

To employees of Redde plc (the "**Company**")

Dear Colleague

Announcement regarding a recommended share-for-share merger of the Company and Northgate plc ("Northgate")

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the "**Code**"), a copy of the announcement released on 29 November 2019 in relation to a recommended share-for-share merger of the Company and Northgate (the "**Merger**") is available at: <https://www.redde.com/wp-content/uploads/2019/11/Rule-2.7-Announcement-29-November-2019.pdf>.

Employee representatives have a right under the Code to a separate opinion on the effects of the Merger on employment. Provided that this opinion is received in good time before publication of the circular to be sent to the shareholders of the Company in respect of the Merger (the "**Circular**"), the Company will append the opinion to the Circular and publish the opinion on its website. If the opinion is received but not in good time before the publication of the Circular, the Company shall promptly publish the opinion on its website at www.redde.com and announce by a regulatory information service that it has been so published in accordance with Rule 25.9 of the Code.

The Company will cover any costs reasonably incurred by employee representatives in obtaining advice required for the verification of the information in that opinion in order to comply with the standards of the Code.

Yours faithfully



Martin Ward
Chief Executive Officer

For further information please contact:
Nick Tilley +44 (0) 3445 170091

The Directors of the Company accept responsibility for the information contained in this email. 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 email is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Code

Under Rule 8.3(a) of the 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 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 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 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.