Company announced that it intended to use its surplus cash resources to buy back a significant proportion of its issued Ordinary Share capital by way of a tender offer at 50p per Ordinary Share.

The Company intends to return up to £6 million by way of a Tender Offer. Under the Tender Offer, a maximum of 11,991,435 Ordinary Shares may be purchased, representing approximately 48.9 per cent. of the issued Ordinary Share capital of the Company.

Full details of the Tender Offer are now being provided within this document. The background to and reasons for the Tender Offer and why the Board believes it is in the best interests of Shareholders as a whole are set out below.

The Tender Offer is being made available to Qualifying Shareholders who are on the Register at 5.00 p.m. on 6 April 2009. Qualifying Shareholders can decide whether they want to tender some or all of their Ordinary Shares in the Tender Offer. Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so. Qualifying Shareholders should read all of this document.

The Tender Offer requires the approval of Qualifying Shareholders at a GM which will be held on 6 April 2009 at 12 noon. The Board considers the Tender Offer to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board is unanimously recommending Shareholders to vote in favour of the Resolutions to be proposed at the GM as the Directors intend to do in respect of the Ordinary Shares of which they are the registered holder and which are not subject to trusts, amounting in aggregate to 1,880,350 Ordinary Shares (representing approximately 7.67 per cent. of the current issued Ordinary Share capital of EDP).

The Board is making no recommendation to Qualifying Shareholders in relation to their participation in the Tender Offer. Qualifying Shareholders need to decide individually what is best for them. The Tender Price represents a premium of approximately 10 per cent. to the middle market closing price of 45.5p on 29 January 2009, the Business Day before the announcement on 30 January 2009 of the Company's intention to buy back Ordinary Shares at the Tender Price of 50p per Ordinary Share.

2. Background

On 7 July 2008 the Company announced that it noted the press speculation concerning a possible offer for the Company and stated that it was in early stage discussions regarding a possible offer for EDP from its management which may or may not lead to an offer being made for the Company. On 3 December 2008, the Company subsequently announced that unfortunately, due in part to the current uncertain economic and banking environment, the financing which was required to support a possible offer from a private equity backed management buy-out was not available and therefore active discussions by management with providers of finance, and consequently their interest in making a possible offer for the Company, had ceased. The announcement also stated that the Board intended to consider alternative strategic options available to the Company in order to maximise shareholder value. These options include a return of surplus cash to Shareholders.

On 30 January 2009 the Company announced that it intended to use its surplus cash resources to buy back a significant proportion of its issued Ordinary Share capital by way of a tender offer at 50p per Ordinary Share.

As detailed in the Chairman's statement in the preliminary results for the year ended 30 September 2008 announced on 5 December 2008, the Group had cash balances (after the payment of the interim dividend of 0.713p per Ordinary Share and the special dividend of 5p per Ordinary Share but before the payment of the Final Dividend) of £8.7 million as at 30 September 2008 reflecting very strong operating cash flows together with proceeds from property disposals. The Company also announced that the Board is proposing to pay a final dividend of 2p per Ordinary Share which together with the interim and special dividends already paid, makes a total dividend for the year ended 30 September 2008 of 7.713p per Ordinary Share.

The Board recognises the illiquid nature of small-cap shareholdings, particularly in the current stockmarket environment. As a result, the Board is proposing to Shareholders to undertake a Tender Offer to repurchase shares by way of an on-market Tender Offer at 50p per Ordinary Share. While the Tender Offer will reduce the Group's cash balance, the Board considers that the Group will still retain a robust balance sheet which is essential for customer confidence in the current business climate.

The Board has reviewed several options for returning value to Shareholders. For the purpose of this return of up to £6 million, the Board decided to implement a Tender Offer as it has concluded that this process, if approved by Shareholders, will benefit both Shareholders and the Company. In particular the Tender Offer:

- is available to Qualifying Shareholders irrespective of the size of their shareholdings;
- offers the Company the ability to adjust its capital structure without significant time delays; and
- enhances the Company's earnings per Ordinary Share.

It is proposed that Ordinary Shares will be purchased under the Tender Offer at a price of 50p per Ordinary Share. This represents a premium of approximately 10 per cent. to the middle market closing price of 45.5p on 29 January 2009 the latest practicable date prior to the announcement by the Company of its intention to use surplus cash resources to buy back a significant proportion of its issued Ordinary Share capital by way of a Tender Offer at 50p per Ordinary Share.

All of the Executive Directors have undertaken that they do not intend to sell any Ordinary Shares under the Tender Offer. M. A. Heller intends to tender 100,000 Ordinary Shares, representing 0.4 per cent. of the issued Ordinary Share capital of the Company. Further details are set out in paragraph 8 below.

3. Tender Offer

The Tender Offer is conditional on the passing of Resolution 1 set out in the Notice at the end of this document. The Tender Offer is only available to Qualifying Shareholders on the Register on the Tender Offer Record Date and in respect of their Ordinary Shares held by them on that date. The Tender Offer is conditional on the matters set out in paragraph 2 of Part 4 of this document and the Tender Offer may be terminated on or before the Closing Date in the circumstances set out in paragraph 2 of Part 4 of this document.

The terms of the Tender Offer are set out in Part 4 of this document and for certificated Qualifying Shareholders in the Tender Form and are summarised as follows:

- The Tender Offer will require approval by Shareholders at the GM;
- All Qualifying Shareholders are being given the opportunity to participate in the Tender Offer;
- Arden Partners will purchase, as principal, up to 11,991,435 Ordinary Shares, at the Tender Price of 50p per Ordinary Share, for a total aggregate consideration of up to £6 million;
- Ordinary Shares purchased by Arden Partners will be sold by Arden Partners to the Company at the Tender Price;
- Certificated Qualifying Shareholders who wish to participate in the Tender Offer must return a completed Tender Form to be received by Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 1.00 p.m. on 6 April 2009;
- Uncertificated Qualifying Shareholders who wish to participate in the Tender Offer need to follow the procedure for these holders set out in paragraph 4.2 of Part 4 of this document;

- Qualifying Shareholders do not have to tender any Ordinary Shares if they do not wish to;
- Subject to the Tender Offer becoming unconditional, tenders from Qualifying Shareholders will be accepted on the following basis:
 - ▶ To the extent a Qualifying Shareholder validly tenders Ordinary Shares equal to or less than his/her Basic Amount, the tender will be accepted in full; and
 - ▶ At the sole discretion of the Directors, if a Qualifying Shareholder validly tenders in excess of his/her Basic Amount, the excess will be satisfied on a *pro rata* basis, to the extent that other Qualifying Shareholders do not submit a tender or tender less than the Basic Amount of their Ordinary Shares;
- Arden Partners will not charge Qualifying Shareholders commission and dealing charges on any Ordinary Shares purchased pursuant to the Tender Offer, (although the broker or nominee of a seller shareholder may levy a commission or dealing charge);
- The Tender Offer opens on 19 March 2009 and closes at 1.00 p.m. on 6 April 2009;
- Tender Forms and TTE instructions will become irrevocable at the time of receipt by the Receiving Agent;
- All transactions will be carried out on the London Stock Exchange;
- The Tender Offer is only available to Shareholders outside Australia, Canada, Japan, the Republic of Ireland, South Africa or the United States; and
- Successfully tendered Ordinary Shares representing up to 10 per cent. of the Company's issued Ordinary Share capital following completion of the Tender Offer will be held in treasury and the remainder will be cancelled. Tendered Ordinary Shares will not rank for any future dividends if so declared, save for the Final Dividend.

The Directors reserve the right, at any time prior to the announcement of the results of the Tender Offer, to prevent Arden Partners from proceeding with the Tender Offer if they conclude that its implementation is no longer in the interests of the Company and its Shareholders as a whole.

The Directors reserve the right to decline to accept excess applications (without prejudice to the relevant Qualifying Shareholder's tender in respect of the Basic Amount) at their sole discretion.

Full details of the Tender Offer, including the terms and conditions on which it is made, are set out in Part 4 of this document.

4. General Authority to repurchase Ordinary Shares

A general authority to buy back up to 2,452,236 of the Company's Ordinary Shares (being 10 per cent. of the Ordinary Shares in issue at the time of passing of the relevant resolution) was sought and approved at the Company's last AGM on 17 March 2009. As at 18 March 2009, being the last practicable date before the date of this document, the Company had not bought back any of its Ordinary Shares under the authority granted in 2009.

If the Tender Offer is successfully implemented, the Company's issued Ordinary Share capital will be reduced with the result that after the Tender Offer the Company could potentially buy back in excess of 10 per cent. of Ordinary Shares then in issue under the general authority taken in 2009. In order to ensure that the general authority to make market purchases of Ordinary Shares current from time to time does not, contrary to best practice, enable the purchase of Ordinary Shares at a level in excess of 10 per cent. of the Ordinary Shares then in issue, the Board is seeking the General Authority (in substitution for the existing authority at that time) at the General Meeting to make market purchases up to a maximum of 10 per cent. of EDP's issued Ordinary Share capital after completion of the Tender Offer.

Further details regarding the General Authority which is being sought are set out below in the section headed "General Meeting". Any Ordinary Shares purchased under this authority may either be cancelled or held in treasury to the extent permissible by law. Ordinary Shares held in treasury may subsequently be cancelled or sold for cash.

5. Notification of interests

Following the Company's proposed purchase of Ordinary Shares arising from the Tender Offer a Shareholder's interest in the Company's issued Ordinary Share capital may change, giving rise to an

obligation on the Shareholder in question to make a notification or a further notification to the Company under paragraph 5.1.2 of the Disclosure and Transparency Rules published by the Financial Services Authority.

If Shareholders are in any doubt as to whether they should make a notification to the Company, or as to the form of that notification, then Shareholders are advised to consult their solicitor or other professional adviser without delay.

6. The City Code on Takeovers and Mergers

Under Rule 9 of the City Code on Takeovers and Mergers (“City Code”), when (a) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company; or (b) any person or group of persons acting in concert individually or collectively holds not less than 30 per cent. but not more than 50 per cent. of the voting rights of a company and acquires additional shares carrying voting rights of that company with the effect that their percentage holding of voting rights is increased, that person or group of persons is normally required by the Panel on Takeovers and Mergers (“Panel”) to make a general offer to all shareholders of that company at the highest price paid by them for shares in that company during the previous 12 months. Under Rule 37.1 of the City Code, when a company purchases its own voting shares, a resulting increase in the percentage of voting rights carried by the shareholdings of any person or group of persons acting in concert will be treated as an acquisition for the purpose of Rule 9 (although a shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make an offer under Rule 9).

Shareholders should note that if Oryx International Growth Fund Limited (“Oryx”) does not accept the Tender Offer in respect of its shareholding of 4,264,587 Ordinary Shares and the maximum aggregate number of Ordinary Shares subject to the Tender Offer is validly tendered, Oryx will have an interest of approximately 34 per cent. of the issued share capital of EDP. The Panel has agreed that as Oryx is not acting in concert with the Company or its Directors there will be no obligation to make an offer under Rule 9 of the City Code.

Arden Partners does not currently hold any Ordinary Shares in the Company. Immediately following completion of the Tender Offer, assuming the Tender Offer is in respect of more than 7,356,709 Ordinary Shares, the shareholding of Arden Partners will be greater than 30 per cent. of the issued Ordinary Share capital of the Company.

Immediately following completion of the Tender Offer, Arden Partners will sell all the Ordinary Shares acquired under the Tender Offer to the Company. Arden Partners has confirmed that it will not exercise the voting rights of the Ordinary Shares. The Panel has therefore agreed to waive the obligation on Arden Partners to make a mandatory offer to Shareholders under Rule 9 of the City Code which would otherwise arise on completion of the Tender Offer.

7. Current trends and prospects

As stated in the preliminary results for the year ended 30 September 2008 released on 5 December 2008 the Company reported an increase in Group revenue for the year to 30 September 2008 to £6.85 million from £6.62 million the previous year and a pre-tax profit of £2.22 million which excluding property disposals was £1.065 million compared with £700,000 the previous year.

Net assets as at 30 September 2008 were £14.3 million. Cash balances were £8.7 million compared with £6.0 million at 30 September 2007. This reflected very strong operating cash flows together with the proceeds from property disposals less £1.89 million of dividends paid during the year.

On 17 February 2009 the Company released its interim management statement covering the period from 1 October 2008 to 16 February 2009. The text of the interim management statement is as follows:

“Material Events and Transactions

On 3 December 2008 EDP confirmed the termination of discussions regarding a possible offer for EDP from its management.

On 30 January 2009 EDP announced that it intends to buy back a significant proportion of its issued share capital by way of a tender offer subject to the posting of a circular to shareholders and shareholder approval. The buy back will be at a price of 50p per EDP ordinary share.

There were no other material events or transactions during the period under review.

Financial Position and Performance

The markets which EDP serves have continued to experience difficulties due to the ongoing extreme macroeconomic conditions. Customers and prospects are generally finding trading conditions to be extremely challenging which is causing their IT spending decisions to be delayed.

Our new business sales force remains active and continues to build our order pipeline based on continuing strong interest in the Group's software products. However, we have generally found the sales cycle to be significantly longer than normal which has had an impact on levels of non-recurring turnover.

The Group's recurring revenues (which relate mainly to contracted annual software licences and application hosting charges and accounted for 69 per cent. of turnover in the year to 30 September 2008) remain strong and at similar levels to the same period last year.

The Group continues to have a very strong, debt free balance sheet.

Outlook

We remain cautious about the outlook for the rest of the year. However, with our strong recurring revenues and carefully managed cost base, we are well positioned to weather the current economic situation."

8. Directors' intentions

M. A. Heller, a Director, will tender 100,000 Ordinary Shares representing 0.4 per cent. of the issued Ordinary Share capital of the Company and has entered into an undertaking that he will not accept the Tender Offer in respect of 1,711,350 Ordinary Shares (representing 6.98 per cent. of the issued Ordinary Share capital of the Company), such Ordinary Shares representing in aggregate 7.38 per cent. of the issued Ordinary Share capital of the Company and being all those Ordinary Shares in which M. A. Heller is interested in save for those which are subject to trusts. J. H. Wassell, P. A. Davey, P. J. Davies and C. R. Spicer, the Executive Directors, who together hold 69,000 Ordinary Shares, representing 0.28 per cent. of the issued Ordinary Share capital of the Company, have entered into undertakings that they will not accept the Tender Offer in respect of 69,000 Ordinary Shares representing 0.28 per cent. of the issued Ordinary Share capital of the Company. Directors' interests are detailed in paragraph 2 of Part 6 of this document.

9. Dividends

Successfully tendered Ordinary Shares will rank for the final dividend in respect of the year ended 30 September 2008 announced in the preliminary results for that period on 5 December 2008, to be paid on 6 April 2009 to Shareholders on the Register on the Dividend Record Date but will not rank for future dividends of the Company if so declared.

10. Tax

A guide to certain UK tax consequences of the Tender Offer for Shareholders under UK law and HM Revenue & Customs practice is set out in Part 5 of this document.

Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult a professional adviser.

11. Overseas Shareholders

The attention of Shareholders who are not resident in the United Kingdom is drawn to the section headed "Overseas Shareholders" in Part 4 of this document. For legal reasons, Shareholders in Australia, Canada, Japan, Republic of Ireland, South Africa or United States are unable to participate in the Tender Offer.

12. Share Option Schemes

There are no outstanding options under the Company's approved share option scheme.

13. General Meeting

Implementation of the Tender Offer requires the approval of Shareholders at an General Meeting, to be held at 12 noon on 6 April 2009 at the offices of BDO Stoy Hayward LLP, 55 Baker Street, London W1U 7EU.

At this meeting, a special resolution, Resolution 1, will be proposed to seek authority to make market purchases of Ordinary Shares pursuant to the Tender Offer. Resolution 1 specifies the maximum number of Ordinary Shares which may be acquired pursuant to this authority at 50p per Ordinary Share pursuant to the Tender Offer.

Resolution 2 is conditional upon the passing of Resolution 1 and will confer general authority for the market purchase by the Company of up to a maximum of 10 per cent. of the Company's issued ordinary share capital after completion of the Tender Offer at the minimum and maximum prices specified in Resolution 2 as set out in the Notice. The authority will replace any other such general authority previously conferred. The Directors will only exercise this power if and when, in the light of the market conditions prevailing at the time, they believe that such purchases would be for the benefit of Shareholders generally. The General Authority will expire at the end of the Company's next AGM in 2010 or on 30 June 2010, whichever first occurs. All Ordinary Shares purchased pursuant to the General Authority will be immediately cancelled or held in treasury.

14. Action to be taken

In relation to the General Meeting

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the meeting, they are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to be received by Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 12 noon on 4 April 2009. The Form of Proxy can be posted free of charge from inside the United Kingdom.

Completion of a Form of Proxy does not prevent you from attending the General Meeting and voting in person.

In relation to the Tender Offer

The procedure for tendering Ordinary Shares depends on whether Ordinary Shares are held in certificated or uncertificated form and is summarised below.

(a) Shares held in certificated form

Qualifying Shareholders who hold Ordinary Shares in certificated form and who wish to tender all or any of their Ordinary Shares should complete a Tender Form in accordance with the instructions printed thereon (including a witnessed signature) and set out in Part 4 of this document, and return it, together with their share certificate(s) and/or other document(s) of title by post or (during normal business hours only) by hand to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and in any event so as to arrive by no later than 1.00 p.m. on 6 April 2009.

(b) Ordinary Shares held in uncertificated form

Qualifying Shareholders who hold their Ordinary Shares in uncertificated form and who wish to tender all or any of their Ordinary Shares should tender electronically through CREST so that the TTE Instruction settles by no later than 1.00 p.m. on 6 April 2009. Further details of the procedures for tendering are set out in Part 4 of this document.

If you are in any doubt about the completion of the Tender Form or making a TTE Instruction, please contact Capita Registrars between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays) on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.

Please note that for legal reasons the helpline operators are not permitted to give any advice on the Tender Offer including acceptance thereof or any additional information or to provide financial, investment or taxation advice of any kind.

The CREST manual may also assist you in making a TTE Instruction.

Certificated Qualifying Shareholders who do not wish to sell any Ordinary Shares under the Tender Offer need take no action in relation to the Tender Form. However, it is requested that all Shareholders, whether or not they intend to participate in the Tender Offer, return the completed Form of Proxy.

COMPLETED TENDER FORMS OR TTE INSTRUCTIONS MUST BE RECEIVED BY NO LATER THAN 1.00 P.M. on 6 APRIL 2009.

Further details as to the procedures for tendering and settlement are set out in Part 4 of this document and for certificated Qualifying Shareholders on the Tender Form.

15. Further information

Shareholders who do NOT wish to sell any Ordinary Shares under the Tender Offer should take no action in relation to the Tender Form and will not be required to make a TTE Instruction.

16. Recommendation

The Board considers that the Tender Offer and General Authority (being Resolution 2 to be proposed at the General Meeting) are in the best interests of the Company and its Shareholders as a whole.

Accordingly, your Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of those Ordinary Shares of which they are the registered holder and which are not subject to trusts which on 18 March 2009 (the latest practicable date prior to the publication of this document) amounted in aggregate to 1,880,350 Ordinary Shares, representing approximately 7.67 per cent. of the current issued Ordinary Share capital of EDP.

The Board is making no recommendation to Qualifying Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying Shareholders decide to tender all or any of their Ordinary Shares will depend, among other things, on their view of EDP's prospects and their own individual circumstances, including their tax position. Qualifying Shareholders are recommended to consult their duly authorised independent advisers and make their own decision. Each of the Executive Directors has undertaken not to tender any of their Ordinary Shares pursuant to the Tender Offer. M. A. Heller will tender 100,000 Ordinary Shares as referred to in paragraph 8 above.

Yours faithfully

M. A. Heller
Chairman

PART 4

TERMS AND CONDITIONS OF THE TENDER OFFER

1. Introduction

Under the Tender Offer, a maximum of 11,991,435 Ordinary Shares may be purchased, representing approximately approximately 48.9 per cent. of the issued Ordinary Share capital of the Company at a price of 50p per Ordinary Share, for a maximum aggregate cash consideration of up to £6 million. The Tender Offer is being made by Arden Partners acting as principal. The Company will, in turn, repurchase from Arden Partners at a price of 50p per Ordinary Share, the Ordinary Shares purchased by Arden Partners pursuant to the Tender Offer.

The price of 50p per Ordinary Share represents a premium of approximately 10 per cent. to the middle market closing price of 45.5p on 29 January 2009 the latest practicable date prior to the announcement by the Company of its intention to use surplus cash resources to buy back a significant proportion of its issued Ordinary Share capital by way of a Tender Offer at 50p per Ordinary Share.

The Ordinary Shares will be purchased free of commissions and dealing charges.

M. A. Heller, a Director, will tender 100,000 Ordinary Shares representing 0.4 per cent. of the issued Ordinary Share capital of the Company and has entered into an undertaking that he will not accept the Tender Offer in respect of 1,711,350 Ordinary Shares, such Ordinary Shares representing in aggregate 7.38 per cent. of the issued Ordinary Share capital of the Company and being all those Ordinary Shares in which M. A. Heller is interested in save for those which are subject to trusts. J. H. Wassell, P. A. Davey, P. J. Davies and C. R. Spicer, the Executive Directors, who together hold 69,000 Ordinary Shares, representing 0.28 per cent. of the issued Ordinary Share capital of the Company, have entered into undertakings that they will not accept the Tender Offer in respect of 69,000 Ordinary Shares representing 0.28 per cent. of the issued Ordinary Share capital of the Company. Directors' interests are detailed in paragraph 2 of Part 6 of this document.

The Tender Offer will be open to all Qualifying Shareholders.

2. Terms and conditions of the Tender Offer

2.1 The Tender Offer is conditional on the following:

- (i) the passing, as a special resolution, of Resolution 1 set out in the Notice at the end of this document;
- (ii) Arden Partners being satisfied that the Company has in its control or to its order the aggregate of the Tender Price for all successfully tendered Ordinary Shares; and
- (iii) the Tender Offer not having been terminated in accordance with paragraph 2.21 of this Part 4 prior to the fulfilment of the conditions referred to in sub-paragraphs 2.1 (i) and (ii) above.

Arden Partners will not purchase the Ordinary Shares pursuant to the Tender Offer unless the Conditions have been satisfied. The Conditions may not be waived by Arden Partners. If the Conditions are not satisfied by 30 April 2009 the Tender Offer will lapse.

2.2 The consideration payable under the Tender Offer is 50p per Ordinary Share in cash.

2.3 Ordinary Shares will be purchased by way of an on-market transaction from Qualifying Shareholders by Arden Partners at the Tender Price following which an equal number of Ordinary Shares will be sold by way of an on-market transaction by Arden Partners to the Company, at the Tender Price.

2.4 All Qualifying Shareholders will be offered the opportunity to tender approximately 48.9 per cent. of their shareholding on the Tender Offer Record Date. These Ordinary Shares will be purchased by Arden Partners at the Tender Price who will in turn sell the Ordinary Shares to the Company at the same price.

2.5 The maximum aggregate number of Ordinary Shares subject to the Tender Offer is 11,991,435 representing approximately 48.9 per cent. of the issued Ordinary Share capital of the Company. To the extent that a Qualifying Shareholder validly tenders Ordinary Shares equal to or less than his/her Basic Amount this tender will be accepted in full. A Qualifying Shareholder may tender any number of Ordinary Shares. At the sole discretion of the Directors, individual tenders greater than the Basic Amount will be satisfied to the extent that other Qualifying Shareholders tender no

Ordinary Shares or less than the Basic Amount in respect of their holdings of Ordinary Shares. In the event that more than 11,991,435 Ordinary Shares are tendered, tenders in excess of the Basic Amount will be scaled back *pro rata*. Any fractional entitlements of Qualifying Shareholders will be aggregated and used to satisfy surplus tenders at the discretion of the Board.

In the Tender Offer, Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so. Ordinary Shares may be traded in the normal way during the period in which the Tender Offer remains open.

- 2.6 The Tender Offer is only available to Qualifying Shareholders in respect of the number of Ordinary Shares registered in those Qualifying Shareholders' names on the Tender Offer Record Date.
- 2.7 In respect of Ordinary Shares held in certificated form, Tender Forms which have been duly completed and received by the Receiving Agent will become irrevocable at the time of receipt. In respect of Ordinary Shares held in uncertificated form (that is, in CREST), a TTE Instruction received by the Receiving Agent in respect of the Ordinary Shares will become irrevocable at the time of receipt.
- 2.8 The Tender Offer will close at 1.00 p.m. on 6 April 2009 and no tenders received after that time will be accepted.
- 2.9 Some or all of a holding of Ordinary Shares may be tendered. Ordinary Shares successfully tendered will be sold to Arden Partners fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same. Successfully tendered Ordinary Shares representing up to 10 per cent. of the Company's issued Ordinary Share capital following completion of the Tender Offer will be held in treasury and the remainder will be cancelled. Tendered Ordinary Shares will not rank for any future dividends save for the Final Dividend.
- 2.10 All tenders of Ordinary Shares held in certificated form must be made on the Tender Form duly completed in accordance with the instructions set out on the Tender Form (which constitute part of the terms of the Tender Offer). A tender of certificated Ordinary Shares will only be valid when the procedures contained in this document and in the Tender Form are complied with.
- 2.11 **Qualifying Shareholders holding Ordinary Shares in uncertificated form (that is, in CREST) should not complete a Tender Form.** All tenders of Ordinary Shares held in uncertificated form must be made in accordance with paragraph 4 under the heading "Procedure for tendering" below. A tender of uncertificated shares will only be valid when the procedures contained in this document are complied with.
- 2.12 The Tender Offer and all tenders will be governed by and construed in accordance with English law. Delivery of a Tender Form in respect of Ordinary Shares held in certificated form or a TTE Instruction in respect of Ordinary Shares held in uncertificated form will constitute submission to the jurisdiction of the English courts.
- 2.13 The results of the Tender Offer will be announced by the Company through the Regulatory Information Service of the London Stock Exchange.
- 2.14 A Qualifying Shareholder may tender any number of Ordinary Shares. At the sole discretion of the Directors individual tenders greater than the Basic Amount may be satisfied to the extent that other Qualifying Shareholders tender no Ordinary Shares or less than the Basic Amount in respect of their Ordinary Shares. In the event that more than 11,991,435 Ordinary Shares are tendered, tenders in excess of the Basic Amount will be scaled back *pro rata*.
- 2.15 The Directors reserve the right to limit or prevent the purchase of Ordinary Shares to satisfy excess applications at their sole discretion.
- 2.16 All documents and remittances sent by or to Qualifying Shareholders will be sent at their risk. If the Tender Offer does not become unconditional and lapses, Tender Forms, certificates and other documents of title will be returned by post no later than ten business days after the date of such lapse, or, in the case of Ordinary Shares held in uncertificated form (that is, in CREST), the Receiving Agent will give instructions to Euroclear to transfer all Ordinary Shares held in escrow balances and in relation to which it is the Receiving Agent for the purposes of the Tender Offer to the original available balances of the Qualifying Shareholders concerned.

- 2.17 If part only of a holding of Ordinary Shares is successfully tendered pursuant to the Tender Offer, the relevant Qualifying Shareholder will be entitled to receive the following:
- (a) if Ordinary Shares are held in certificated form – a certificate in respect of the unsold Ordinary Shares; or
 - (b) if Ordinary Shares are held in uncertificated form (that is, in CREST) – the transfer by the escrow agent of those unsold Ordinary Shares to the original available balances of the relevant Qualifying Shareholder.
- 2.18 Further copies of the Tender Form for those Qualifying Shareholders holding Ordinary Shares in certificated form may be obtained on request from the Receiving Agent at the address set out on page 1 of the accompanying Tender Form.
- 2.19 All questions as to the number of Ordinary Shares tendered will be determined by Arden Partners at their sole discretion and all questions as to the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares will be determined by Arden Partners, in its sole discretion, which determination shall be final and binding on all of the parties (except as otherwise required under applicable law). Arden Partners reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of payment for which may, in the opinion of Arden Partners, be unlawful. Arden Partners also reserves the absolute right to waive any defect or irregularity in the tender of any particular Ordinary Shares or any particular holder thereof. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities have been cured or waived. In the event of a waiver, the consideration under the Tender Offer will not be despatched until after the Tender Form is complete in all respects and the share certificates and/or the other document(s) of title satisfactory to Arden Partners have been received or (as the case may be) the relevant TTE Instruction has settled. None of the Company, Arden Partners, the Receiving Agent or any other person is or will be obliged to give notice of any defects or irregularities in tenders and none of them will incur any liability for failure to give any such notice.
- 2.20 The failure of any person to receive a copy of this Tender Offer circular and/or the Tender Form (as appropriate) shall not invalidate any aspect of the Tender Offer.
- 2.21 The Company (acting through the Directors) reserves the right to require that Arden Partners does not proceed with the Tender Offer if it concludes, at any time prior to the announcement of the results of the Tender Offer, that its implementation is no longer in the best interests of the Company and its Shareholders as a whole.

3. Overseas Shareholders

- 3.1 The making of the Tender Offer in, or to certain persons who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom (“Overseas Shareholders”) may be affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such persons to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due in such jurisdiction. Any Overseas Shareholder will be responsible for payment of any such transfer or other taxes or other requisite payments due by whomsoever payable and the Company, Arden Partners and any person acting on their behalf shall be entitled to be fully indemnified and held harmless by such Overseas Shareholder for any such transfer or other taxes as such person may be required to pay.
- 3.2 In particular, the Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and e-mail) of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa. Details of the Tender Offer and copies of the Tender Form are not being and must not be mailed or otherwise distributed or sent in or into the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa including to Qualifying Shareholders with registered addresses in these jurisdictions or to persons whom the Company or Arden Partners know to be trustees, nominees or custodians holding Ordinary Shares for such persons.

- 3.3 Persons receiving this circular and the Tender Form (including, without limitation, trustees, nominees or custodians) must not distribute or send it in or into the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa or use such mails or any such means, instrumentality or facility for any purpose, directly or indirectly, in connection with the Tender Offer, and so doing may invalidate any purported tender pursuant to the Tender Offer. Persons wishing to tender pursuant to the Tender Offer must not use such mails or any such means, instrumentality or facility for any purpose, directly or indirectly, related to any tender pursuant to the Tender Offer. Envelopes containing Tender Form(s) should not be postmarked in the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa or otherwise despatched from the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa and all tenders must provide addresses outside the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa for the remittance of cash, or for the return of Tender Form(s), share certificates and/or other document(s) of title.
- 3.4 The provisions of paragraphs 3.1 and 3.2 above and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Overseas Shareholders or on a general basis by the Company or Arden Partners in its absolute discretion. Subject to this, the provisions of paragraphs 3.1 and 3.2 above supersede any terms of the Tender Offer inconsistent herewith. References in paragraphs 3.1 and 3.2 above to a Qualifying Shareholder shall include references to the persons executing a Tender Form and, in the event of more than one person executing a Tender Form, the provisions of paragraphs 3.1 and 3.2 above shall apply to them jointly and severally.

4. Procedure for tendering

If you do not wish to sell any of your Ordinary Shares, you need take no action.

To take up the Tender Offer:

- (a) Qualifying Shareholders holding Ordinary Shares in certificated form (that is, not in CREST) must complete and return the Tender Form in accordance with the instructions in paragraph 4.1 below and printed on the Tender Form. The following instructions should be read together with the notes on the Tender Form; and (b) Qualifying Shareholders holding Ordinary Shares in uncertificated form (that is, in CREST) must follow the procedure set out in paragraph 4.2 below.

If you hold Ordinary Shares in both certificated and uncertificated forms, you should complete a Tender Form in respect of the Ordinary Shares held in certificated form and send a TTE Instruction in respect of the Ordinary Shares held in uncertificated form.

4.1 *Shares in certificated form*

The Tender Form(s) must be completed and returned in respect of Ordinary Shares held in certificated form. The completed and signed Tender Form(s) **together with your share certificates and/or other documents of title** should be sent either by post or by hand (the latter during normal business hours only) to Capita Registrars at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU **as soon as possible and, in any event, so as to be received no later than 1.00 p.m. on 6 April 2009.**

No acknowledgement of receipt of documents will be given.

Tender Form(s) shall be deemed to form part of the terms of the Tender Offer.

4.2 *Shares in uncertificated form (that is, in CREST)*

If your Ordinary Shares are in uncertificated form, you should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the Ordinary Shares in respect of which you wish to take up the Tender Offer to an escrow balance, specifying the Receiving Agent (in its capacity as a CREST participant under the Receiving Agent's participant ID and member account ID referred to below) as the escrow agent, **as soon as possible and in any event so that the transfer to escrow settles no later than 6 April 2009 at 1.00 p.m. An uncertificated Qualifying Shareholder should transfer all Ordinary Shares to be tendered to escrow by this date.**

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST sponsor will be able to send the TTE Instruction to Euroclear in relation to your Ordinary Shares.

You should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear which must be properly authenticated in accordance with Euroclear's specifications and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the number of uncertificated Ordinary Shares to be transferred to an escrow balance;
- the ISIN of the EDP Ordinary Shares. This is GB0003101523;
- your participant ID;
- your member account ID;
- the participant ID of the escrow agent, Capita Registrars in its capacity as a CREST Receiving Agent. This is RA10;
- the member account ID of the escrow agent. This is ELECTEND;
- the corporate action number of the Tender Offer, which is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date. This should be as soon as possible, in any event no later than 1.00 p.m. on 6 April 2009;
- contact name and telephone number inserted at the beginning of the shared note field; and
- inserted with a standard delivery priority of 80.

After settlement of the TTE Instruction, you will not be able to access the Ordinary Shares concerned for any transaction or charging purposes, notwithstanding they will be held by Capita Registrars as your escrow agent until the transfer next referred to. Prior to settlement of the Tender Offer proceeds on or about 9 April 2009, the Receiving Agent will transfer the Ordinary Shares which are accepted by Arden Partners to itself, as escrow agent for onward transfer to Arden Partners. You are recommended to refer to the CREST Manual published by Euroclear for further information on the CREST procedures outlined above.

You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE Instruction relating to your Ordinary Shares to settle prior to 1.00 p.m. on 6 April 2009. In this connection you are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company will make an appropriate announcement if any of the details contained in this paragraph 4 are altered for any reason.

5. Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST

Normal CREST procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form or *vice versa* during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Ordinary Shares or otherwise). Qualifying Shareholders who are proposing to convert any such Ordinary Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Ordinary Shares as a result of the conversion to take all necessary steps in connection with the take up of the Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 6 April 2009.

6. Lost share certificates and documents of title

If you have lost your share certificate(s) and/or other document(s) of title, you should write to Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, West Yorkshire HD8 0LA, for a letter of indemnity in respect of the lost share certificate(s) and/or other document(s) of title which, when completed in accordance with the instructions given on it, should be returned either by post or by hand (during normal business hours only) to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to be received by no later than 1.00 p.m. on 6 April 2009.

If you are in any doubt as to the procedure for acceptance, please contact the Receiving Agent by telephone on 0871 664 0321 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrars +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice, or write to the Receiving Agent at Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

7. Effect of Tender

Completion and lodgement with the Receiving Agent of a Tender Form or a TTE Instruction (as appropriate) shall constitute the agreement and representation of the relevant Qualifying Shareholder that:

- 7.1 such Qualifying Shareholder has observed the laws of all relevant jurisdictions, obtained any requisite consents, complied with all applicable formalities and has not taken or omitted to take any action which would result in the Company acting in breach of any applicable legal or regulatory requirement in respect of the purchase of the Ordinary Shares;
- 7.2 such completion and lodgement constitutes Arden Partners as such Qualifying Shareholder's agent, and an instruction to them as such, to:
 - 7.2.1 complete and execute any and all forms and take any and all actions which are necessary or, in Arden Partners' absolute discretion, desirable to give effect to the purchase of the Ordinary Shares the subject of the Tender Form and/or the TTE Instruction (as appropriate);
 - 7.2.2 transfer any uncertificated Ordinary Shares from escrow, to the Receiving Agent for onward transfer to Arden Partners;
 - 7.2.3 convert any certificated Ordinary Shares into uncertificated Ordinary Shares and procure the transfer of these Ordinary Shares from the Receiving Agent to Arden Partners;
 - 7.2.4 procure the transfer of the tendered Ordinary Shares from Arden Partners to the Company;
 - 7.2.5 procure the cancellation or transfer to treasury of the Ordinary Shares the subject of the Tender Form or the TTE Instruction (as appropriate); and
 - 7.2.6 despatch or otherwise make payment of the proceeds of sale in respect of the purchased Ordinary Shares in accordance with the settlement provisions set out below;
- 7.3 such Qualifying Shareholder shall not take any action which would prevent the Company or the Receiving Agent from cancelling the Ordinary Shares to which the Tender Form relates and/or the TTE Instruction; and
- 7.4 such Qualifying Shareholder was registered at the Tender Offer Record Date as the holder of the Ordinary Shares.

8. Settlement

Settlement of the consideration to which any Qualifying Shareholder is entitled pursuant to tenders accepted by Arden Partners, complete in all respects, will be made in full without regard to any lien, right of set-off, counterclaim or other analogous right to which Arden Partners may otherwise be, or claim to be, entitled against such Qualifying Shareholder, as follows:

8.1 Shares in uncertificated form (that is, in CREST)

Where a purchase relates to Ordinary Shares held by Qualifying Shareholders in uncertificated form, any cash consideration will be paid through CREST by Arden Partners procuring the creation of an assured payment obligation on 9 April 2009 in favour of the payment banks of accepting Qualifying Shareholders in accordance with the CREST assured payment arrangements.

8.2 Shares in certificated form

Where a purchase relates to Ordinary Shares held by Qualifying Shareholders in certificated form, cheques for the consideration will be despatched by first class post on 9 April 2009 at the risk of the person(s) entitled thereto. All cash payments will be made in pounds sterling by cheque, drawn on a branch of a UK clearing bank.

PART 5

TAXATION IN THE UNITED KINGDOM

1. General

The following summary is intended as a general guide only and relates only to certain UK tax consequences of the purchase of Ordinary Shares by Arden Partners, acting as principal for the Company pursuant to the Tender Offer. It is based on current UK tax law and the current practice of HM Revenue & Customs, both of which are subject to change, possibly with retrospective effect. The summary is intended to apply only to Shareholders who are resident in the UK for UK tax purposes, who hold Ordinary Shares as investments, who are the absolute beneficial owners of such shares and who have not (and are not deemed to have) acquired those shares by virtue of an office or employment. The summary is not intended to apply to other classes of shareholders such as dealers in securities, insurance companies or collective investment schemes.

Special tax provisions may apply to Shareholders who acquired or acquire shares pursuant to the share option schemes. Participants in those schemes should also read any additional information sent to them and if in any doubt as to their position should consult an appropriate independent professional adviser.

Shareholders who are in any doubt about their tax position, and/or who are subject to tax in a jurisdiction other than the UK, should consult their own appropriate independent professional adviser.

2. Tender Offer

Capital gains

The proceeds received by Qualifying Shareholders pursuant to the purchase of Ordinary Shares by Arden Partners, acting as principal for EDP, following valid tenders made under the Tender Offer should be taxed entirely as capital for UK tax purposes and no part of such proceeds should be treated as an income distribution in such Qualifying Shareholders' hands. Depending on such Qualifying Shareholders' particular circumstances (including the availability of any exemption, relief and allowable losses), such Qualifying Shareholders may be subject to UK tax on chargeable gains.

Individuals: Individuals will be subject to capital gains tax on the difference between the proceeds arising out of the Tender Offer and the price they originally paid for their shares (the 'chargeable gain'). The rate of capital gains tax applicable will depend on the individual's circumstances.

Qualifying Shareholders not within the charge to UK corporation tax (such as individuals, trustees or personal representatives), may be able to make use of their capital gains tax annual exemption or capital losses arising in the current year or brought forward from previous years to reduce their chargeable gain.

Pension Funds: Pension funds should not be liable to any capital gains tax in the UK.

Charities, PEPs and ISAs: Charities, PEPs and ISAs should not be liable to any capital gains tax in the UK.

UK Corporate Shareholders: Corporate Shareholders will be subject to corporation tax on the difference between the proceeds arising out of the Tender Offer and the price they originally paid for their shares (subject to the availability of any indexation allowance which can reduce a chargeable gain but which cannot create or increase a capital loss).

Anti-avoidance provisions

Qualifying Shareholders should be aware of an anti-avoidance provision, contained in Chapter 1 of Part 13 of the Income Tax Act 2007 (and sections 703 to 707 of the Income and Corporation Taxes Act 1988) which permits HM Revenue & Customs in certain circumstances to counteract a tax advantage obtained in consequence of certain transactions in securities. No clearance has been sought from HM Revenue & Customs that it will not apply these provisions in relation to Shareholders making valid tenders under the Tender Offer.

Stamp duty and stamp duty reserve tax

No stamp duty or stamp duty reserve tax should be payable by Qualifying Shareholders as a result of the purchase of Ordinary Shares by Arden Partners, acting as principal for EDP, following valid tenders made under the Tender Offer. Stamp duty will be payable by EDP at the rate of 0.5 per cent. of the actual consideration paid by EDP in respect of the repurchase of Ordinary Shares (rounded up to the nearest £5).

PART 6

ADDITIONAL INFORMATION

1. Directors and registered office

1.1 The Directors of EDP and their functions are as follows:

M. A. Heller (*Chairman–Non Executive*)
J. H. Wassell (*Chief Executive and Finance Director*)
P. A. Davey (*Sales Director*)
P. J. Davies (*Application Software Products Director*)
C. R. Spicer (*Network Services Director*)

1.2 The registered office of EDP is at Beauchief Hall, Beauchief, Sheffield S8 7BA. EDP is incorporated in England and Wales under the Companies Acts 1948 to 1980 with registered number 853560.

2. Directors interests

The interests of the Directors in the Company as at 18 March 2009, being the last practicable date prior to the date of this document, are as follows:

<i>Director</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Share capital</i>	<i>Number of Ordinary Shares following Tender Offer</i>	<i>Percentage of issued Ordinary Share Capital following Tender Offer assuming full take up all Tender Shares</i>
M. A. Heller	3,568,550	14.55	3,468,550	27.68
J. H. Wassell	15,000	0.06	15,000	0.12
P. A. Davey	14,000	0.06	14,000	0.11
P. J. Davies	30,000	0.12	30,000	0.24
C. R. Spicer	10,000	0.04	10,000	0.08

3. Shares in issue and outstanding warrants and options

As at 18 March 2009, being the latest practicable date prior to the publication of this document, there are 24,522,362 Ordinary Shares in issue and no outstanding share options or warrants to subscribe for Ordinary Shares. There are no Ordinary Shares held in treasury.

4. Substantial Shareholders

As at 18 March 2009, being the latest practicable date prior to the publication of this document, so far as the Directors are aware, no person other than M. A. Heller as shown above and those listed below was interested, directly or indirectly, in 3 per cent. or more of the issued share capital of EDP:

<i>Shareholder</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Share capital</i>
Oryx International Growth Fund Ltd	4,264,587	17.39
The Estate of R J Jowitt	2,562,500	10.45
AMVESCAP PLC	2,454,470	10.01
Herald Investment Management Limited	1,731,000	7.06
Schroder Investment Management Limited	1,408,508	5.74

5. Significant change

There has been no significant change in the financial or trading position of the Group since 30 September 2008, the date to which the Group's last financial statements have been published.

6. Working capital

EDP is of the opinion that, on the assumption that the Tender Offer is taken up in full up to a maximum value of approximately £6 million, the working capital available to the Group is sufficient for its present requirements, that is for at least the next 12 months from the date of this document.

7. Financing the tender offer

The Company will satisfy payment for validly tendered Ordinary Shares pursuant to the Tender Offer in cash entirely from its own resources. Under the terms of a repurchase agreement the Company will deposit the sum of approximately £6 million in an account with the Company's solicitor and upon receipt of instruction from the Company it shall be used to satisfy payment for validly tendered Ordinary Shares pursuant to the Tender Offer. The sum of approximately £6 million represents the maximum sum required to satisfy payment for tendered Ordinary Shares, on the assumption that all Qualifying Shareholders, other than the Directors, as detailed in paragraph 8 of Part 3, tender their Ordinary Shares.

8. Consents

- 8.1 BDO Stoy Hayward has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.
- 8.2 Arden Partners has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

9. Inspection of Documents

From the date of this document until the conclusion of the GM, notice of which is set out at the end of this document, a copy of this circular will be available for inspection during normal business hours at the registered office of the Company set out in paragraph 1.2 above and at the London offices of the Company's solicitors, Irwin Mitchell at 40 Holborn Viaduct, London EC1N 2PZ on any weekday (Saturdays, Sundays and UK public holidays excluded). A copy of the circular will also be available at the venue of the General Meeting for at least 15 minutes before the General Meeting commences and for the duration of the Meeting.

Dated: 19 March 2009

PART 7
DEFINITIONS

The following definitions apply throughout this document and the accompanying Tender Form and Form of Proxy unless the context requires otherwise:

“Act”	the Companies Act 1985 or where appropriate the Companies Act 2006, in each case as amended
“AGM”	annual general meeting
“Arden Partners”	Arden Partners plc
“Basic Amount”	approximately 48.9 per cent. of a Qualifying Shareholder’s holding of Ordinary Shares on the Tender Offer Record Date being the tendered amount that will be accepted in full
“BDO Stoy Hayward”	BDO Stoy Hayward LLP, which is authorised and regulated by the Financial Services Authority and is a UKLA registered sponsor
“Board” or “Directors”	the directors of EDP whose names are set out in Part 6 of this document
“Business Day”	a day other than a Saturday or Sunday or public holiday in England and Wales on which banks are open in London for general commercial business
“Capita Registrars”	a trading name of Capita Registrars Limited
“certificated”	Ordinary Shares which are recorded on the Register as being held in certificated form, that is not in CREST
“Closing Date”	means 1.00 p.m. on 6 April 2009
“Company” or “EDP”	Electronic Data Processing Public Limited Company, incorporated in England and Wales with registration number 853560 and whose registered office is at Beauchief Hall, Beauchief, Sheffield S8 7BA
“Conditions”	the conditions of the Tender Offer set out in paragraph 2.1 of Part 4 of this document
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and holding of securities in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
“Dividend Payment Date”	6 April 2009
“Dividend Record Date”	6 March 2009
“Euroclear”	Euroclear UK and Ireland Limited, the operator of CREST
“Executive Directors”	J. H. Wassell, P. A. Davey, P. J. Davies and C. R. Spicer
“Final Dividend”	the final dividend of the Company of 2.0p per Ordinary Share to be paid on 6 April 2009 to those Shareholders on the register at 6 March 2009 as announced in the Company’s preliminary results for the year ended 30 September 2008
“Form of Proxy”	the form of proxy accompanying this document to be used in connection with the GM
“General Authority”	the general authority to make market purchases being sought in Resolution 2 as set out in the notice of the General Meeting

“General Meeting” or “GM”	the extraordinary general meeting of EDP to be held at the offices of BDO Stoy Hayward LLP, 55 Baker Street, London W1U 7EU at 12 noon on 6 April 2009, notice of which is set out at the end of this document
“Group”	EDP and its group undertakings from time to time the meaning ascribed to it in the Act
“Listing Rules”	the rules and regulations made by the UK Listing Authority under Part VI of the Financial Services and Markets Act 2000 as amended from time to time
“London Stock Exchange”	London Stock Exchange plc
“Notice”	the notice of the General Meeting which appears at the end of this document
“Ordinary Shares”	the ordinary shares of 5p each in EDP
“Overseas Shareholder”	a Shareholder who is resident in, or a citizen of, a jurisdiction outside the United Kingdom
“plc”	public limited company
“Qualifying Shareholder”	means a Shareholder on the Tender Offer Record Date other than those with registered addresses in Australia, Canada, Japan, Republic of Ireland, South Africa or the United States
“Receiving Agent“	Capita Registrars, at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
“Register“	the register of members of EDP
“Registrar”	Capita Registrars
“Resolutions”	the resolutions to be proposed at the GM as set out in the Notice
“Shareholders”	holders of Ordinary Shares from time to time
“Tender Form”	the tender form accompanying this document for use by Qualifying Shareholders who hold their Ordinary Shares in certificated form
“Tender Offer”	the tender offer to Qualifying Shareholders to be made by Arden Partners on the terms and subject to the conditions set out in this document and also, in the case of certificated Ordinary Shares only, the Tender Form
“Tender Offer Record Date”	5.00 p.m. on 6 April 2009
“Tender Price”	50p per Ordinary Share
“TFE Instruction”	a transfer from escrow instruction (as defined by the CREST manual issued by Euroclear
“TTE Instruction”	a transfer to escrow instruction (as defined by the CREST manual issued by Euroclear) made in respect of Ordinary Shares tendered under the Tender Offer
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority”	the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000
“uncertificated”	Ordinary Shares which are recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United States”	means the United States of America, its territories and possessions, any State of the United States and the District of Columbia, and all other areas subject to its jurisdiction

References to time in this document are to London time, unless otherwise stated.

NOTICE OF GENERAL MEETING

Electronic Data Processing Public Limited Company

(Incorporated and registered in England and Wales with registered number 853560)

Notice is hereby given that a general meeting (“General Meeting”) of Electronic Data Processing Public Limited Company (the “Company”) will be held at the offices of BDO Stoy Hayward LLP, 55 Baker Street, London W1U 7EU at 12 noon on 6 April 2009 to consider and, if thought fit, pass the following special resolutions:

Special Resolutions

1. **THAT** the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 5 pence each in the capital of the Company (“ordinary shares”), pursuant to a tender offer for ordinary shares on the terms set out or referred to in the circular to the Company’s shareholders dated 19 March 2009 (the “Circular”), (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting), provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be acquired is 11,991,435 ordinary shares;
 - (b) the price to be paid for an ordinary share is 50 pence, and
 - (c) this authority expires on 30 April 2009, save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such shares after such expiry pursuant to such contract.
2. **THAT** conditional upon the passing of Resolution 1, the Company be and is hereby generally and unconditionally authorised, in substitution for any existing authority (save for the authority conferred by Resolution 1 above, which shall be in addition to the authority hereby conferred) to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be acquired shall be such amount of ordinary shares as equals 10 per cent. of the issued share capital of the Company following completion of the Tender Offer as defined in the Circular;
 - (b) the minimum price which may be paid by the Company for an ordinary share purchased pursuant to this authority shall be 5 pence;
 - (c) the maximum price which may be paid by the Company for an ordinary share purchased pursuant to this authority shall not be more than the higher of (i) 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 day on which the Company agrees to buy the ordinary shares concerned and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; or (b) the highest current independent bid for, any number of Ordinary Shares on the trading venue where the purchase is carried out; and
 - (d) the authority conferred by this resolution shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2010 and 30 June 2010, save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such ordinary shares after such expiry pursuant to such contract.

Registered Office:
Beauchief Hall
Beauchief
Sheffield
S8 7BA

By the Order of the Board

Julian Wassell
Company Secretary

19 March 2009

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any form of proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 12 noon on 4 April 2009.
3. The return of a completed form of proxy will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on 4 April 2009 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 18 March 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 24,522,362 ordinary shares of 5p each, carrying one vote each. Therefore, the total voting rights in the Company as at 18 March 2009 are 24,522,362.
8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
9. 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) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members who have appointed a 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 by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars (CREST participant ID RA10), no later than 48 hours before the time appointed for the meeting. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland 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 a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be 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 provider(s) are referred in particular to those sections of the CREST Manual concerning the 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.

