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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 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 retain these documents.

BDO LLP which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for the Company and no one else in relation to the matters described in this document and will not be responsible to any other person for the protections afforded to the clients of BDO LLP in relation to the matters referred to in this document.

Electronic Data Processing PLC

(Incorporated in England and Wales with registered number 853560)

Proposed disposal of Beauchief Hall property

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 1 of this document which explains the background to and reasons for the Disposal and contains a recommendation that you vote in favour of the Resolution at the General Meeting referred to below and Part 2 entitled "Risk Factors".

Notice of the General Meeting of EDP to be held at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU at 12 noon on 15 October 2010 is set out at the end of this document. A Form of Proxy to be used in connection with the Resolution is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it by post or (during normal business hours only) by hand to Capita Registrars, PXS, 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 13 October 2010**. Alternatively you can appoint a proxy electronically by accessing the shareholder portal at www.capitashareportal.com, logging in and selecting the "Proxy Voting" link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate or dividend tax voucher). The completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person (in substitution for your proxy vote) if you so wish.

TABLE OF CONTENTS

	Page
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	2
DIRECTORS, COMPANY SECRETARY AND ADVISERS	3
PART 1 LETTER FROM THE CHAIRMAN OF EDP	4
PART 2 RISK FACTORS	7
PART 3 VALUATION REPORT ON THE PROPERTY	9
PART 4 SUMMARY OF THE PRINCIPAL TERMS OF THE SALE AND RENTAL AGREEMENT	13
PART 5 ADDITIONAL INFORMATION	14
PART 6 DEFINITIONS	17
NOTICE OF GENERAL MEETING	19

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of proxy voting instructions for the General Meeting	12 noon on 13 October 2010
General Meeting	12 noon on 15 October 2010
Expected date of Completion	no later than 29 October 2010

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	M. A. Heller <i>Chairman (Non-Executive)</i> J. H. Wassell <i>Chief Executive</i> P. A. Davey <i>Sales Director</i> P. J. Davies <i>Application Software Products Director</i> A. R. Heller <i>Non-Executive</i> C. R. Spicer <i>Network Services Director</i>
Company Secretary	J. M. Storey ACA
Registered and Head Office	Beauchief Hall Beauchief Sheffield S8 7BA
Sponsor and financial adviser	BDO LLP 125 Colmore Row Birmingham B3 3SD
Solicitors	Irwin Mitchell LLP Riverside East 2 Millsands Sheffield S3 8DT
Property Valuer	Mark Jenkinson & Son 8 Norfolk Row Sheffield S1 2PA
Registrar	Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield West Yorkshire HD8 0GA

PART 1

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*
P. A. Davey *Sales Director*
P. J. Davies *Application Software Products Director*
A. R. Heller *Non-Executive*
C. R. Spicer *Network Services Director*

Registered Office:

Beauchief Hall
Beauchief
Sheffield S8 7BA

21 September 2010

Dear Shareholder,

Proposed Disposal

1. Introduction

On 3 August 2010 the Company announced that it had entered into an agreement to dispose of its freehold head office, Beauchief Hall, Sheffield to Blenheim Engineering Limited for a consideration of £2.3 million payable in cash on Completion, conditional only upon the approval of the Company's Shareholders.

In view of its size, the Disposal constitutes a class 1 transaction for the purposes of the Listing Rules. Completion of the Disposal is therefore conditional on approval by Shareholders. A General Meeting is being convened at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU at 12 noon on 15 October 2010 at which an ordinary resolution will be proposed to approve the Disposal. The notice convening the General Meeting is set out at the end of this document.

The purpose of this document is to provide Shareholders with details of the Disposal, including the background to and reasons for it, to explain why the Board believes that the Disposal is in the best interests of the Company and its Shareholders as a whole and to set out the reasons why the Board is recommending Shareholders to vote in favour of the Resolution.

A valuation report in respect of Beauchief Hall, prepared by Mark Jenkinson & Son, is set out in Part 3 of this document.

2. Background to and reasons for the Disposal

EDP originally acquired Beauchief Hall, a large manor house, in April 1992, at which time the Company's head office and administrative functions were relocated there. A Group Research & Development (R&D) facility was also located on the site following a re-focusing of the business towards software development.

Since 1992 EDP has acquired a number of software businesses and this has allowed the Company to make savings within its head office, administrative and R&D functions. As a result of this, the number of employees based at Beauchief Hall has reduced significantly. The Company considers that the Property is no longer a suitable location for its head office and R&D functions and is proposing to relocate the employees associated with these activities to a smaller rented facility in the Sheffield area. The cost of renting new offices will be offset by the saving of the significant costs currently incurred in maintaining and securing Beauchief Hall.

Beauchief Hall has been marketed for sale for the last two years. The property market has been very difficult during this period, especially with regard to properties of this size and nature. There have been some expressions of interest but this proposal from the Purchaser represents the best offer received.

The Company intends to utilise the consideration for further investment in the development of the Group's software products and expansion of the product range or for strategic acquisitions.

Should the Disposal not complete, the Company would lose the current opportunity to move to a more efficient and appropriate property without increasing costs; its head office at Beauchief Hall would remain and continue incurring significant maintenance and security costs. The proceeds of the agreed sale would not be available to develop the business.

3. Principal terms of the Sale and Rental Agreement

The Disposal is conditional on the passing by Shareholders of the Resolution to be proposed at the forthcoming General Meeting. It is expected that Completion will take place the later of ten Business Days after Shareholder approval has been received or 30 September 2010.

The consideration for the Disposal is £2.3 million payable in cash on Completion. The Company and the Purchaser have agreed that in order for the Company to seek an alternative location for its head office, the Company will rent back Beauchief Hall for a period of not less than three months at £10,000 per month.

If the Purchaser sells the Property or a substantial part of it during the 12 months following Completion, it must pay half its profit on the disposal (after certain deductions) to the Company. This provision does not apply on a sale of the Property's outbuildings.

Further details of the Sale and Rental Agreement are set out in Part 4 of this document.

4. Current trends and prospects

As reported in the interim results for the six months ended 31 March 2010 released on 28 May 2010, Group revenue for the six months ended 31 March 2010 was £2.77 million compared to £3.13 million in the corresponding period representing an 11 per cent reduction. However, during the period to 31 March 2009, the Company had not then felt the full effects of the general slow-down in the economy. In comparison with the second half of last year, the Company saw an increase in turnover of around 2 per cent.

Adjusted operating profit, before non-cash IFRS charges, was £330,000 (2009: £304,000) representing an operating margin of 11.9 per cent (2009: 9.7 per cent). This increase in underlying operating profit, despite lower turnover during the period, is a direct result of the cost-saving measures which were successfully implemented throughout the business last year.

Group net assets were £6.8 million at 31 March 2010.

The Company released its interim management statement for the period covering 1 April 2010 to 18 August 2010 on 19 August 2010. The text of the interim management statement is as follows:

“Material Events and Transactions

On 3 August 2010 EDP announced that it had exchanged contracts to dispose of its freehold property, Beauchief Hall, Sheffield for a cash consideration of £2.3 million subject to shareholder approval. A circular will be sent to shareholders to convene an Extraordinary General Meeting in due course.

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

Financial Position and Performance

Market conditions remain similar to those described in our interim statement released on 28 May 2010. Whilst we have continued to see a modest improvement in sales activity and order levels compared with the same period last year, customers and prospects remain cautious due to continued uncertainty in the economy generally.

Our recurring revenues remain strong and represent 81 per cent of year to date turnover, consistent with the position at the half year stage. Our contracted recurring revenues fully cover our day to day cash operating costs.

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

Outlook

The economic climate remains uncertain and we expect current market conditions to continue for the remainder of the financial year. With our strong recurring revenues, prudently managed cost base and the continued enhancement of our software products we are well positioned for the future.”

The Disposal will not adversely effect the Company's ongoing earnings as the cost of renting new offices will be offset by the savings of the costs currently incurred on the maintenance and security of Beauchief Hall. There will be a profit on disposal of the Property of approximately £330,000 as the consideration of

£2.3 million less the costs of disposal of £140,000 will be in excess of the book value of the property which at 31 March 2010 was £1.83 million. The Group's net assets will not be materially affected.

5. General Meeting

A notice convening the General Meeting to be held at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU at 12 noon on 15 October 2010 is set out at the end of this document.

The Resolution, which is set out in full in the notice convening the General Meeting, will be proposed at the General Meeting to approve the Disposal.

6. Action to be taken

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, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 12 noon on 13 October 2010. The Form of Proxy can be posted free of charge from inside the United Kingdom. Alternatively you can appoint a proxy electronically by accessing the shareholder portal at www.capitashareportal.com, logging in and selecting the "Proxy Voting" link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate or dividend tax voucher).

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

7. Risk factors

The attention of Shareholders is drawn to the information set out in the other parts of this document and in particular to the risk factors relating to the Disposal and the Group which are set out in Part 2, which Shareholders should consider fully and carefully.

8. Further information

Your attention is drawn to the additional information set out in Parts 2 to 6 of this document. You are advised to read the whole of this document and not merely rely on the key or summarised information in this letter.

9. Recommendation

The Board believes that the Disposal is 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 Resolution 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 20 September 2010 (the latest practicable date prior to the publication of this document) amounted in aggregate to 1,771,350 Ordinary Shares, representing approximately 14.14 per cent. of the current issued Ordinary Share capital of EDP.

Yours faithfully

M. A. Heller
Chairman

PART 2

RISK FACTORS

Shareholders should be aware that a shareholding in the Company involves a degree of risk. In addition to the other information contained in this document, the following risk factors should be considered carefully in evaluating whether to vote on the Disposal.

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. The Directors believe that the risks set out in this Part 2 are all the risks known to them at the present time which are material to Shareholders. 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 all people-based businesses, the success of the Group will, to a significant extent, be dependent on the 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.

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

As with most other businesses in the UK, the Group's operations can be adversely affected by a significant downturn in the economy. Restricted availability of finance for businesses and a stagnant or recessionary economy could have an adverse effect on the prospects for EDP, as potential customers, particularly in the builders and timber merchants sectors, 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.

The possible volatility of the price of Ordinary Shares following conclusion of the Disposal

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, 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's business operations rely significantly on the efficient and uninterrupted operation of its information technology systems and networks. Any damage or interruption whether caused externally or through some malicious incident, could have a material adverse effect on the delivery of the Group's products and services or lead to the loss of proprietary information.

Competition and technological advances

The Group operates in a competitive environment. New entrants to the marketplace and actions taken by existing competitors can have an impact on the Company's levels of business activity and product pricing in the market generally. The markets in which the Group operates are characterised by evolving technology, market practices and industry standards. Competitors could develop superior products or more cost effective techniques which could render the Company's products uncompetitive or less acceptable to the market.

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.

The Disposal fails to complete

The Sale and Rental Agreement is conditional on the passing of the Resolution at the forthcoming General Meeting. There is no certainty that the Resolution will be passed at the General Meeting and it is therefore possible that the Disposal will not complete.

Obligations under the Sale and Rental Agreement

The Company is obliged to transfer Beauchief Hall to the Purchaser at Completion in the same physical state it was in at exchange of contracts (except for fair wear and tear), and therefore retains the risk until Completion.

The Company finds it difficult to find a suitable alternative head office

The Company will need to relocate to new offices following Completion. The Company cannot guarantee that suitable alternative offices will be found in the short term. In addition, there is the risk that the move to new offices may disrupt the Company's staff and operations for a short period of time.

PART 3

VALUATION REPORT ON THE PROPERTY

Mark Jenkinson & son
ESTABLISHED 1877

INDEPENDENT PROPERTY PROFESSIONALS

VALUATION OF BEAUCHIEF HALL

INTRODUCTION

The Directors
Electronic Data Processing plc
Beauchief Hall
Beauchief Drive
Sheffield
S8 7BA

BDO LLP
125 Colmore Row
Birmingham
B3 3SD

ADDRESS OF PROPERTY

Beauchief Hall
Beauchief Drive
Sheffield
S8 7BA

INSTRUCTIONS

To inspect the above property and provide an open market value assessment thereon, following receipt of telephone instructions 11 August 2010 in accordance with the Royal Institution of Chartered Surveyors Valuation Standards 6th Edition. It is understood that the valuation is required for inclusion in a circular to shareholders in contemplation of a disposal of the property.

DATE OF INSPECTION AND VALUATION

12 August 2010

WEATHER CONDITIONS

Sunny, bright and dry with occasional rain showers

CHARTERED SURVEYORS, VALUERS AND AUCTIONEERS

8 Norfolk Row, Sheffield, South Yorkshire S1 2PA Telephone: 0114 276 0151 Fax: 0114 275 2570
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Partners: Paul Hough, ERICS, Janet L. Hough, ERICS, Adrian W. Little, ERICS, ENAVA,
J. Graeme Beck, ERICS, Simon C. Wortley, RICS (Inst), MRICS, John J. Dawes, RICS (Inst), MRICS
Commercial Agency - Charles Duncan Consultants - Tim Bryan, ERICS, Mohammed Mahroof, RICS (Inst), MRICS
Regulated by RICS



REPORT

1.1 LOCATION

The property is situated some four miles to the south west of Sheffield's central shopping and business district, occupying parkland and grounds which are understood to extend to approximately 46 acres, the estate being approached off Abbey Lane (B6068) via Beauchief Drive.

The property occupies a semi rural location, though contained within the city boundaries with Spring Wood to the west, Beauchief Golf Course to the north and east and Abbeydale Golf Course to the south.

Sheffield is the country's fourth largest city with a population of approximately 500,000 located approximately 150 miles to the north of London and 30 miles to the south of Leeds with good quality rail links to the capital with journey times of approximately two – two and a half hours.

The city's traditional industries of steel manufacture and cutlery have declined in importance in employment terms over recent decades with the industrial base now being more general engineering but including steel and cutlery manufacture and a broadening base of modern service industries.

2.1 DESCRIPTION

The property comprises a substantial country house, the construction of which is thought to have commenced in 1671, following acquisition of the estate from the Crown in the sixteenth century following dissolution of the monasteries. Construction of the main house was not completed until 1836.

The property and surrounding estate remained in private residential occupation until 1958 when the gardens and grounds were purchased by De Le Salle College for use as a school. The school closed in 1977 and the hall was sold in 1982 for conversion to office use which is the current use of the property.

Adjacent to the main house, there is a detached residence, Pegge's Cottage, alongside which there is a range of converted outbuildings, these properties also dating back to 1671 and currently utilised as offices.

To the north west of the main house, there is an area of land owned and occupied by De La Salle Sports and Social Club, who also enjoy the benefits of a car park and club building including bar and changing facilities.

2.2 ACCOMMODATION

Beauchief Hall provides office, admin, toilet and bathroom accommodation arranged across four floors. Pegge's cottage and the adjacent converted barns provide additional office, toilet and administration accommodation.

Outside there are formal gardens and grounds, car park, parkland and woodland incorporating ornamental lakes and a deer park.

2.3 CONSTRUCTION

The Hall, Pegge's Cottage and adjacent barns are all stone built with slated roofs.

The main hall has lead lined parapet gutters draining down to metal downpipes with timber window frames and floors of both solid and timber construction.

Rainwater goods to the cottage and adjacent barns are a combination of timber and cast iron with window frames being of timber and floors being a combination of solid construction and suspended timber joists with an overlay of wooden boarding.

3.0 SERVICES

Mains water and electricity are connected, the property drains into a septic tank and has the benefit of central heating, security and fire alarm systems.

4.0 REPAIR AND CONDITION

We have not carried out a Building Condition Survey, neither have we inspected those parts of the property which are covered, unexposed or inaccessible and such parts are assumed to be in good

repair and condition. This report does not purport to express an opinion nor to advise on the condition of uninspected parts and should not be taken as making any implied representation or statement about such parts.

Extensive renovation and improvement work has been carried out over a period of years, though external woodwork to the main hall is now in need of repainting and there is evidence of some deterioration to down pipes and some guttering and if the life of the building is to be preserved, general maintenance will need to be undertaken.

5.0 TENURE AND TENANCIES

The underlying tenure is understood to be freehold.

We have not seen the deeds and have assumed that good title can be shown and that the property is not subject to any unusual or especially onerous restrictions, encumbrances or outgoings.

6.0 REPORT ON TITLE

We have not been provided with a Report on Title.

As previously noted, De Le Salle Sports and Social Club enjoy the benefit of ownership of part of the original estate to the north west of the main house, together with associated access rights and easements vis-à-vis services.

It should also be noted that the estate is also crossed by various public footpaths.

7.0 TOWN PLANNING AND DEVELOPMENT

Beauchief Hall is a Grade II* listed building and is contained within the now well established Conservation Area which was designated in December 1969.

The formal gardens and parklands are also registered as Grade II and are incorporated in English Heritage's Register of Parks and Gardens of Special Historic Interest.

The most recent use of the property has been for office occupation, though in the past it has been utilised as a School and as a private residence.

We consider that the property would be suitable for re-conversion to residential use, subject to the necessary consents being obtained, though obviously any adaptation that is considered for the property, will be carefully viewed by English Heritage and local planning and conservation officers.

8.0 LAND CONTAMINATION

We are not aware of the content of any environmental audit or other environmental investigation or soil survey which may have been carried out on the property and which may draw attention to any contamination or the possibility of any such contamination. In undertaking our work, we have made the assumption that no contaminative or potentially contaminative uses have ever been carried out on the property.

9.0 VALUATION COMMENTARY

Market value is defined by The Royal Institution of Chartered Surveyors as:-

“The estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.”

We consider the current market value of the property, with vacant possession, to be reasonably represented in the sum of **£2,250,000 (Two million two hundred and fifty thousand pounds)**.

In arriving at our valuation we have had regard not only to existing office use, but also the potential for residential conversion, having regard to use of the main hall as a single residence and/or apartments, conversion of Pegge's Cottage into a self contained dwelling house and reconversion of the adjacent stables into two/three self contained units, though such a scheme would obviously require planning consent.

In completing our valuation, we have also had regard to the significant costs of ownership of this extensive Grade II* listed estate, including the gardens and parkland which will undoubtedly impact on any offer made in contemplation of an acquisition.

Our valuation also fully reflects current market conditions which have been adversely affected over the last two years by well publicised difficulties in the financial and banking sectors, ongoing economic recession, together with proposed government austerity measures.

10.0 QUALIFICATIONS

This report has been prepared by J Graeme Beck FRICS acting as an independent valuer experienced in the assessment of both residential and commercial properties within Sheffield and the South Yorkshire region.

11.0 THIRD PARTIES

This report is provided for the purpose of inclusion in the circular to shareholders referred to in the instructions at the beginning of this report. The basis of valuation might be inappropriate for other purposes and may not be otherwise used without our prior written consent.

.....
MARK JENKINSON & SON

Date 19 August 2010

PART 4

SUMMARY OF THE PRINCIPAL TERMS OF THE SALE AND RENTAL AGREEMENT

The following is a summary of the principal terms of the Sale and Rental Agreement.

1 The Sale and Rental Agreement was entered into on 2 August 2010 between the Company and Blenheim Engineering Limited (“Blenheim”), for the sale of the freehold of Beauchief Hall, Sheffield to Blenheim. The Sale and Rental Agreement incorporates the Standard Commercial Property Conditions (Second Edition) (the “Standard Conditions”).

2 Consideration

The consideration payable by Blenheim on completion will be £2,300,000. A deposit of £150,000 on account of that sum was paid by Blenheim to the Company on exchange of contracts.

3 Completion

Completion of the Sale and Rental Agreement is conditional on the passing of the Resolution. If Completion does not occur by 31 July 2011 then the Sale and Rental Agreement shall terminate and the Company must return to Blenheim the £150,000 deposit unless Completion failed to take place because of an act or omission of Blenheim.

4 Risk in the Property

The Company is obliged to transfer the Property to Blenheim at Completion in the same physical state it was in at exchange of contracts (except for fair wear and tear), and therefore retains the risk until Completion.

5 Assets included in the sale

Included in the sale are: carpets and curtains; light fittings; garden equipment; deer; and any furniture or fittings not required by the Company.

6 Clawback

If Blenheim sells the Property or a substantial part of it during the 12 months following Completion, it must pay half its profit on the disposal (after certain deductions) to the Company. This provision does not apply on a sale of the Property’s outbuildings.

7 Leases

It is agreed that on Completion vacant possession will not be given and Blenheim and the Company will enter into two leases in an agreed form. Each lease will be in the form of the Law Society Business Lease (Whole of Building) (Unregistered) 2008. The principal terms of these leases are agreed to be the following:

7.1 Lease of Beauchief Hall (other than outbuildings)

Term – from Completion until a date to be specified falling in 2012.

Termination – may be terminated by the Company on three months’ notice.

User – office premises and surrounding grounds.

Rent – a rate of £120,000 per annum and not subject to review, payable monthly and pro-rated to the date of termination.

Insurance – to be the responsibility of the landlord.

7.2 Lease of outbuildings

The outbuildings are to be leased on terms substantially similar to those applying to the lease of Beauchief Hall save that:

- the landlord (as well as the Company) may terminate the lease on three months’ notice; and
- the rent is a rate of twelve pounds per annum.

PART 5

ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names appear below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors and registered office

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

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

2.2 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.

3. Directors' interests

The interests of the Directors in the Company as at 20 September 2010, being the last practicable date prior to the date of this document, are as follows:

Director	Number of Ordinary Shares	Percentage of issued Ordinary Share capital
M. A. Heller	3,468,550*	27.7
J. H. Wassell	15,000	0.1
P. A. Davey	14,000	0.1
P. J. Davies	30,000	0.2
A. R. Heller	407,750**	3.3
C. R. Spicer	1,000	0.01

* includes 407,750 shares in which Mr A. R. Heller has a non-beneficial interest

** non-beneficial interest.

4. Shares in issue and outstanding warrants and options

As at 20 September 2010, being the latest practicable date prior to the publication of this document, there are 12,530,976 Ordinary Shares in issue and no outstanding share options or warrants to subscribe for Ordinary Shares. There are 1,253,097 Ordinary Shares held in treasury.

5. Directors' Service Contracts

The Company's policy for executive Directors is to have contracts which are not for a fixed period, and which are terminable on six months' notice from the Company, and six months from the Director. Contracts do not specify any particular level of compensation in the event of termination. Each of the executive Directors has a service contract, the date of which is shown below together with the notice period from the Company.

Director	Date of appointment	Date of current service contract	Notice from Company
J. H. Wassell	1 April 1997	8 May 2008	Six months
P. A. Davey	31 July 2001	15 May 2008	Six months
P. J. Davies	31 July 2001	13 May 2008	Six months
C. R. Spicer	31 July 2001	7 May 2008	Six months

The Company may require the executive Directors not to work during their full notice period (garden leave). The Company has the contractual right to pay remuneration in lieu of notice to the executive Directors.

The non-executive Directors of the Company (M.A. Heller and A.R. Heller) do not have service contracts. The remuneration of the non-executive Directors is determined by the Board of the Company. Mr M.A. Heller receives an annual fee. Mr A.R. Heller does not receive a fee. No compensation is payable on termination of their appointment, which may be without notice from the Company. The non-executive Directors are not eligible to participate in the Company's share option plan.

Under the Company's Articles of Association, the Company may indemnify each Director against certain claims and liabilities. The Articles of Association require that the Directors should submit themselves for re-election every three years.

6. Substantial shareholders

As at 20 September 2010, 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 and A. R. 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:

Shareholder	Number of Ordinary Shares	Percentage of issued Ordinary Share capital
Herald Investment Management Limited	1,731,000	13.81
Mr S Crookes	870,000	6.94

7. Litigation

7.1 Continuing EDP Group

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have, or have had in the recent past, significant effects on the financial position or profitability of the Continuing EDP Group.

7.2 The Property

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have, or have had in the recent past, significant effects in relation to the Property.

8. Significant change

8.1 Continuing EDP Group

There has been no significant change in the financial or trading position of the Continuing EDP Group since 31 March 2010, the date to which the Group's last unaudited interim accounts were prepared.

8.2 The Property

There has been no significant change in the valuation of the Property since 12 August 2010, being the date of the valuation contained in the valuation report set out in Part 3 of this document.

9. Working capital

EDP is of the opinion that, taking into account bank and other available facilities, the Continuing EDP Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this document.

10. Material Contracts

10.1 The Continuing EDP Group

Other than the Sale and Rental Agreement (described in Part 4 of this document), there are no contracts (not being contracts entered into in the ordinary course of business) which have been

entered into by members of the Group which are material in the context of the decision of Shareholders concerning voting on the Resolution.

10.2 The Property

Other than the Sale and Rental Agreement, (described in Part 4 of this document), there are no contracts (not being contracts entered into in the ordinary course of business) affecting the Property which have been entered into by members of the Group and which are material in the context of the decision of Shareholders concerning voting on the Resolution.

11. Consents

11.1 BDO LLP 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.

11.2 Mark Jenkinson & Son has given and has not withdrawn its written consent to the inclusion of its letter in Part 3 of this document in the form and context in which it appears.

12. Documents available for inspection

Copies of the following documents may be inspected at the offices of the Company's registered office and at the offices of the Company's solicitors, Irwin Mitchell LLP at 40 Holborn Viaduct, London, EC1N 2PZ, during usual business hours on any weekday (Saturdays, Sundays and UK public holidays excluded) up to and including the date of the General Meeting and will also be available for inspection at the General Meeting at least 15 minutes prior to and during the General Meeting:

1. the memorandum and articles of association of the Company;
2. the consolidated accounts of the Group for each of the financial years ended 30 September 2008 and 2009 and the unaudited half year results for the six months ended 31 March 2010;
3. the consent letters referred to in paragraph 11 above;
4. the Sale and Rental Agreement described in Part 4 of this document;
5. the valuation report set out in Part 3 of this document; and
6. this document.

Dated: 21 September 2010

PART 6
DEFINITIONS

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

“Act”	the Companies Act 2006
“BDO”	BDO LLP, which is authorised and regulated by the Financial Services Authority, is a UKLA registered sponsor
“Board” or “Directors”	the directors of EDP whose names are set out in Part 5 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
“Company” or “EDP”	Electronic Data Processing PLC, incorporated in England and Wales with registration number 853560 and whose registered office is at Beauchief Hall, Beauchief, Sheffield S8 7BA
“Completion”	the completion of the Disposal in accordance with the Sale and Rental Agreement
“Continuing EDP Group”	the Group following Completion
“Disposal”	the proposed disposal by the Company of the Property which constitutes a class 1 transaction under the Listing Rules
“Form of Proxy”	the form of proxy accompanying this document to be used in connection with the General Meeting
“General Meeting”	the general meeting of EDP to be held at the offices of BDO LLP, 55 Baker Street, London W1U 7EU at 12 noon on 15 October 2010, 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
“Property”	Beauchief Hall, Beauchief, Sheffield, S8 7BA
“Purchaser”	Blenheim Engineering Limited
“Registrar”	Capita Registrars
“Resolution”	the resolution to be proposed at the General Meeting as set out in the Notice
“Sale and Rental Agreement”	the conditional agreement dated 2 August 2010 between the Company and the Purchaser, further details of which are set out in Part 4 of this document
“Shareholders” or “Members”	holders of Ordinary Shares from time to time

“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

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

NOTICE OF GENERAL MEETING
ELECTRONIC DATA PROCESSING PLC

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

Notice is hereby given that a general meeting (“Meeting”) of Electronic Data Processing PLC (the “Company”) will be held at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU at 12 noon on 15 October 2010 to consider and, if thought fit, pass the following Resolution:

Ordinary Resolution

THAT the proposed disposal of Beauchief Hall, Beauchief, Sheffield, S8 7BA as described in the circular to Shareholders of the Company dated 21 September 2010 of which this Notice forms part (the “Circular”) on the terms and conditions of an Agreement dated 2 August 2010 between Electronic Data Processing Public Limited Company and Blenheim Engineering Limited (a copy of which has been produced to the Meeting and initialled for identification purposes by the Chairman of the Meeting) is hereby approved and that the Directors of the Company be and are hereby authorised to do all such things as they may in their absolute discretion consider necessary or desirable in order to implement and complete the proposed disposal, subject to such immaterial amendments, modifications, variations, waivers or extensions thereto as the Directors of the Company (or any duly authorised committee thereof) may in their absolute discretion think fit.

Registered Office:

Beauchief Hall
Beauchief
Sheffield
S8 7BA

By the Order of the Board

James Storey
Company Secretary

21 September 2010

1. A member entitled to attend and vote at the General Meeting may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A form of proxy is enclosed with this notice and instructions for its use are set out on the form. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be either (a) sent to the company’s registrars Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 3 below or (c) the proxy appointment must be registered electronically on the website at www.capitashareportal.com, in each case so as to be received no later than 12 noon on 13 October 2010. If option (c) is used and a member has not previously registered to use the portal, the member will first be asked to register as a new user, for which that member will require their investor code (which can be found on their share certificate and dividend tax voucher).
2. Appointment of a proxy does not preclude a Shareholder from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST 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 made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (“EUI”) 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 (ID "RA10") by 12 noon on 13 October 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered Member who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. A corporation which is a Member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Member provided that no more than one corporate representative exercises powers over the same share.
7. In order to be able to attend and vote at the Meeting or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of Members of the Company by 6.00 pm on 13 October 2010 (or 48 hours before any adjourned Meeting). Changes to entries on the register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
8. Any Member attending the Meeting has the right to ask questions. The Company must cause to be answered any question you ask relating to the business being dealt with at the Meeting unless (a) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information or (b) the answer has already been given on a website in the form of an answer to a question or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
9. To change your proxy instructions simply submit a proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a Company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney of the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case the revocation notice must be received not less than 48 hours before the time of the Meeting. If you attempt to revoke your proxy

appointment but the revocation is received after the time specified then, subject to note 1 above, your proxy appointment will remain valid.

11. A copy of this notice and other information required by section 311A of the Companies Act 2006 is available at www.edp.co.uk.
12. As at 5.00 pm on 20 September 2010, the Company's issued share capital comprised 12,530,976 ordinary shares of 5p each. Each ordinary share, carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 pm on 20 September 2010 is 12,530,976.
13. Except as provided above, Members who have general enquiries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
 - calling 0871 664 0300 (calls cost 10p per minute plus network extras; lines are open 8.30 am to 5.30 pm, Mon-Fri)
 - by emailing ssd@capitaregistrars.com
 - by writing to Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, HD8 0GA

You may not use any electronic address provided either in this notice or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

