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**STRICTLY PRIVATE AND CONFIDENTIAL**

22 February 2021

To employees of Idox PLC ("**Idox**" or the "**Company**") and its subsidiary undertakings (the "**Idox Group**")

**We are required by the City Code on Takeovers and Mergers to make this letter and the announcements it refers to available to you.**

#### **STATEMENT REGARDING A POSSIBLE OFFER FOR IDOX PLC**

Dear Employee

On 19 February 2021, Dye & Durham Limited ("**Dye & Durham**") made an announcement (the "**Possible Offer Announcement**") in accordance with Rule 2.4 of the City Code on Takeovers and Mergers (the "**Code**") that it has engaged in discussions with the management of the Company to explore the feasibility of a potential all-cash offer for the entire issued and to be issued share capital of the Company. Dye & Durham noted that it had submitted two non-binding indicative proposals of 67 pence and 70 pence per Idox share, payable in cash, to Idox's board of directors on 9 February 2021 and 17 February 2021 respectively, with a third non-binding indicative proposal of 75 pence per Idox share being received on 18 February 2021 (the "**Possible Offer**"). Subsequently, on 19 February 2021, the Company announced that it had received the Possible Offer and that it has entered into discussions with Dye & Durham in order to explore a basis for the agreement of a recommended cash offer for the Company (the "**Company Response Announcement**", and together with the Possible Offer Announcement, the "**Announcements**").

In accordance with Rule 2.11 of the Code, we attach a copy of the Possible Offer Announcement so that it is readily available to you. For your reference, a copy of the Company Response Announcement is also attached.

This letter is not to be taken as a summary of the information in the Announcements and should not be regarded as a substitute for reading the Announcements in full. The Announcements also include a summary of the provisions of Rule 8 of the Code.

Although the Possible Offer Announcement has put the Company into what is known as an "offer period" under the Code, there can be no certainty that an offer will be made for the Company.

We will make further announcements when appropriate.

#### **Opinion of employee representatives**

Idox Group employees should be aware of their right to appoint representatives, and the right of such of their representatives under Rule 25.9 of the Code to have a separate opinion on the effects of the Possible Offer on employment appended to any circular that may be published by the Company in accordance with Rule 25.1 of the Code. The Company will also be responsible for the costs reasonably incurred by the employee representatives in obtaining the advice required for the verification of the information contained in their opinion and the costs of the publication of any such

opinion received in order to comply with the highest standards of care and accuracy that are required by Rule 19.1 of the Code.

## **Responsibility**

The Company's directors accept responsibility for the information contained in this letter which relates to the Company. To the best of the knowledge and belief of the Company's directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **Addresses may be provided to Dye & Durham**

Please note that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company (e.g. elections to receive communications in a particular form) may be provided to Dye & Durham during the offer period as required under Section 4 of Appendix 4 of the Code.

This letter and the Announcements will be available, subject to certain restrictions relating to persons resident in restricted jurisdictions, on the Possible Offer microsite on the Company's website at <https://www.idoxgroup.com/investors/> by no later than 12 noon (London time) on the business day following the date of this letter. The content of the website referred to in this letter is not incorporated into and does not form part of this letter. All other information, documents and announcements relating to the Possible Offer will remain available during the course of the offer period on the Company's website at the address provided above.

Although this notification may appear formal it is a necessary requirement of the Code that the Company must comply with. Idox Group employees should be assured that we will work with you to ensure compliance with the Code and that our employees fully understand the impact and process that we must go through over the coming weeks.

If you have any administrative queries in relation to this letter, you should contact [companysecretary@idoxgroup.com](mailto:companysecretary@idoxgroup.com) without delay.

Yours faithfully

**Christopher Stone**  
Chairman  
Idox PLC

### **Idox plc**

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