



If you are in any doubt as regards the contents of this letter, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this communication at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in the Company, you should retain this communication and consult the bank, stockbroker or other agent through whom the sale was effected. However, this communication should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

To: Idox plc (“**Idox**” or the “**Company**”) shareholders

20 November 2025

Dear Shareholder

Publication of important documentation in relation to the recommended cash offer for Idox by Frankel UK Bidco Limited

On 28 October 2025, the boards of Idox and Frankel UK Bidco Limited (“**Frankel**”), a newly-formed company to be 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 II, LP (acting by its general partner, Long Path Opportunities Fund GP, LLC), announced that they had reached agreement on the terms of a recommended cash offer pursuant to which Frankel will acquire the entire issued and to be issued share capital of Idox and Idox Shareholders would be entitled to receive 71.5 pence in cash for each Idox ordinary share (the “**Acquisition**”). It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement (the “**Scheme**”) under Part 26 of the Companies Act 2006 (the “**Act**”).

Please find enclosed a copy of the scheme circular (which contains the Scheme and an explanatory statement in compliance with section 897 of the Act) (the “**Scheme Document**”) which was published today by Idox.

A copy of this letter, along with certain other documents, announcements and information published in relation to the Acquisition including the Scheme Document can also be found on Idox’s website at <https://www.idoxgroup.com/investors/firm-offer-for-idox-plc/>. For the avoidance of doubt, the content of Idox’s website is not incorporated into, and does not form part of, this letter. Any capitalised terms not otherwise defined in this letter shall have the meaning given to them in the Scheme Document.

Shareholder Meetings

The next step in the process is for Idox Shareholders to vote on the Scheme. In order to become effective, the Scheme requires the approval of Voting Scheme Shareholders at the Court Meeting and Idox Shareholders at the General Meeting (together, the “**Meetings**”), both of which will be held at the offices of MHP Group at Ground Floor, 60 Great Portland Street, London, W1W 7RT on 15 December 2025 at 10.00 a.m. (London time) and 10.15 a.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) respectively.

Any changes to these arrangements will be communicated to Idox Shareholders in advance of the Meetings, via Idox’s website (<https://www.idoxgroup.com/investors/firm-offer-for-idox-plc/>) and by an announcement through a Regulatory Information Service.

Scheme Document

The Scheme Document contains further details of the Acquisition as well as the notices of the Meetings. Notice of the Court Meeting is set out in Part Nine of the Scheme Document. Notice of the General Meeting is set out in Part Ten of the Scheme Document.

Please read the Scheme Document and the accompanying Forms of Proxy carefully. Please note that this letter is not a summary of the information and proposals set out in the Scheme Document, and should not be regarded as a substitute for reading the Scheme Document in full.

Appointment of a proxy – please appoint a proxy as soon as possible

Idox Shareholders will also find enclosed with this letter hard copies of the following important documents in relation to the Acquisition:

1. a BLUE Form of Proxy for the Court Meeting on 15 December 2025;
2. a YELLOW Form of Proxy for the General Meeting on 15 December 2025; and
3. a pre-paid envelope, for use in the United Kingdom only, for the return of the BLUE Form of Proxy and the YELLOW Form of Proxy.

It is important, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Voting Scheme Shareholder opinion. Whether or not you intend to attend and/or vote at the Meetings, you are therefore strongly encouraged to appoint a proxy as soon as possible by: (i) signing and returning your Forms of Proxy by post; or (ii) transmitting a proxy appointment and voting instruction online via www.sharegateway.co.uk or through the CREST electronic proxy appointment service, as set out in the Scheme Document.

To appoint a proxy by post, please complete and sign the Forms of Proxy in accordance with the instructions printed thereon and return them in the pre-paid envelope to Neville Registrars Limited (“Neville”), Idox’s Registrar, by post to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD.

Proxies may be appointed electronically at www.sharegateway.co.uk and following the instructions therein.

As an alternative, proxies may be appointed electronically via the CREST electronic proxy appointment service and following the instructions therein. Please refer to the instructions in the Scheme Document.

For a proxy appointment to be valid, the appointment must be received by Neville by no later than:

- BLUE Forms of Proxy for the Court Meeting by 10.00 a.m. on 11 December 2025;
- YELLOW Forms of Proxy for the General Meeting by 10.15 a.m. on 11 December 2025; and
- if in either case the Meeting is adjourned, so that the relevant Form of Proxy is received not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a working day) before the time fixed for the adjourned Meeting.

Alternatively, BLUE Forms of Proxy (but not YELLOW Forms of Proxy) may be handed to the Company’s Registrars, Neville, or to the Chair of the Court Meeting at any time before the commencement of the Court Meeting and will still be valid. **In the case of the General Meeting, unless the YELLOW Form of Proxy is returned by the time and date mentioned above, it will be invalid.**

Please refer to the Scheme Document for detailed information about how to appoint proxies by post or online through CREST.

The completion and return of the Forms of Proxy by post or transmission of a proxy appointment or voting instruction online will not prevent you from attending, speaking and voting at the Meetings, if you are entitled to and wish to do so.

Questions

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to submit your proxies electronically or how to complete the Forms of Proxy, please contact the shareholder helpline operated by Neville, Idox's Registrar, +44 (0)121 585 1131. Lines are open between 9.00 a.m. and 5.00 p.m. (*London time*) Monday to Friday (except public holidays in England and Wales). Please note Neville cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

Thank you for taking the time to read this letter and the Scheme Document, and thank you in advance for voting at the Meetings.

Yours faithfully

David Meaden
Chief Executive Officer
Idox plc

Contact information for administrative matters

If you have any queries in relation to this letter, you should contact Idox's registrars, Neville during business hours on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom +44 (0) 0121 585 1131 will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.00 p.m. (London time), Monday to Friday excluding public holidays in England and Wales, or you may email Neville Registrars at info@nevilleregistrars.co.uk. You can also submit a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD. Please note that Neville cannot offer advice on the terms of the Acquisition. Our current default is to send you any documents in relation to the content of this letter that we are required to send in hard copy. You may change these preferences by writing to Idox's registrars at the address set out above, or by calling the telephone number for Idox's registrars also set out above.

Addresses may be provided to Frankel

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 Frankel during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

Responsibility

Idox's directors accept responsibility for the information (including any expressions of opinion) contained in this letter. To the best of the knowledge and belief of Idox'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.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals 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 rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these 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 p.m. (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 or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

