



**LONDON
STOCK
EXCHANGE**

An LSEG Business

NS Offer Update

ACCEPTANCE LEVEL UPDATE

Released 07:00:05 20 February 2026

RNS Number : 7447T
Long Path Partners LP
20 February 2026

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FOR IMMEDIATE RELEASE

20 February 2026

RECOMMENDED CASH ACQUISITION

of

Idox plc

by

Frankel UK Bidco Limited

(a newly-formed company indirectly owned by Long Path Co-Investment Fund #6, LP (acting by its general partner, Long Path Co-Investment Fund #6 GP, LLC), Long Path Smaller Companies Fund, LP (acting by its general partner, Long Path Fund GP, LLC), Long Path Smaller Companies Master Fund, Ltd. and Long Path Opportunities Fund, LP (acting by its general partner, Long Path Opportunities Fund GP, LLC))

ACCEPTANCE LEVEL UPDATE

On 28 October 2025 the boards of directors of Frankel UK Bidco Limited ("**Frankel**"), a new company indirectly owned by Long Path Co-Investment Fund #6, LP (acting by its general partner, Long Path Co-Investment Fund #6 GP, LLC), Long Path Smaller Companies Fund, LP (acting by its general partner Long Path Fund GP, LLC), Long Path Smaller Companies Master Fund, Ltd. and Long Path Opportunities Fund, LP (acting by its general partner, Long Path Opportunities Fund GP, LLC))

Smaller Companies Master Fund, Ltd. and Long Path Opportunities Fund II, LP (acting by its general manager, Long Path Opportunities Fund GP, LLC), and Idox plc ("**Idox**") made an announcement pursuant to Rule 2.7 ("**Rule 2.7 Announcement**") of a recommended all-cash acquisition by Frankel of the entire issued share capital of Idox (the "**Acquisition**"), intended to be implemented by means of a Court-sanctioned scheme under Part 26 of the Companies Act (the "**Scheme**").

The scheme document in respect of the Acquisition (the "**Scheme Document**") was published to Idox Shareholders on 20 November 2025. On 15 December 2025, the Court Meeting and the General Meeting in respect of the proposed Scheme were each adjourned to provide further time for discussions with Idox Shareholders additional time to consider the Acquisition.

On 5 January 2026, Frankel determined, with the consent of Idox and the Takeover Panel, to implement the Acquisition by way of a recommended takeover offer as defined in Chapter 3 of Part 28 of the Companies Act, (the "**Offer**"), rather than by way of the Scheme.

The offer document in respect of the Offer (the "**Offer Document**"), together with the related Form of Acceptance, was published and posted to Idox Shareholders on 15 January 2026. Under the terms of the Offer, Idox Shareholders are entitled to receive 71.5 pence in cash for each Idox Share. The Offer Document and Form of Acceptance are available at <https://www.idoxgroup.com/investors/>.

This announcement should be read in conjunction with the full text of the Offer Document. Capital defined in this announcement have the meanings given to them in the Offer Document.

Day 35 Acceptance Level Update

Day 60 of the Offer timetable will be 16 March 2026. Day 35 of the Offer timetable was therefore 19 February 2026.

Frankel announces that, as at 4.30 p.m. (London time) on 19 February 2026 (being the last Business Day prior to this announcement), valid acceptances of the Offer ("**Valid Acceptances**") had been received in respect of 105,052,725 Idox Shares, representing approximately 22.75 per cent. of Idox's existing issued share capital.

So far as Frankel is aware, included within the above are Valid Acceptances in respect of 18,590,000 Idox Shares (representing, in aggregate, approximately 18.59 per cent. of Idox's existing issued share capital) in respect of irrevocable undertakings or a letter of intent to accept (or procure the acceptance of) the Offer, given by certain Idox Shareholders in respect of their own entire legal and beneficial holdings of Idox Shares in which they have control). Further details of the irrevocable undertakings, including the terms of the undertakings and the binding as set out in Section 5 of Appendix IV of the Offer Document (*Additional Information*).

So far as Frankel is aware, included within the above are Valid Acceptances in respect of 0 Idox Shares (representing, in aggregate, approximately 0.00 per cent. of Idox's existing issued share capital) which were received in concert with Frankel.

Accordingly, as at 4.30 p.m. (London time) on 19 February 2026, Frankel has received Valid Acceptances in respect of 105,052,725 Idox Shares (representing approximately 22.75 per cent. of Idox's existing issued share capital), which Frankel may count towards satisfaction of the Acceptance Condition to its Offer.

The percentages of Idox Shares referred to in this announcement are based on figures of 461,682,000 Idox Shares at close of business in London on 19 February 2026 (being the last Business Day prior to the date of this announcement).

accordance with information publicly available to Frankel as at the date of this announcement.

Acceptance Condition

As at 4:30 p.m. (London time) on 19 February 2026, Frankel may count 133,800,861 Id approximately 28.98 per cent. of Idox's existing issued ordinary share capital, towards satisf Condition. This includes 28,748,136 Idox Shares which are currently held by the SCF Ma below, which, as disclosed in the Offer Document in greater detail, are Rollover Shares an Frankel pursuant to the Transfer Agreement.

Idox Shareholders are reminded that, as a summary and subject to the fuller description in Acceptance Condition shall be satisfied should Frankel receive Valid Acceptances of the Offer in : Idox Shares as, when aggregated with the Idox Shares held, acquired or agreed to be acquired by Fr: the Offer or otherwise), results in Frankel holding Idox Shares carrying more than 50 per cent. of the

Interests in Securities

As at the close of business in London on 19 February 2026, the interests in, or rights to subscribe i securities held by persons acting in concert with Frankel were:

Name	Number of Idox Shares held	Percentage of Idox's issued share capital (%)
Long Path Smaller Companies Master Fund, Ltd. (the "SCF Master Fund")	56,876,997	12.32

Save as disclosed in this announcement, as at close of business in London on 19 February 2026 Frankel Director, nor, so far as Frankel is aware, any person acting in concert with any of them nor or any person acting in concert with any of them has an arrangement had:

- (i) any interest in or right to subscribe for any relevant Idox securities;
- (ii) any short positions in respect of relevant Idox securities (whether conditional or otherwise), including any short position under a derivative, any delivery obligation or right to require another person to purchase or take delivery;
- (iii) borrowed or lent any relevant Idox securities (including, for these purpose arrangements of the kind referred to in Note 3 on Rule 4.6 of the Takeover Code).

Action to be taken by Idox Shareholders to accept the Offer

The Offer will initially be open for acceptance until 1:00 p.m. (London time) on 16 March 2026, (th The Unconditional Date may be brought forward or extended in accordance with the Takeover Co paragraph 1 of Part C of Appendix 1 (*Conditions to and further terms of the Acquisition*) of the Offe

Idox Shareholders are encouraged to accept the Offer as soon as possible

Idox Shareholders who hold their Idox Shares in certificated form (that is, not in CREST) should accept the Offer in accordance with the instructions printed thereon and in paragraph 17 of Part 1 (*Letter from Frankel UK Bidco Limited*) of the Offer Document. The completed Form of Acceptance, together with the share document(s) of title, should be returned as soon as possible by post using, if posted in the United Kingdom, a sealed envelope enclosed with the Offer Document to the Receiving Agent at Neville Registrars, Neville Halesowen B62 8HD, United Kingdom, so as to arrive no later than 1.00 p.m. (London time) on the Unconditional Date. It is recommended to allow four Business Days for delivery. Any Form of Acceptance received electronically after the Unconditional Date will constitute an invalid acceptance of the Offer.

Idox Shareholders who hold their Idox Shares in uncertificated form (that is, in CREST) should accept the Offer in accordance with the instructions set out in paragraph 17 of Part 1 (*Letter from Frankel UK Bidco Limited*) of the Offer Document and an Acceptance is made by them or on their behalf and that settlement is made no later than 1.00 p.m. (London time) on the Unconditional Date. If such shareholders hold their Idox Shares as a CREST sponsored member, the necessary TTE instruction will be sent by the CREST sponsor as only their CREST sponsor will be able to send the necessary TTE instruction to Idox.

Delisting, cancellation of trading, squeeze-out and re-registration

Idox Shareholders are reminded that, as stated in the Offer Document, if Frankel receives Acceptance from, or otherwise acquires, 90 per cent. or more of the Idox Shares to which the Offer relates, and the Acceptance Condition has been satisfied or waived (if capable of being waived), Frankel intends to exercise its powers under the provisions of Chapter 3 of Part 28 of the Act to acquire compulsorily any Idox Shares not acquired, by or on behalf of Frankel pursuant to the Offer or otherwise on the same terms as the Offer.

After the Offer becomes or is declared Unconditional and if Frankel has, by virtue of its shareholding in Idox (including through its wholly-owned subsidiaries) and acceptances of the Offer, acquired or agreed to acquire 75 per cent. or more of the voting rights of Idox, it is intended that Frankel shall procure the cancellation of trading of Idox Shares on the AIM Market of the London Stock Exchange.

Frankel shall notify Idox Shareholders when the required 75 per cent. has been attained and confirm the date when trading is to be cancelled and the anticipated date of cancellation.

Following the Offer becoming or being declared Unconditional and the Idox Shares having been delisted, Frankel will procure that Idox shall be re-registered as a private company.

If, following the Offer becoming or being declared Unconditional, Frankel has not acquired or agreed to acquire 75 per cent. of the issued share capital of Idox, Frankel will not by virtue of its own shareholding be able to procure the cancellation of the listing of Idox on AIM and the cancellation would need to be approved at a general meeting of Idox. However, even if the listing is not cancelled, Frankel will have significant control over Idox and will ensure that Idox complies with the minimum requirements prescribed by applicable laws and regulations for public companies trading on AIM.

If the Offer becomes or is declared Unconditional, Frankel also intends to amend the governance of Idox to be like a private company. As a consequence, Frankel does not intend to appoint any independent directors (save as required to ensure Idox's compliance with the AIM Rules), and does not intend to conduct regular public disclosures or comply with any voluntary regimes, including the Quoted Companies Alliance Code, in each case other than as required under applicable law or regulation. Frankel will also be involved in the overall strategy of the Idox Group and the declaration or cessation of any dividends, and will

achieving a sustainable capital structure for Idox, the level of debt incurred is likely to be above that as typical for a public company admitted to trading on AIM.

If achieved, such cancellation and re-registration shall significantly reduce the liquidity and market in respect of which the Offer has not been accepted at that time and their value may be affected : there is no cancellation or re-registration, if the Offer becomes or is declared Unconditional, any Idox accept the Offer would be minority shareholders in a publicly-listed company and can expect to liquidity and marketability of their securities. In either case, any remaining Idox Shareholders shareholders in a privately controlled limited company or a public company (as applicable) with no and marketability and may be unable to sell their Idox Shares. As noted in the Offer Document, Idox will not pay any ordinary course dividends or other distributions by Idox, and there can be no certainty that they will again be offered as much for the Idox Shares held by them as under the Offer.

Settlement

Subject to the Offer becoming or being declared unconditional, settlement for those Idox Shares accepted the Offer on or before the Offer becoming or being declared unconditional will be effected within 10 calendar days of the Offer becoming or being declared unconditional or, in relation to valid acceptances received after the Offer becoming or being declared unconditional, within 10 calendar days of receipt of that acceptance.

This section should be read in conjunction with the Offer Document and, in the case of Idox Shareholders, the Form of Acceptance. Idox Shareholders that are in any doubt about the contents of this announcement should take, are recommended to seek their own independent financial advice immediately from a financial adviser, manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Advisers Act 2000 (as amended) if they are resident in the United Kingdom or, if not, from another appropriate financial adviser.

Questions

If Idox Shareholders have any questions about this announcement, the Offer Document or are in doubt as to how to complete the Form of Acceptance (if they hold Idox Shares in certificated form) or as to how to complete the Form of Acceptance (if they hold Idox Shares in uncertificated form), or wish to obtain an additional Form of Acceptance, please contact Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD, United Kingdom, on 01905 585 1131 between 9.00am - 5.00pm (London time), Monday to Friday excluding public holidays in England and Wales. For deaf and speech impaired shareholders, calls can be made via Relay UK. Please see the Offer Document for more information. Please note that Neville Registrars cannot provide any financial, legal or tax advice. Calls are recorded and monitored for security and training purposes. Calls are charged at the standard geographic rate of the provider. Calls outside the UK will be charged at the applicable international rate.

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Kirkland & Ellis International LLP is acting as legal adviser to Frankel and Long Path.

Pinsent Masons LLP is acting as legal adviser to Idox.

Further information

Canaccord Genuity Limited, which is authorised and regulated by the FCA in the United Kingdom exclusively as financial adviser to Long Path and Frankel and no one else in connection with the Acquisition is responsible to anyone other than Long Path and Frankel for providing the protections afforded to clients providing advice in relation to the Acquisition or any other matters referred to in this announcement. Any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, in contract, in tort, under statute or otherwise) to any person who is not a client of Canaccord Genuity Limited in connection with the Acquisition or any other matters referred to in this announcement, any statement contained herein or otherwise.

Rothschild & Co, which is authorised and regulated in the United Kingdom by the FCA, is acting as an adviser to Idox and for no one else in connection with the subject matter of this announcement and anyone other than Idox for providing the protections afforded to clients of Rothschild & Co in connection with the Acquisition or any matter referred to in this announcement. Neither Rothschild & Co nor its undertakings or affiliates (nor their respective directors, officers, employees or agents) owes or accepts any responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) for any statement contained in or otherwise made in connection with this announcement, any statement contained in or otherwise made in connection with this announcement, any statement contained in or otherwise made in connection with this announcement, any statement contained in or otherwise made in connection with this announcement. No representation or warranty, express or implied, is made by Rothschild & Co in connection with this announcement.

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This announcement is for information purposes only and is not intended to, and does not, constitute an invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or dispose of securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition. There shall be no sale, issuance or transfer of securities of Idox in any jurisdiction in contravention of applicable securities laws.

This announcement does not constitute a prospectus, prospectus equivalent document or exempted document.

If you are in any doubt about the contents of this announcement or the action you should take, seek your own independent financial advice immediately from your stockbroker, bank manager, independent financial adviser duly authorised under the Financial Services and Markets Act 2000 resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Overseas Shareholders

The release, publication or distribution of this announcement in or into jurisdictions other than the United Kingdom may be subject to the law and therefore any persons who are subject to the law of any jurisdiction other than the UK should read and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the persons involved in the Acquisition disclaim any responsibility or liability for the violation of such laws. This announcement has been prepared in accordance with and for the purpose of complying with the Disclosure Guidance and Transparency Rules, the AIM Rules, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules. The information disclosed may not be the same as that which would have been prepared in accordance with the law of any jurisdiction other than the United Kingdom.

The availability of the Acquisition to Idox Shareholders who are not resident in and citizens of the United Kingdom may be subject to the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in and citizens of the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. This announcement is intended to provide information to persons (including, without limitation, nominees, trustees and custodians) who would, or otherwise might, be entitled to receive this announcement, the Offer Document or any accompanying document to any jurisdiction outside the United Kingdom. Persons who are not resident in and citizens of the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the persons involved in the Acquisition disclaim any responsibility or liability for the violation of such laws.

applicable law, the companies and persons involved in the Acquisition disclaim any responsibility of such restrictions by any person.

Copies of this announcement and any formal documentation relating to the Acquisition are not directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any persons receiving such documents (including, without limitation, agents, custodians, nominees and otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. The Offer may indirectly, in, into, from, or by the use of mails or any means or instrumentality (including, but not limited to, or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any securities exchange of, any Restricted Jurisdiction and the Offer may not be capable of availing itself of such means, instrumentality or facilities.

Notice to U.S. Idox Shareholders

The Offer is being made for the securities of an English company that is listed on AIM by means of a takeover offer under the Takeover Code and English law and is subject to disclosure and procedural requirements which are different, in some cases materially, from the tender offer rules of the United States.

It may be difficult for U.S. holders of Idox Shares to enforce their rights and any claim arising out of the Acquisition since Frankel and Idox are located in a non-U.S. jurisdiction, and some or all of their officers and directors are located in a non-U.S. jurisdiction. U.S. holders of Idox may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. affiliate to subject themselves to the judgement of a U.S. court.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Idox nominees, or their brokers (acting as agents), may from time to time make certain purchases of, or sell, Idox Shares outside of the U.S., other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the U.S. Exchange Act, Idox may continue to act as an exempt principal trader in Idox Shares on the London Stock Exchange. This may be either in the open market at prevailing prices or in private transactions at negotiated prices. Any such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website, www.londonstockexchange.com.

U.S. Idox Shareholders also should be aware that the transaction contemplated herein may have federal income tax purposes and under applicable U.S. state and local, as well as foreign and other laws, consequences, if any, are not described herein. U.S. Idox Shareholders are urged to consult with their tax advisers in connection with making a decision regarding this transaction.

Forward looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made by the management of Frankel and Idox in connection with the Acquisition, and other information published by Frankel and Idox contain statements which are "forward-looking statements". Forward-looking statements are prospective in nature and are not based on current facts, but rather on current expectations and projections of the management of Frankel and Idox about future performance, subject to risks and uncertainties which could cause actual results to differ materially from the results implied by the forward-looking statements.

The forward-looking statements contained in this announcement include statements relating to the Acquisition on Frankel and Idox (including their future prospects, developments and strategies).

scope of the Acquisition and other statements other than historical facts. Often, but not always, it can be identified by the use of forward-looking words such as "prepares", "plans", "expects" "expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimated saving", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken. Forward looking statements may include statements relating to the following: (i) future capital revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend prospects; (ii) business and management strategies and the expansion and growth of Frankel's, Wider Frankel Group's or any member of the Idox Group's operations and potential synergies resulting and (iii) the effects of global economic conditions and governmental regulation on Frankel's, Idox's Frankel Group's or any member of the Idox Group's business.

Although Frankel and Idox believe that the expectations reflected in such forward-looking statements and Idox can give no assurance that such expectations will prove to be correct. By their nature, they involve risk and uncertainty because they relate to events and depend on circumstances that will occur. A number of factors that could cause actual results and developments to differ materially from those in such forward-looking statements.

These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; changes in political, economic, business and competitive environments and in market and regulatory forces; changes in interest rates; changes in tax rates; future business combinations or disposals; changes in general economic conditions; changes in the behaviour of other market participants; changes in the anticipated business transaction not being realised as a result of changes in general economic and market conditions; changes in Frankel and Idox operate, weak, volatile or illiquid capital and/or credit markets, changes in currency value fluctuations, the degree of competition in the geographic and business areas in which they operate and changes in laws or in supervisory expectations or requirements. Other unknown or unforeseen factors may cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. One or more of these risks or uncertainties materialises or if any one or more of the assumptions underlying the forward-looking statements may differ materially from those expected, estimated or projected. Such forward-looking statements should be construed in the light of such factors. Neither Frankel nor Idox, nor any of their respective associated advisers, provides any representation, assurance or guarantee that the occurrence of the events expected in the forward-looking statements in this announcement will actually occur. You are cautioned not to place reliance on the forward-looking statements.

Other than in accordance with their legal or regulatory obligations, neither Frankel nor Idox is making any representation, assurance or guarantee. Frankel and Idox expressly disclaim any intention or obligation, to update or revise any forward-looking statements as a result of new information, future events or otherwise.

Dealing Disclosure Requirements

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent or more of the relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and of the relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), such details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal control an interest in relevant securities of an offeree company or a securities exchange offeror, the single person for the purpose of Rule 8.3.

Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons of them.

Details of the offeree and offeror companies in respect of whose relevant securities Dealing Disclosures found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including relevant securities in issue. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7 doubt as to whether you are required to make a Dealing Disclosure.

Publication on a website

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement and the documents under Rule 26 of the Takeover Code will be made available, subject to certain restrictions relating to Restricted Jurisdictions, on Idox's website at www.idoxgroup.com/investors by no later than 12 noon business day following this announcement. For the avoidance of doubt, neither the content of this announcement nor any information accessible from hyperlinks set out in this announcement is incorporated by reference or forms part of

No profit forecasts, estimates or quantified benefits statements

No statement in this announcement is intended as a profit forecast, profit estimate or quantified period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for the current or future financial years would necessarily match or exceed the historical published share for Idox.

Requesting hard copy documents

In accordance with Rule 30.3 of the Takeover Code, Idox Shareholders, persons with information about Idox Share Plans may request a hard copy of this announcement, free of charge, by contacting Nevill at 020 71131. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form. Calls outside the U.K. will be charged at the applicable rate. Documents will be sent to you in hard copy form between 9 a.m. and 5p.m. (London time) Monday to Friday excluding public holidays in the U.K. Persons who receive a copy of this announcement in electronic form or via a website notification will not be sent a hard copy unless so requested. In accordance with Rule 30.3 of the Takeover Code, you may request that future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

Electronic communications

Please be aware that addresses, electronic addresses and certain other information provided by Idox to persons with information rights and other relevant persons for the receipt of communications from Idox may vary during the offer period as required under Section 4 of Appendix 4 of the Takeover Code to comply with the Takeover Code.

Rounding

Certain figures included in this announcement are subject to rounding adjustments. Accordingly, figures presented in different tables may vary slightly and figures shown as totals in certain tables may not equal the sum of the individual figures.

aggregation of figures that precede them.

General

Investors should be aware that Frankel may purchase Idox Shares otherwise than under the Offer or privately negotiated purchases.

Disclaimer

The information contained herein does not constitute an offer to sell, nor a solicitation of an offer, and may not be used or relied upon in connection with any offer or solicitation. Any offer or solicitation will be made only through a confidential private placement memorandum and related documents to qualified investors on a confidential basis in accordance with applicable laws and regulations. This document herein is not for publication or distribution to persons in the U.S. Any securities referred to herein may not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold thereunder or pursuant to an available exemption therefrom. Any offering of securities to be made in the U.S. will be made by means of an offering document that would be obtainable from the issuer or its agents and will contain information about the issuer of the securities and its management, as well as financial information. No securities are being offered or sold in the U.S. absent registration or an exemption from registration.

The Acquisition will be subject to English law and the applicable requirements of the Takeover Code, the London Stock Exchange, the FCA, the AIM Rules and the Registrar of Companies.

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