

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, please seek advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising upon investments in shares and other securities.**

This Tender Form should be read in conjunction with the circular sent to Shareholders of the Company on 19 March 2009 (the "Circular"). Unless the context otherwise requires, the definitions used in the Circular shall apply to this Tender Form.

If you have sold or otherwise transferred all of your Ordinary Shares in EDP, you should pass this document, the Form of Proxy, but not any personalised Tender Form, as soon as possible, to the purchaser or transferee or to the other person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold part only of your holding of Ordinary Shares in EDP, please contact the bank, stockbroker or other agent through whom the sale or transfer was effected as to the actions you should take.

However, such documents should not be forwarded to, or transmitted in or into the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa. The attention of Shareholders who are resident in, or citizens, nationals or residents of, territories outside the United Kingdom is drawn to Part 4 of the accompanying Circular.

**BDO Stoy Hayward 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 Stoy Hayward LLP in relation to the matters referred to in this document.**

# Electronic Data Processing Public Limited Company

## Tender Form

**for use in respect of the proposed Tender Offer by Arden Partners  
to purchase Ordinary Shares**

**IF YOU DO NOT WISH TO SELL ANY OF YOUR CERTIFICATED ORDINARY  
SHARES IN THE TENDER OFFER, DO NOT COMPLETE OR RETURN THIS  
TENDER FORM**

### **ACTION TO BE TAKEN IF YOU WISH TO TAKE UP THE TENDER OFFER**

- To tender Ordinary Shares held in certificated form you should complete Box 2 (on page 3) of this Tender Form
- Sign Box 3 (on page 3) in the presence of a witness, who must be over 18 years of age and who must also sign and given his/her name and address
- If the certificated Ordinary Shares tendered are held jointly with others, all joint holders must sign
- Complete, if relevant, Box 4A and/or Box 4B (on page 3)
- Return this Tender Form, duly completed and signed together with your share certificate(s) or other document(s) of title, 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 no later than 1.00 p.m. on 6 April 2009. A pre-paid envelope for use within the UK only is enclosed for your convenience.

**Shareholders holding Ordinary Shares in uncertificated form should not complete this Tender Form and should follow the procedure set out in Part 4 of the Circular.**

### **Notes**

If your share certificate(s) is/are currently unavailable, complete this Tender Form and forward the share certificate(s) to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible thereafter and, in any event, by 1.00 p.m. on 6 April 2009. If you hold certificated Ordinary Shares under different designations, you should complete a separate Tender Form for each designation. You can obtain further Tender Forms by contacting Capita Registrars on the number(s) shown below. Please read Part 4 of the Circular, which sets out the terms and conditions of the Tender Offer, which are deemed to be incorporated in, and form part of, this Tender Form.

A Tender Form returned postmarked in the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa or otherwise appearing to Arden Partners or its agents to have been sent from the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa may not be accepted as a valid tender. If you have any questions on how to complete this Tender Form, please contact Capita Registrars on 0871 664 0321 or, if, calling from outside the UK, on +44 208 639 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 +44 208 639 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 or give any financial, legal or tax advice.

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**1 To Arden Partners:**

I/We, whose signature(s) appear(s) in Box 3, having received the Circular, hereby irrevocably offer to sell to Arden Partners at 50 pence per Ordinary Share the number of certificated Ordinary Shares (“Tender Offer Shares”) inserted or deemed to be inserted in

- Box 2A which will represent approximately 48.9 per cent. of the certificated Ordinary Shares recorded against my/our name(s) on the register of members (the “Register”) of the Company on the Tender Offer Record Date (“Basic Amount”); or
  - Box 2B which will be a specific number of certificated Ordinary Shares which is LESS or MORE than the Basic Amount,
- on the terms and subject to the conditions set out in Part 4 of the Circular and in this Tender Form, for settlement in cash.

My/our share certificate(s) is/are readily available I/we enclose certificate(s) and/or other document(s) of title in respect of the certificated Ordinary Shares tendered.

**Please check these details:**

- Name(s) and address: If your name(s) and address are shown incorrectly on this Tender Form or on any of your share certificates see Note F on page 4.
- Registered holding of certificated Ordinary Shares: The first box opposite sets out the total number of certificated Ordinary Shares recorded against your name(s) on the Register at 5.00 p.m. on 16 March 2009. This is provided for information purposes only.
- Shareholders should note that their entitlement to Tender Offer Shares will be calculated on the basis of the number of Ordinary Shares recorded against their name(s) on the Register at close of business on the Tender Offer Record Date which is 6 April 2009.

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**2 Election to participate in the Tender Offer**

- Place a cross [X] in Box 2A to tender your Basic Amount of certificated Ordinary Shares.
- Complete Box 2B to tender a number of certificated Ordinary Shares LESS or MORE than your Basic Amount.
- If you complete Box 2B to tender a number of certificated Ordinary Shares MORE than your Basic Amount. 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 Tender Offer Shares. Tenders for less than the Basic Amount will be accepted in full.
- Alternatively, if you insert the word “ALL” in Box 2B you will be deemed to have tendered ALL of the certificated Ordinary Shares recorded against your name(s) on the Register at the close of business on the Tender Offer Record Date.

If you have signed Box 3 and not completed Boxes 2A or 2B you will be deemed to have accepted the offer in respect of the Basic Amount recorded against your name(s) on the Register as at the close of business on the Tender Offer Record Date.

In accordance with the Circular, in the event that more than 11,991,435 Ordinary Shares are tendered, tenders in excess of the Basic Amount (as defined in the Circular) will be scaled back *pro rata*. Additional details can be found in Part 3 and Part 4 of the Circular.

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**3 Signatures**

If you wish to participate in the Tender Offer you MUST sign Box 3, regardless of which other Box(es) you complete. In the case of a joint holding, all the joint holders must sign.

By signing Box 3 you irrevocably undertake, represent, warrant and agree as provided in the paragraph headed “Effect of Tender” in Part 4 of the Circular.

Each individual signing must do so in the presence of an independent witness, who must be over 18 years of age and should not be one of the joint registered holders or otherwise have any financial interest in the relevant Tender Offer Shares or in the proceeds resulting from the execution of this Tender Form. The witness should state his or her name and address and sign where indicated. The same person may separately witness each signature of joint holders.

If this Tender Form is not signed by the registered holder(s), insert the name(s) and the capacity (e.g. executor(s)) of the person(s) signing this Tender Form. You should deliver evidence of your authority in accordance with the notes on page 4 of this Tender Form. A company incorporated in England and Wales may affix its common seal, which should also be witnessed in accordance with its articles of association or other applicable regulation. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Tender Form as a deed by two authorised signatories or by a director in the presence of a witness who attests the signature in the execution part of Box 3.

Notes: please ensure that you enclose your share certificate(s) and/or other document(s) of title with the completed Tender Form.

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**4 4A Alternative address for consideration and returned document(s)**

If you want your consideration and/or other documents to be sent to someone other than the first-named registered holder at the address set out on Box 1 of page 3 (e.g. your bank manager or stockbroker) you should complete Box 4A (but not with an address in the United States, Canada, Australia, Japan, the Republic of Ireland or South Africa).

**4B Change of Address Details**

If the address in Box 1 at the top of page 3 has changed or is incorrect, please complete Box 4B with your new/correct address.



## FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS TENDER FORM

### **A. If the person named in Box 1 is away from home (eg abroad or on holiday) or where a power of attorney has been granted**

If a Shareholder is away from home, please send this Tender Form by the quickest means (eg by air mail) to the Shareholder for execution or if a Shareholder has executed a power of attorney, the attorney must sign this Tender Form. The original power of attorney (or a duly certified copy, as provided in the Powers of Attorney Act 1971) must be lodged with this completed Tender Form together with the relevant share certificate(s) and/or other documents of title with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event no later than 1.00 p.m. on 6 April 2009. No other signatures will be accepted. Capita Registrars will note the power of attorney and return it as directed (the Tender Form should not be mailed or otherwise sent in, into or from the United States, Canada, Australia, the Republic of Ireland, South Africa, Japan or any other restricted jurisdiction).

### **B. If the sole holder has died**

If probate or letters of administration has/have been registered with the Company's registrar Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, West Yorkshire HD8 0LA, this Tender Form must be executed by the personal representative(s) of the deceased, in the presence of a witness, and lodged with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. If probate or letters of administration has/have been granted but has/have not been registered with the Company's registrars, the personal representative(s) should execute this Tender Form and lodge it with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU with the share certificate(s) and/or document(s) of title. A copy of the probate or letters of administration must be lodged as soon as possible thereafter and in any event by 1.00 p.m. on 6 April 2009 in order to validate this Tender Form.

### **C. If one or more of the joint holders has died**

This Tender Form is valid if executed by all the surviving holders, each in the presence of a witness, and lodged with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU accompanied by the share certificate(s) and/or other document(s) of title as soon as possible and in any event by no later than 1.00 p.m. on 6 April 2009 and, in all cases, a valid copy of the death certificate, probate or letters of administration in respect of the deceased joint holder. These documents will be returned as directed.

### **D. If your share certificate(s) and/or other document(s) of title are held by your stockbroker, bank or other agent**

If your share certificate(s) and/or other document(s) of title is/are held by your stockbroker, bank or other agent, complete this Tender Form and, if the share certificate(s) and/or other document(s) of title is/are readily available, deliver this completed Tender Form to your stockbroker, bank or other agent for lodging with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, accompanied by the relevant share certificate(s) and/or document(s) of title. If the share certificate(s) and/or other document(s) of title is/are not readily available, you should complete this Tender Form and lodge it with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, together with a note of explanation (for example, "share certificates to follow") and arrange for the share certificate(s) and/or other document(s) of title to be forwarded as soon as possible thereafter and, in any event, so as to be received no later than 1.00 p.m. on 6 April 2009.

### **E. If your share certificate(s) and/or other documents of title have been lost**

Complete and lodge this Tender Form with a letter of explanation and any share certificates(s) and/or other document(s) of title that you have available with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. At the same time you should request a letter of indemnity from the Company's Registrars, Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, West Yorkshire HD8 0LA which should be completed in accordance with the instructions given. Once completed the letter of indemnity must be lodged with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event by no later than 1.00 p.m. on 6 April 2009.

### **F. If your name(s) or other particulars are shown incorrectly on your share certificate(s)**

- **Incorrect name(s)** – complete and lodge this Tender Form with the correct name(s) accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has executed this Tender Form are one and the same.
- **Incorrect address** – write the correct address in Box 4B of this Tender Form and lodge it together with an accompanying letter of explanation.
- **Change of name(s)** – lodge your marriage certificate or the relevant deed poll with this Tender Form for noting.

Arden Partners reserves the right to treat as valid Tender Forms which are not received entirely in order (to be determined by Arden Partners in its sole discretion) by 1.00 p.m. on 6 April 2009 and which are accompanied by the relevant share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof in respect of the entire number of certificated Ordinary Shares tendered. If in Arden Partners determination (in its absolute discretion), Box 2 has not been validly completed (for example, if more than one of Box 2A or Box 2B has been completed), provided that the Tender Form is otherwise in order and accompanied by all other relevant documents, the tender may be accepted as a valid tender in respect of the Basic Amount recorded against your name(s) on the Register at the close of business on the Tender Offer Record Date.

NO PAYMENT WILL BE MADE UNDER THE TERMS OF THE TENDER OFFER UNLESS SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENT(S) OF TITLE, OR AN ACCEPTABLE INDEMNITY IN LIEU THEREOF, IS 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.