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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

3 July 2018

RECOMMENDED CASH OFFER

for

ELECTRONIC DATA PROCESSING PUBLIC LIMITED COMPANY

by

EAGLE BIDCO 2018 LIMITED

a newly incorporated company, ultimately owned and controlled by Kerridge Commercial Systems Group Limited (“KCSG”)

to be effected by means of a scheme of arrangement

under Part 26 of the Companies Act 2006

Summary of the recommended cash offer

- The boards of directors of Eagle Bidco 2018 Limited (“**Bidco**”) and Electronic Data Processing Public Limited Company (“**EDP**”) are pleased to announce that they have reached agreement on the terms of a recommended cash offer pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of EDP other than the Excluded Shares (the “**Acquisition**”) to be effected by means of a scheme of arrangement under Part 26 of the Companies Act (the “**Scheme**”).
- Under the terms of the Acquisition, EDP Shareholders will be entitled to receive:

for each EDP Share	91 pence in cash (the “Offer Price”)
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- The Offer Price values the entire issued and to be issued ordinary share capital of EDP (excluding shares held in treasury) at approximately £11.85 million and represents:
 - a premium of approximately 33.8 per cent. to the Closing Price per EDP Share of 68 pence on the Last Practicable Date;
 - a premium of approximately 28.3 per cent. to the 12 month volume weighted average price from 30 June 2017 to the Last Practicable Date of 71 pence per EDP Share;
 - a premium of approximately 36.8 per cent. to the Closing Price per EDP Share of 66.5 pence on 15 April 2016 being the Business Day prior to the date on which EDP entered the offer period; and
 - a Cash Adjusted Premium of approximately 135.6 per cent. to the Closing Price per EDP Share of 68 pence on the Last Practicable Date.
- If any dividend or distribution or other return of value is authorised, declared, proposed, made or paid or becomes payable by EDP in respect of the EDP Shares on or after the date of this Announcement and prior to the Effective Date, Bidco reserves the right to reduce the Offer Price by an amount up to the amount per EDP Share of any such dividend, distribution or return of value, except where the Scheme Shares are or will be acquired pursuant to the Scheme on a basis which entitles Bidco to receive the dividend, distribution or return of value and to retain it.
- The Acquisition is conditional on, amongst other things, the following matters:

- the approval by a majority in number of Scheme Shareholders voting at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the Scheme Shares voted;
- the approval by EDP Shareholders of the General Meeting Resolution in connection with the implementation of the Scheme, by the requisite majority at the General Meeting;
- the sanction of the Scheme by the Court; and
- the Scheme becoming Effective by no later than the Long Stop Date.

The Acquisition is further subject to the Conditions and further terms set out in Appendix I to this Announcement and to be set out in the Scheme Document.

Background to Bidco, KCSG, Accel-KKR and EDP

- Bidco is a private company limited by shares, incorporated on 23 March 2018 under the laws of England and Wales, for the purposes of the Acquisition. Bidco has not traded since the date of its incorporation and has not entered into any obligations, other than in connection with the Acquisition and the funding of the Acquisition. Bidco is ultimately owned and controlled by KCSG.
- The KCS Group provides specialist software, services and support to deliver fully integrated trading and business management solutions to trade, wholesale, manufacturing, field service and distribution customers, of all sizes, internationally. The KCS Group employs over 650 staff at offices in the UK, Ireland, the Netherlands, South Africa and North America, serving over 10,000 customers. KCSG's mission is to design and deliver high performance, integrated ERP solutions that enable distributive trade customers to source effectively, stock efficiently, sell profitably and service competitively. KCSG has 40 years' experience with distributive trade customers and has become a recognised technical expert and thought leader in trading and management technology. The KCS Group's innovative and flexible approach ensures customers partner with it for the long-term. For the last financial year to 30 September 2017, KCSG had revenue of £57.1 million generating EBITDA of £13.6 million. Net assets were £71.0 million at 30 September 2017. KCSG has grown rapidly both organically and through the acquisition of a number of businesses to extend its geographical reach, add product capability and extend into adjacent software verticals. As part of its strategy to become a global leader in its market, KCSG has partnered with Accel-KKR Company, LLC ("**Accel-KKR**"), a leading private equity firm with extensive experience in vertically-oriented application software markets with a track record of working with management teams to build market leaders through growth.
- Accel-KKR is a technology-focused investment firm with \$4.3 billion in capital commitments. Accel-KKR focuses on software and IT-enabled businesses well-positioned for top-line and bottom-line growth. At the core of its investment strategy is a commitment to developing strong partnerships with the management teams of its portfolio companies and a focus on building value through significant resources available through its network. Accel-KKR focuses on middle-market companies and provides a broad range of capital solutions including buyout capital, minority-growth investments, and credit alternatives. Accel-KKR also invests across a wide range of transaction types, including private company recapitalisations, divisional carve-outs and public-to-private transactions. Accel-KKR is headquartered in Menlo Park, California with additional offices in London and Atlanta, Georgia.
- EDP is a niche supplier of computer software solutions in the UK and internationally. EDP provides ERP solutions for the merchanting and wholesale distribution industry, as well as e-business, application hosting, and sales intelligence solutions. EDP's software applications are delivered through its hosting centre based in Milton Keynes and/or utilising a more traditional on-site license model. EDP's business model and value proposition are underpinned by investment in a complementary suite of software products that meet specific customer requirements across multiple business functions, including accounting, supply chain and stock management, sales intelligence and other key business areas. The numerous value-added benefits generated by

EDP's software include operational cost savings, improved sales performance, higher customer retention, enhanced business processes and immediate access to critical business information.

Background to and reasons for the Acquisition

- The boards of Bidco and KCSG believe the Acquisition represents an opportunity to further the KCS Group's strategy to create a global leader in provision of software, services and support to trade, wholesale, manufacturing, field service and distribution customers. The Acquisition brings further scale, particularly in the UK market, and will help the KCS Group increase its reach and relevance in its chosen markets as it brings additional customers, products and capabilities. The board of Bidco believes that the KCS Group can better serve the enlarged complementary customer base with its wider range of tailored advanced software products and solutions.
- Given the strong fit that EDP has with the KCS Group's strategy, Bidco is confident that EDP is well positioned to add significant value to the Enlarged Group to serve as a catalyst for future growth, as summarised by the key points below:
 - *EDP has an exceptionally strong fit with the KCS Group's strategy* — the KCS Group focuses on serving customers predominantly in the distributives trades markets. Through a combination of organic growth and acquisitions, KCSG has built one of the broadest portfolios of ERP and related software serving the distributive trades markets, with over 10,000 customers across Europe, South Africa and the United States. As KCSG's partner, Accel-KKR is confident that the Enlarged Group will be better positioned to capitalise on future growth opportunities and expand its collective addressable markets; and
 - *Uniquely positioned to help accelerate value creation* — EDP is a strong fit with KCS Group's strategy in terms of size and business model. KCSG is also focused on investing in and acquiring businesses that have the potential for further growth through additional investment in the business. Given the fit EDP has with KCSG's market focus, there will be ongoing opportunities to build further value through combining the two product portfolios and offering customers a more extensive product suite.

Recommendation

The EDP Directors, who have been so advised by BDO, as the independent financial adviser for the purposes of Rule 3 of the Code, as to the financial terms of the Acquisition, unanimously consider the terms of the Acquisition to be fair and reasonable and in the best interest of EDP and EDP Shareholders as a whole. In providing its advice to the EDP Directors, BDO has taken into account the commercial assessments of the EDP Directors.

Accordingly, the EDP Directors intend unanimously to recommend that EDP Shareholders vote in favour of the Scheme at the Court Meeting and approve the General Meeting Resolution to be proposed at the General Meeting (as they have irrevocably undertaken to do, to the extent described in paragraph 6 and in Appendix III to this Announcement).

Irrevocable undertakings

Bidco has, in total, received irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and in favour of the General Meeting Resolution at the General Meeting in respect of 5,922,550 EDP Shares representing, in aggregate, approximately 46.6 per cent. of the ordinary share capital of EDP in issue (excluding shares held in treasury) on the Last Practicable Date.

Scheme Document

The Scheme Document will include further information about the Acquisition together with notices of the Court Meeting and the General Meeting and the expected timetable of the Scheme and will specify the actions to be taken by EDP Shareholders. The Scheme Document will be published as soon as practicable and, in any event (save with the consent of the Panel), within 28 days of this Announcement and will be made available by KCSG (on behalf of Bidco) and EDP at www.kerridgecs.com and www.edp.co.uk (subject to certain restrictions in relation to persons in Restricted Jurisdictions).

Commenting on the Acquisition, Ian Bendelow, Chief Executive Officer of KCSG said:

“The acquisition of EDP is a great opportunity to accelerate our strategy. It brings us greater presence in the UK and an increased platform for growth in our traditional markets. EDP is a high quality business with customer offerings that are highly complementary to the KCS Group and we very much look forward to welcoming its employees into the Enlarged Group.”

Commenting on the Acquisition, Sir Michael Heller, Non-Executive Chairman of EDP said:

“The EDP and KCSG businesses have been good competitors for many years, addressing the needs of customers in the same vertical markets. Accordingly the EDP Directors believe that the KCS Group’s activities provide a strong fit with those of EDP and that the KCS Group is an appropriate partner to continue the development of the EDP business. The additional resources that the KCS Group will bring will mean that it is well positioned and resourced to support EDP and the future growth of the EDP business. Whilst the EDP Directors continue to believe in the prospects for the business and the attractiveness of its product offering, it is the EDP Directors’ belief that the Acquisition represents an acceptable and certain valuation to EDP Shareholders.”

This summary should be read in conjunction with the full text of this Announcement. The Acquisition will be subject to the Conditions and further terms set out in Appendix I to this Announcement and to the full terms and conditions which will be set out in the Scheme Document. Appendix II to this Announcement contains the sources of information and bases of calculations of certain information contained in this Announcement. Appendix III contains a summary of the irrevocable undertakings received by Bidco in relation to the Acquisition and Appendix IV contains definitions of certain expressions used in this summary and in this Announcement.

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John Stephan / Simon Ling / Susan Jarram

Important notices

Raymond James is authorised and regulated by the Financial Conduct Authority in the UK. Raymond James is acting exclusively as financial adviser to Bidco, KCSG and Accel-KKR and no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco, KCSG and Accel-KKR for providing the protections afforded to clients of Raymond James nor for providing advice in connection with the Acquisition or any matter referred to in this Announcement.

BDO LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to EDP and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than EDP for providing the protections afforded to clients of BDO LLP nor for providing advice in relation to the matters referred to in this Announcement.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer, invitation, inducement or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of or exercise rights in respect of any securities or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of any securities pursuant to the Acquisition in any jurisdiction in contravention of any applicable laws.

The Acquisition is intended to be implemented by way of the Scheme and will be made solely by means of the Scheme Document (or, if Bidco so elects, any document by which the Acquisition is implemented by way of a Takeover Offer) which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision, vote or other response in respect of the Acquisition should be made only on the basis of information contained in the Scheme Document. EDP Shareholders are advised to read the formal documentation in relation to the Acquisition carefully once it has been despatched.

This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England.

EDP will prepare the Scheme Document to be distributed to EDP Shareholders. EDP and Bidco urge EDP Shareholders to read the Scheme Document when it becomes available because it will contain important information relating to the Acquisition.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Overseas Shareholders

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by laws and/or regulations in those jurisdictions. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable requirements.

Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote their Scheme Shares at the Court Meeting or in respect of the General Meeting Resolution by any means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws and/or regulations of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws of that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws and/or regulations of such jurisdictions.

The availability of the Acquisition to EDP Shareholders who are not resident in the United Kingdom may be affected by the laws and/or regulations of the relevant jurisdiction in which they are resident. Persons

who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, EDP and Bidco and their directors, employees, officers and advisers disclaim any responsibility or liability for the violation of such restrictions by any person.

The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the UKLA.

Notice to US Shareholders

The Acquisition relates to shares of an English incorporated and registered company and is proposed to be effected by means of a scheme of arrangement under English law. A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the US Securities Exchange Act of 1934 (the “**US Exchange Act**”). Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer will be made in compliance with all applicable US laws and regulations. Such Takeover Offer would be made in the United States by Bidco and no one else.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and their respective nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, EDP Shares, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would be made outside the United States and would comply with applicable law, including the US Exchange Act.

The information contained in this Announcement has neither been approved nor disapproved by the US Securities and Exchange Commission (the “**SEC**”) or any US state securities commission. Neither the SEC, nor any state securities commission, has passed upon or determined the fairness or merits of the proposal described in, nor upon the accuracy or adequacy of the information contained in, this Announcement.

The financial information included in this Announcement has been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to the financial statements of US companies. US generally accepted accounting principles differ in certain respects from IFRS used in the United Kingdom. None of the financial information in this Announcement has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Accounting Oversight Board (United States).

The receipt of cash pursuant to the Acquisition by a US Shareholder as consideration pursuant to the terms of the Acquisition may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him or her.

It may be difficult for US Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Bidco and EDP are located in countries other than the US and some or all of their officers and directors may be residents of countries other than the US. US Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

Forward-looking statements

This Announcement contains statements about Bidco, KCSG, Accel-KKR and EDP that are or may be forward-looking statements. All statements other than statements of historical facts included in this Announcement may be forward-looking statements. Without limitation, any statements preceded or

followed by or that include the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “shall”, “may”, “anticipates”, “estimates”, “projects” or words or terms of similar substance, or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's, KCSG's, Accel-KKR's or EDP's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on KCSG's, Accel-KKR's or EDP's business.

Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. Other than in accordance with their legal or regulatory obligations (including, to the extent applicable, under the Listing Rules and the Disclosure Guidance and Transparency Rules, each of the Financial Conduct Authority), Bidco, KCSG, Accel-KKR and EDP each disclaim any obligation to update any forward-looking or other statements contained in this Announcement, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

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

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. 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 Code, any person who is, or becomes, interested in one per cent. 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, 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 Panel's website at <http://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.

Relevant securities in issue

In accordance with Rule 2.9 of the Code, EDP confirms that as at the close of business on the Last Practicable Date, it had in issue and admitted to trading on the main market of the London Stock Exchange 12,700,976 ordinary shares of 5 pence each. The International Securities Identification Number (ISIN) of such ordinary shares is GB0003101523.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by EDP Shareholders, persons with information rights and other relevant persons for the receipt of communications from EDP may be provided to Bidco during the offer period if requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

Publication on website and availability of hard copies

A copy of this Announcement will be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on EDP's website at www.edp.co.uk and KCSG's website (on behalf of Bidco) at www.kerridgecs.com by no later than 12 noon (London time) on 4 July 2018. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this Announcement.

EDP Shareholders may request a hard copy of this Announcement by contacting Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or by telephone on 0371 664 0321 or if calling from outside the UK on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. EDP Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

General

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

The EDP Shares to be acquired pursuant to the Acquisition shall be acquired fully paid and free from all liens, charges, equitable interests, encumbrances, rights of pre-emption and other rights and interests of any nature whatsoever and together with all rights now or hereafter attaching thereto, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the date of this Announcement.

If any dividend or distribution or other return of value is authorised, declared, proposed, made or paid or becomes payable by EDP in respect of the EDP Shares on or after the date of this Announcement and prior to the Effective Date, Bidco reserves the right to reduce the Offer Price by an amount up to the amount per EDP Share of any such dividend, distribution or return of value, except where the Scheme Shares are or will be acquired pursuant to the Scheme on a basis which entitles Bidco to receive the dividend, distribution or return of value and to retain it.

If any such dividend, distribution or return of value is paid after the date of this Announcement and Bidco exercises its right described above, any reference in this Announcement to consideration payable in respect of the Acquisition will thereafter be taken to be a reference to the Offer Price as reduced by such exercise. Any exercise by Bidco of such right shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Acquisition.

3 **Background to and reasons for the Acquisition**

The boards of Bidco and KCSG believe the Acquisition represents an opportunity to further the KCS Group's strategy to create a global leader in provision of software, services and support to trade, wholesale, manufacturing, field service and distribution customers. The Acquisition brings further scale, particularly in the UK market, and will help the KCS Group increase its reach and relevance in its chosen markets as it brings additional customers, products and capabilities. The boards of Bidco and KCSG believe that the KCS Group can better serve the enlarged complementary customer base with its wider range of tailored advanced software products and solutions.

Given the strong fit that EDP has with the KCS Group's strategy, Bidco is confident that EDP is well positioned to add significant value to the Enlarged Group to serve as a catalyst for future growth, as summarised by the key points below:

- *EDP has an exceptionally strong fit with the KCS Group's strategy* — the KCS Group focuses on serving customers predominantly in the distributives trades markets. Through a combination of organic growth and acquisitions, KCSG has built one of the broadest portfolios of ERP and related software serving the distributive trades markets, with over 10,000 customers across Europe, South Africa and the United States. As part of its strategy to become a global leader in its market, KCSG has partnered with Accel-KKR, a leading private equity firm with extensive experience in vertically-oriented application software markets with a track record of working with management teams to build market leaders through growth. As KCSG's partner, Accel-KKR is confident that the Enlarged Group will be better positioned to capitalise on future growth opportunities and expand its collective addressable markets; and
- *Uniquely positioned to help accelerate value creation* — EDP is a strong fit with KCS Group's strategy in terms of size and business model. KCSG is also focused on investing in and acquiring businesses that have the potential for further growth through additional investment in the business. Given the fit EDP has with KCSG's market focus, there will be ongoing opportunities to build further value through combining the two product portfolios and offering customers a more extensive product suite.

4 Recommendation

The EDP Directors, who have been so advised by BDO, as the independent financial adviser for the purposes of Rule 3 of the Code, as to the financial terms of the Acquisition, unanimously consider the terms of the Acquisition to be fair and reasonable and in the best interest of EDP and EDP Shareholders as a whole. In providing its advice to the EDP Directors, BDO has taken into account the commercial assessments of the EDP Directors.

Accordingly, the EDP Directors intend unanimously to recommend that EDP Shareholders vote in favour of the Scheme at the Court Meeting and approve the General Meeting Resolution to be proposed at the General Meeting (as they have irrevocably undertaken to do, to the extent described in paragraph 6 below and in Appendix III to this Announcement).

5 Background to and reasons for the recommendation

On 18 April 2016, EDP announced the initiation of a strategic review, which included the commencement of an offer period under the Code. This included a review of the various options open to EDP to maximise value for its shareholders, one of which was the possible sale of EDP. The initial part of this review concentrated on an evaluation of the options. However, following its announcement, a number of approaches were received and the EDP Board decided to explore a sale with the objective of unlocking value for shareholders.

This decision was followed by a structured sale process based on the sharing of an information memorandum and meetings with a number of parties. This process was impacted by uncertainty arising initially from the sale of a property and subsequently by further and lengthier uncertainty arising from the actuarial valuation of the Defined Benefit Pension Scheme.

The sale of the surplus freehold property in Milton Keynes was completed on 13 December 2016 for £1.2 million. Around the same time, EDP entered into more detailed discussions with one party involving access to further due diligence. One of the key aspects of that due diligence was the pension scheme. A preliminary scheme valuation report indicated an adverse movement in the actuarial valuation of the scheme at 31 July 2016 and this caused a delay in the sale process whilst the actuary undertook more work to investigate the movement.

The preliminary results of the formal triennial actuarial valuation of the Defined Benefit Pension Scheme at 31 July 2016 was announced by EDP on 6 March 2017. As detailed in that announcement, the actuary's preliminary valuation report indicated a deficit in the scheme as at 31 July 2016 of £490,000, representing a funding level of 94 per cent. The report suggested a 10-year deficit recovery plan involving the payment of cash contributions by EDP of £75,000 per annum.

On 18 October 2017, EDP announced that further work had been undertaken by the pension scheme actuary to finalise the valuation. Part of that work focused on analysing the data held by the scheme administrator for a number of deferred members who had been members of the scheme for less than five years. On investigation, it was determined that the liability for these members in the preliminary valuation report had been overstated by £420,000.

The finalised actuary's valuation report indicated a deficit on a scheme funding basis as at 31 July 2016 of £70,000, representing a funding level of 99 per cent. The expectation is that this deficit will have been cleared by the 2018/19 scheme year as a result of the payment of terminal bonuses by the scheme insurer in respect of member retirements over the next two years. The formal deficit recovery plan did not therefore require the immediate payment of cash contributions by EDP although EDP agreed with the trustees to make a one-off contribution of up to a maximum of £118,000, payable on or before 31 July 2020, in the event that the terminal bonus payments do not cover the deficit in full.

Following this important clarification regarding the Defined Benefit Pension Scheme, one of the other earlier interested parties, KCSG, re-engaged with EDP and following initial negotiation of terms commenced detailed due diligence in February 2018.

The EDP Directors believe that the KCS Group's activities provide a strong fit with those of EDP and that KCSG is an appropriate partner to continue the development of the EDP business.

Whilst the EDP Directors continue to believe in the prospects for the business and the attractiveness of its product offering, it is the EDP Directors' belief that the Acquisition represents an acceptable and certain valuation to EDP Shareholders.

The Acquisition represents an opportunity for EDP Shareholders to realise their holding in EDP in cash for a premium of 33.8 per cent. to the Closing Price of 68 pence per EDP Share on 2 July 2018 (being the Last Practicable Date) and also gives EDP Shareholders an exit opportunity.

6 Irrevocable undertakings

Bidco has received irrevocable undertakings from EDP Directors and certain associated parties to vote (or procure voting) in favour of the Scheme, at the Court Meeting, and in favour of the General Meeting Resolution to be proposed at the General Meeting, in respect of a total of 3,669,550 EDP Shares representing approximately 28.9 per cent. of the ordinary share capital of EDP in issue (excluding shares held in treasury) on the Last Practicable Date.

Bidco has also received an irrevocable undertaking from a further EDP Shareholder to vote in favour of the Scheme, at the Court Meeting, and in favour of the General Meeting Resolution to be proposed at the General Meeting in respect of a total of 2,253,000 EDP Shares representing approximately 17.7 per cent. of the ordinary share capital of EDP in issue (excluding shares held in treasury) on the Last Practicable Date.

Bidco has therefore received irrevocable undertakings to vote in favour of the Scheme, at the Court Meeting, and in favour of the General Meeting Resolution to be proposed at the General Meeting in respect of a total of 5,922,550 EDP Shares representing, in aggregate, approximately 46.6 per cent. of the ordinary share capital of EDP in issue (excluding shares held in treasury) on the Last Practicable Date.

Further details of these irrevocable undertakings (including the circumstances in which they will fall away) are set out in Appendix III to this Announcement.

7 Information on Bidco

Bidco is a private company limited by shares, incorporated on 23 March 2018 under the laws of England and Wales, for the purposes of the Acquisition. Bidco has not traded since the date of its incorporation and has not entered into any obligations, other than in connection with the Acquisition and the funding of the Acquisition. Bidco is ultimately owned and controlled by KCSG.

8 Information on KCSG and the KCS Group

The KCS Group provides specialist software, services and support to deliver fully integrated trading and business management solutions to trade, wholesale, manufacturing, field service and distribution customers, of all sizes, internationally.

The KCS Group employs over 650 staff at offices in the UK, Ireland, the Netherlands, South Africa and North America, serving over 10,000 customers. KCSG's mission is to design and deliver high performance, integrated ERP solutions that enable distributive trade customers to source effectively, stock efficiently, sell profitably and service competitively. KCSG has 40 years' experience with distributive trade customers and has become a recognised technical expert and thought leader in trading and management technology. The KCS Group's innovative and flexible approach ensures customers partner with it for the long-term. For the last financial year to 30 September 2017, KCSG had revenue of £57.1 million generating EBITDA of £13.6 million. Net assets were £71.0 million at 30 September 2017. KCSG has grown rapidly both organically and

through the acquisition of a number of businesses to extend its geographical reach, add product capability and extend into adjacent software verticals.

For example, in the last eight years, KCSG has acquired Datawright, Lakeview and TIS in the UK to acquire complementary products, extend customer reach and move into adjacent verticals such as manufacturing software. It has also acquired AGP in the Netherlands to extend into hire systems and project management software, IQ Retail and Integrity in South Africa to expand into general merchandise retail systems and Mincron and Dancik in the USA to extend its geographical footprint into North America.

9 Information on Accel-KKR

Accel-KKR is a technology-focused investment firm with \$4.3 billion in capital commitments. Accel-KKR focuses on software and IT-enabled businesses well-positioned for top-line and bottom-line growth. At the core of its investment strategy is a commitment to developing strong partnerships with the management teams of its portfolio companies and a focus on building value through significant resources available through its network. Accel-KKR focuses on middle-market companies and provides a broad range of capital solutions including buyout capital, minority-growth investments, and credit alternatives. Accel-KKR also invests across a wide range of transaction types including private company recapitalisations, divisional carve-outs and public to private transactions. Accel-KKR is headquartered in Menlo Park, California with additional offices in London, UK and Atlanta, Georgia.

10 Information on EDP

EDP is a niche supplier of computer software solutions in the UK and internationally. EDP provides ERP solutions for the merchanting and wholesale distribution industry, as well as e-business, application hosting, and sales intelligence solutions.

EDP's software applications are delivered through its hosting centre based in Milton Keynes and/or utilising a traditional on-site license model. EDP's business model and value proposition are underpinned by investment in a complementary suite of software products that meet specific customer requirements across multiple business functions, including accounting, supply chain and stock management, sales intelligence and other key business areas. The numerous value-added benefits generated by EDP's software include operational cost savings, improved sales performance, higher customer retention, enhanced business processes and immediate access to critical business information.

11 EDP trading update

EDP announced its unaudited half-year results for the six months ended 31 March 2018 on 28 June 2018. EDP delivered trading in line with the EDP Board's expectations. Turnover for the six months to 31 March 2018 was £2.55 million (2017: £2.54 million), adjusted operating profit was £250,000 (2017: £260,000) and total cash balances at period end were £6.5 million (2017: £6.7 million).

Since 31 March 2018, EDP has continued to trade in line with the EDP Board's expectations and the EDP Board is confident about the outlook for the remainder of the year.

12 Employees, management, locations, and strategy

Bidco has been able to develop a preliminary strategy that it anticipates delivering for the EDP business. Upon the Scheme becoming Effective, Bidco will benefit from having greater access to the business, employees and customers of EDP and will be able to formulate more detailed long-term strategic and operational plans for EDP and the Enlarged Group.

Bidco expects to develop more fully those strategic and operational plans in the six months following the Effective Date, having made detailed enquiries after the Effective Date in relation to EDP's customers, products and services, people, skills and processes. These enquiries will further identify customer preferences, product characteristics and features and opportunities for improved working for the Enlarged Group.

From the due diligence that Bidco has been able to conduct to date, Bidco believes that the KCS Group is an excellent partner for EDP, and that it is well positioned and resourced to support EDP and the future growth of its business. Following the Scheme becoming Effective, Bidco will undertake a more detailed review of the following areas of EDP's business, identifying areas of anticipated complementarity, overlap and duplication:

- ***Product portfolio strategy***

Bidco believes that the KCS Group can better serve existing and new customers and better respond to their complex and changing needs through a combination of KCSG's existing portfolio of software products and services blended with some of EDP's software solutions.

It is intended that EDP will continue to service and support its customers on its ERP systems; Quantum, Merchant, Charisma, Esprit and The Business Programme. Bidco also intends to continue to service and support Vecta customers. Bidco intends that the Enlarged Group will honour all of EDP's existing customer contracts.

Bidco intends to integrate EDP's Vecta CRM and business intelligence software as a module within some of the KCS Group's products, as well as offer it to the KCS Group's wider global customer base as a standalone product.

The KCS Group offers a range of solutions to its customer base and looks to support and add value to its customers through different stages of their life cycle. Over time, Bidco anticipates that the KCS Group will offer alternative solutions (including its main K8 ERP solution) as potential longer-term solutions for EDP's ERP customers.

- ***Hosting arrangements***

Bidco expects to be able to make service improvements by taking advantage of available technologies and scale of hosting capabilities in the Enlarged Group, which will allow for improvements in the delivery and cost-effectiveness of EDP's hosting arrangements, which is likely to benefit customers through enhanced performance and greater resilience.

This further detailed review will be focused on delivering service improvements to EDP's customers who use EDP's existing hosted facilities. Bidco will review how, and from where, any potentially upgraded service is best delivered.

- ***Organisation and structure***

Following the Effective Date, Bidco intends to seek to integrate the businesses of EDP and those of the KCS Group with the ambition to operate the Enlarged Group as a single business.

Bidco attaches great importance to the skills and experience of EDP's employees. The board of Bidco believes that the Acquisition will result in greater opportunities for EDP's staff as part of the Enlarged Group developing and commercialising its ERP, business intelligence and complementary product portfolio offerings. Bidco hopes that EDP staff will consider suitable opportunities to develop their careers through working in, or engaging with, other parts of the Enlarged Group.

Bidco will perform a full review of the EDP businesses to identify any organisational and structural changes that should be implemented to benefit the Enlarged Group. The review and integration process may identify opportunities to leverage skills and talent across the Enlarged Group and may lead to a limited number of surplus staff where there is unnecessary duplication or where operational efficiencies can be achieved. The above mentioned review will include an assessment of management positions.

Bidco intends to continue to support and service all existing EDP ERP systems including Quantum, Merchant, Charisma, Esprit and The Business Programme. Over the longer term, there will inevitably be some overcapacity of resources on those solutions as customers migrate to the KCSG ERP suite. Bidco will look to redeploy these resources elsewhere in the Enlarged Group as it has successfully done in its prior acquisitions.

Bidco does not foresee any significant changes to the scope of research and development activities carried out by the Enlarged Group. The Enlarged Group will have the scale and capacity to continue to invest in research and development in order to provide innovative, cost-effective software solutions for its customers. Bidco intends to continue the current development roadmap for the Vecta Solution with additional functionality and features being delivered through 2018 and 2019.

- **Brand strategy**

Bidco will assess the value of the EDP brand and associated strategy and make a decision on its continued use in part or all of the EDP business. It is anticipated that Bidco will continue to use the brand names associated with each of EDP's products but that the KCSG brand will supersede the EDP brand within the next twelve months.

Other than as described above, Bidco does not expect any material change in the balance of skills and functions of the employees and management of the Enlarged Group. Bidco is not planning to relocate EDP's employees and intends that EDP's main office will remain in Sheffield. The Enlarged Group's headquarters will be located at KCSG's head office in Hungerford. Bidco does not envisage any material change to employee compensation packages. There are some minor differences in employment conditions between EDP and those of the KCS Group, which Bidco intends to harmonise gradually, over a few years and in consultation with employees.

Bidco has not entered into, and is not in discussion on any proposals to enter into, any form of incentivisation arrangements with members of EDP's management who are interested in ordinary shares and has no plans to do so.

It is intended that each of the non-executive EDP Directors will resign from the EDP Board, conditional upon and with effect from the Effective Date.

It is the intention that EDP's Chief Executive, Julian Wassell, and Finance Director, James Storey, will also resign from the EDP Board conditional upon and with effect from the Effective Date. Notwithstanding Julian Wassell's and James Storey's proposed resignation from the EDP Board on the Effective Date, it is expected that both will remain with the EDP business for one month following completion of the Acquisition.

Julian Wassell and James Storey have entered into the Settlement Agreements, details of which (including all payments which will become due) are set out in in paragraph 18 below.

It is intended that, after the Scheme has become Effective, the listing of EDP Shares on the Official List will be cancelled and EDP Shares will cease to be admitted to trading on the London Stock Exchange's main market for listed securities ("**De-listing**"). Bidco anticipates that De-listing

will reduce administrative costs in areas connected with EDP's quoted status including, but not limited to, fees associated with listing and brokerage and lower audit and various advisers' fees and costs of producing its annual report.

EDP Directors' response to Bidco's intentions

The EDP Directors welcome Bidco's belief that the KCS Group is an excellent partner for EDP and is well positioned and resourced to support EDP and the future growth of the EDP business. The EDP Directors believe that KCSG's activities provide a strong fit with those of EDP and that KCSG is an appropriate partner to continue the development of the EDP business.

The EDP Directors note that following the Scheme becoming Effective, Bidco will undertake a more detailed review of the specified areas of EDP's business, identifying areas of anticipated complementarity, overlap and duplication.

The EDP Directors welcome the KCS Group's intention to continue to service and support EDP customers on its ERP systems, Quantum, Merchant, Charisma, Esprit and The Business Programme, and also Vecta customers, and that the Enlarged Group will honour all of EDP's customer contracts.

The EDP Directors note that Bidco intends to seek to integrate the respective businesses of EDP and those of the KCS Group with the ambition to operate the Enlarged Group as a single business. The EDP Directors also note that Bidco intends to perform a full review of the EDP businesses to identify any organisational and structural changes that should be implemented to benefit the Enlarged Group. The EDP Directors note Bidco's comment that the review and integration process may identify a limited number of surplus staff where there is unnecessary duplication or where operational efficiencies can be achieved and that the review will include an assessment of management positions.

EDP welcomes Bidco's statement that it does not envisage any material change to employment conditions and that Bidco is not planning to relocate EDP's employees.

The EDP Directors welcome that Bidco attaches great importance to the skills and experience of EDP's existing employees and that Bidco believes that the Acquisition will result in greater opportunities for EDP staff as part of the Enlarged Group continuing to develop and commercialise its ERP business intelligence and complementary product portfolio offerings.

13 Pensions

The Defined Benefit Pension Scheme was closed to new members in 2013 and to future accrual of benefits for existing members in 2014. It has 20 pensioner members and 21 deferred members (three of whom are current EDP employees). Although the most recent actuarial valuation at 31 July 2016 reported a deficit of £70,000 on an ongoing scheme funding basis, the formal recovery plan did not require the immediate payment of cash contributions by EDP. However, EDP agreed to make a one-off contribution of up to a maximum of £118,000, payable on or before 31 July 2020, in the event that the terminal bonus payments expected to be paid by the insurer at the end of the 2018/2019 scheme year do not cover the deficit revealed at the 31 July 2016 valuation in full.

EDP will continue to make contributions to various additional defined contribution plans in accordance with past practice, modified as required by any new regulations.

14 **EDP Share Scheme**

Participants in the EDP Share Scheme will be contacted regarding the effect of the Acquisition on their rights under the EDP Share Scheme and appropriate proposals will be made to such participants in due course.

All outstanding options under the EDP Share Scheme have vested in full and are therefore currently exercisable and will remain exercisable for the period of six weeks from the Effective Date.

The Scheme will extend to any EDP Shares which are unconditionally allotted, issued or transferred to satisfy the exercise of existing options under the EDP Share Scheme prior to the Scheme Record Time. The arrangements to be proposed will allow participants in the EDP Share Scheme to exercise options on a cashless basis before the Scheme Record Time.

Further details of the terms of such proposals will be included in the Scheme Document and in separate letters to be sent to participants in the EDP Share Scheme.

15 **Financing**

Raymond James, in its capacity as financial adviser to Bidco, KCSG and Accel-KKR, is satisfied that sufficient resources are available to satisfy in full the cash consideration payable to EDP Shareholders under the terms of the Acquisition.

16 **Offer-related arrangements**

Confidentiality Agreement

On 6 December 2017, Kerridge Commercial Systems Limited (a wholly owned subsidiary of KCSG), Accel-KKR and EDP entered into a confidentiality agreement in relation to the Acquisition, pursuant to which Kerridge Commercial Systems Limited has undertaken to keep confidential information relating to EDP and not to disclose it to third parties (other than to permitted disclosees) unless required by law or regulation. These confidentiality obligations will remain in force for two years from the date of the agreement.

17 **Structure of the Acquisition**

It is intended that the Acquisition will be effected by means of a Court-approved scheme of arrangement between EDP and Scheme Shareholders pursuant to Part 26 of the Companies Act.

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued and to be issued ordinary share capital of EDP other than the Excluded Shares. This is to be achieved by the transfer of the EDP Shares (other than the Excluded Shares) to Bidco, in consideration for which the Scheme Shareholders will receive cash consideration on the basis set out in paragraph 2 above.

Conditions to the Acquisition

The Scheme will be subject to the Conditions and further terms set out in Appendix I to this Announcement and to be set out in the Scheme Document. In particular, the Scheme will be subject to the following conditions:

- (i) the approval by a majority in number of Scheme Shareholders who are present and vote, whether in person or by proxy, at the Court Meeting, representing not less than 75 per cent. in value of Scheme Shares voted by those Scheme Shareholders at that meeting. At the Court Meeting voting will be by poll and not on a show of hands and all EDP Shareholders, appearing on EDP's register of member at the Voting Record Time, will be entitled to vote at the Court Meeting and to cast one vote for each EDP Share held;
- (ii) the resolution required to implement certain matters in connection with the Scheme (including, *inter alia*: (i) authorising the EDP Directors to take all such action as is necessary

for carrying the Scheme into effect; (ii) amendments to EDP's articles of association to ensure that any EDP Shares issued between approval of the Scheme at the Court Meeting and the Scheme Record Time will be subject to the Scheme and that any EDP Shares issued after the Scheme Record Time will automatically be acquired by Bidco; and (iii) the approval of the re-registration of EDP as a private limited company and the related change of name, each conditional on De-listing taking place as set out in paragraph 19 below) being duly passed by EDP Shareholders representing not less than 75 per cent. of votes cast, either in person or by proxy, at the General Meeting. At the General Meeting, all EDP Shareholders, appearing on EDP's register of members at the Voting Record Time, will be entitled to vote and to cast one vote for each EDP Share held; and

- (iii) all other Conditions to the Acquisition, as set out in Appendix I to this Announcement, being satisfied or (where applicable) waived.

Application to the Court to sanction the Scheme

Once the necessary approvals have been obtained at the EDP Meetings, and the other Conditions have been satisfied or (where applicable) waived, in order for the Scheme to be capable of becoming Effective, it must be sanctioned by the Court at the Court Hearing.

The Scheme will only become Effective, in accordance with its terms, on the delivery of an office copy of the Court Order to the Registrar of Companies.

Lapsing of the Acquisition

The Acquisition will lapse if, amongst other things:

- (i) the approval of the requisite majority of eligible Scheme Shareholders at the Court Meeting is not obtained on or before the 22nd day after the expected date of the Court Meeting as set out in the Scheme Document in due course (or such later date, if any, as Bidco and EDP may agree and the Court may allow);
- (ii) the sanction of the Scheme by the Court (without modification or with modification on terms acceptable to Bidco and EDP) is not procured on or before the 22nd day after the expected date of the Court Hearing to be set out in the Scheme Document in due course (or such later date, if any, as EDP and Bidco may agree and the Court may allow); or
- (iii) the Scheme does not become Effective by 11:59 p.m. on the Long Stop Date.

Scheme becoming Effective

Subject to the satisfaction or (where applicable) waiver of the Conditions, the Scheme is expected to become Effective by mid-August 2018.

Upon the Scheme becoming Effective, it will be binding on all EDP Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

Consideration for the Acquisition will be despatched by Bidco to EDP Shareholders no later than 14 days after the Effective Date.

Scheme Document and Forms of Proxy

Further details of the Scheme, including an indicative timetable for its implementation, will be set out in the Scheme Document. The Scheme Document and the Forms of Proxy accompanying the Scheme Document will be published as soon as practicable and, in any event save with the consent of the Panel within 28 days of this Announcement. The Scheme Document and Forms of Proxy will be made available to all EDP Shareholders at no charge to them.

CREST proxy voting will be enabled in relation to EDP Shareholders voting in connection with the Scheme and shareholders who hold EDP Shares in uncertificated form are encouraged to avail themselves of this facility.

General

The Scheme will be governed by the laws of England and Wales. The Scheme will also be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the UKLA.

18 Settlement Agreements

Each of Julian Wassell and James Storey has entered into a Settlement Agreement with EDP whereby, conditional upon the Acquisition becoming Effective no later than 30 November 2018, his employment with EDP will terminate by reason of redundancy one month after the date upon which the Acquisition becomes Effective. Under the Settlement Agreements Julian Wassell and James Storey will each receive the following payments (subject to normal statutory deductions, where appropriate): (i) a payment in lieu of his six month notice period (£47,500 in the case of Julian Wassell and £38,000 in the case of James Storey); a statutory redundancy payment (£13,716 in the case of Julian Wassell and £5,334 in the case of James Storey); and a termination/compromise payment of £100 (together with an amount calculated as payment in lieu of untaken holiday entitlement). EDP has agreed to pay up to a maximum of £2,000 (excluding VAT) in respect of the legal costs incurred by each of Julian Wassell and James Storey in connection with the termination of his employment. In each case the terms of the Settlement Agreement have been accepted, in customary form, as being in full and final settlement of all claims against EDP or any member of the EDP Group.

19 De-listing and re-registration

Prior to the Scheme becoming Effective, EDP will make an application for the cancellation of the listing of EDP Shares on the Official List of the UKLA and for the cancellation of trading of the EDP Shares on the London Stock Exchange's main market for listed securities, in each case to take effect on or shortly after the Effective Date. The last day of dealings in EDP Shares on the main market of the London Stock Exchange is expected to be the business day immediately prior to the Effective Date and no transfers will be registered after 6.00 p.m. on that date.

On the Effective Date, share certificates in respect of EDP Shares will cease to be valid and entitlements to EDP Shares held within the CREST system will be cancelled.

On or shortly after the Effective Date, and following De-listing, EDP will be re-registered as a private limited company with the name Electronic Data Processing Limited.

20 Disclosure of interests in EDP

Save in respect of the irrevocable undertakings referred to in paragraph 6 above, as at the close of business on the Last Practicable Date neither Bidco nor any of its directors nor, so far as Bidco is aware, any person acting in concert (within the meaning of the Code) with it had:

- (i) any interest in or right to subscribe for EDP Shares; nor
- (ii) any short positions in respect of relevant EDP Shares (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery; nor
- (iii) provided or procured an irrevocable commitment or letter of intent to accept or vote in favour of the Scheme at the Court Meeting and / or the General Meeting Resolution at the General Meeting in respect of EDP Shares; nor

- (iv) borrowed or lent any EDP Shares (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code), save for any borrowed shares which had been either on-lent or sold; nor
- (v) any dealing arrangement of the kind referred to in Note 11 of the definition of 'acting in concert' in the Code in relation to EDP Shares.

'Interests in securities' for these purposes arise, in summary, when a person has long economic exposure, whether absolute or conditional, to changes in the price of securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person will be treated as having an 'interest' in securities by virtue of the ownership of them, the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or general control of them or by virtue of any agreement to purchase, option in respect of, or derivative referenced to, them.

In the interests of maintaining confidentiality before this Announcement, Bidco has not yet completed its enquiries in respect of the matters referred to in this paragraph of certain parties deemed to be acting in concert with Bidco for the purposes of the Acquisition. Enquiries of such parties will be completed as soon as practicable following the date of this Announcement. In accordance with Note 2(a)(i) on Rule 8 of the Code, Bidco will make an Opening Position Disclosure setting out details required to be disclosed by it under Rule 8.1(a) of the Code as soon as possible and in any event by no later than 12 noon on the day falling 10 Business Days after the date of this Announcement.

21 **General**

Bidco reserves the right, subject to the consent of the Panel, to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued share capital of EDP (other than the Excluded Shares) as an alternative to the Scheme. In such event, the Acquisition will be implemented on substantially the same terms, so far as applicable, as those which would apply to the Scheme (subject to appropriate amendments, including an acceptance condition set at 90 per cent. of the EDP Shares to which such offer relates or such lesser percentage, being more than 50 per cent., as Bidco may decide or the Panel may require) so far as applicable, as those which apply to the Scheme.

If the Acquisition is effected by way of such Takeover Offer, there can be no certainty as to the level of the acceptance condition, or Bidco's willingness to waive or lower such acceptance condition. If such Takeover Offer becomes or is declared unconditional in all respects and sufficient acceptances are received in respect of such Takeover Offer, Bidco intends to: (i) procure that the then appointed EDP Board (subject to its fiduciary duties) makes an application for the cancellation of the listing of EDP Shares on the Official List and to the London Stock Exchange to cancel the trading of EDP Shares on the London Stock Exchange's main market for listed securities; and (ii) exercise its rights (to the extent such rights are available) to apply the provisions of Chapter 3 of Part 28 of the Companies Act to acquire compulsorily the remaining EDP Shares in respect of which such Takeover Offer has not been accepted.

The availability of any such Takeover Offer to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Such persons should inform themselves about and observe any applicable requirements.

The bases and sources of certain financial information contained in this Announcement are set out in Appendix II to this Announcement. A summary of the irrevocable undertakings given to Bidco in relation to the Acquisition is contained in Appendix III to this Announcement. Certain terms used in this Announcement are defined in Appendix IV to this Announcement.

22 Documents available on website

Copies of the following documents will be made available, subject to certain restrictions relating to persons in Restricted Jurisdictions, on EDP's website at www.edp.co.uk and KCSG's website (on behalf of Bidco) at www.kerridgecs.com by no later than 12 noon on the Business Day following the date of this Announcement until the end of the offer period:

- (i) the irrevocable undertakings referred to in paragraph 6 above and summarised in Appendix III to this Announcement;
- (ii) the Confidentiality Agreement; and
- (iii) this Announcement.

The contents of neither EDP's nor KCSG's websites, nor the contents of any other website accessible from hyperlinks on such websites, is incorporated into or forms part of this Announcement.

23 Consents

Raymond James has given and has not withdrawn its written consent to the issue of this Announcement with the inclusion herein of the references to its name in the form and context in which they appear.

BDO LLP has given and has not withdrawn its written consent to the issue of this Announcement with the inclusion herein of the references to its name in the form and context in which they appear.

Enquiries:

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Sir Michael Heller, Chairman
Julian Wassell, Chief Executive

BDO (Rule 3 financial adviser to EDP) +44 (0) 20 7486 5888

John Stephan / Simon Ling / Susan Jarram

Important notices

Raymond James is authorised and regulated by the Financial Conduct Authority in the UK. Raymond James is acting exclusively as financial adviser to Bidco, KCSG and Accel-KKR and no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco, KCSG and Accel-KKR for providing the protections afforded to clients of Raymond James nor for providing advice in connection with the Acquisition or any matter referred to in this Announcement.

BDO LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to EDP and no one else in connection with the matters referred

to in this Announcement and will not be responsible to anyone other than EDP for providing the protections afforded to clients of BDO LLP nor for providing advice in relation to the matters referred to in this Announcement.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer, invitation, inducement or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of or exercise rights in respect of any securities or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of any securities pursuant to the Acquisition in any jurisdiction in contravention of any applicable laws.

The Acquisition is intended to be implemented by way of the Scheme and will be made solely by means of the Scheme Document (or, if Bidco so elects, any document by which the Acquisition is implemented by way of a Takeover Offer) which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision, vote or other response in respect of the Acquisition should be made only on the basis of information contained in the Scheme Document. EDP Shareholders are advised to read the formal documentation in relation to the Acquisition carefully once it has been despatched.

This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England.

EDP will prepare the Scheme Document to be distributed to EDP Shareholders. EDP and Bidco urge EDP Shareholders to read the Scheme Document when it becomes available because it will contain important information relating to the Acquisition.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Overseas Shareholders

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by laws and/or regulations in those jurisdictions. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable requirements.

Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote their Scheme Shares at the Court Meeting or in respect of the General Meeting Resolution by any means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws and/or regulations of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws of that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws and/or regulations of such jurisdictions.

The availability of the Acquisition to EDP Shareholders who are not resident in the United Kingdom may be affected by the laws and/or regulations of the relevant jurisdiction in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, EDP and Bidco and their directors, employees, officers and advisers disclaim any responsibility or liability for the violation of such restrictions by any person.

The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the UKLA.

Notice to US Shareholders

The Acquisition relates to shares of an English incorporated and registered company and is proposed to be effected by means of a scheme of arrangement under English law. A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the US Securities Exchange Act of 1934 (the “US Exchange Act”). Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer will be made in compliance with all applicable US laws and regulations. Such Takeover Offer would be made in the United States by Bidco and no one else.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and their respective nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, EDP Shares, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would be made outside the United States and would comply with applicable law, including the US Exchange Act.

The information contained in this Announcement has neither been approved nor disapproved by the US Securities and Exchange Commission (the “SEC”) or any US state securities commission. Neither the SEC, nor any state securities commission, has passed upon or determined the fairness or merits of the proposal described in, nor upon the accuracy or adequacy of the information contained in, this Announcement.

The financial information included in this Announcement has been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to the financial statements of US companies. US generally accepted accounting principles differ in certain respects from IFRS used in the United Kingdom. None of the financial information in this Announcement has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Accounting Oversight Board (United States).

The receipt of cash pursuant to the Acquisition by a US Shareholder as consideration pursuant to the terms of the Acquisition may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him or her.

It may be difficult for US Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Bidco and EDP are located in countries other than the US and some or all of their officers and directors may be residents of countries other than the US. US Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court’s judgement.

Forward-looking statements

This Announcement contains statements about Bidco, KCSG, Accel-KKR and EDP that are or may be forward-looking statements. All statements other than statements of historical facts included in this Announcement may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “shall”, “may”, “anticipates”, “estimates”, “projects” or words or terms of similar substance, or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco’s, KCSG’s, Accel-KKR’s or EDP’s operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on KCSG’s, Accel-KKR’s or EDP’s business.

Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. Other than in accordance with their legal or regulatory obligations (including, to the extent applicable, under the Listing Rules and the Disclosure Guidance and Transparency Rules, each of the Financial Conduct Authority), Bidco, KCSG, Accel-KKR and EDP each disclaim any obligation to update any forward-looking or other statements contained in this Announcement, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

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

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. 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 Code, any person who is, or becomes, interested in one per cent. 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, 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 Panel's website at <http://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.

Relevant securities in issue

In accordance with Rule 2.9 of the Code, EDP confirms that as at the close of business on the Last Practicable Date, it had in issue and admitted to trading on the main market of the London Stock Exchange 12,700,976 ordinary shares of 5 pence each. The International Securities Identification Number (ISIN) of such ordinary shares is GB0003101523.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by EDP Shareholders, persons with information rights and other relevant persons for the receipt of communications from EDP may be provided to Bidco during the offer period if requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

Publication on website and availability of hard copies

A copy of this Announcement will be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on EDP's website at www.edp.co.uk and KCSG's website (on behalf of Bidco) at www.kerridgecs.com by no later than 12 noon (London time) on 4 July 2018. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this Announcement.

EDP Shareholders may request a hard copy of this Announcement by contacting Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or by telephone on 0371 664 0321 or if calling from outside the UK on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. EDP Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

General

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

APPENDIX I

Conditions and certain further terms of the Acquisition and the Scheme

Part A: Conditions of the Acquisition

1. The Acquisition will be conditional upon the Scheme becoming unconditional and becoming Effective by no later than 11.59 p.m. on the Long Stop Date.
2. The Scheme will be conditional on:

Scheme Approval

- (a) (i) the approval of the Scheme by a majority in number representing not less than 75 per cent. in value of Scheme Shareholders (or the relevant class or classes thereof, if applicable) who are on the register of members of EDP at the Voting Record Time, present and voting, whether in person or by proxy, at the Court Meeting and at any separate class meeting which may be required (or any adjournment of any such meeting); and (ii) the Court Meeting (or any adjournment thereof) being held on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document (or such later date, if any, as EDP and Bidco may agree in writing and the Court may allow);
 - (b) (i) all resolutions required to approve and implement the Scheme and certain other related matters, as set out in the notice of the General Meeting (including, without limitation, to amend EDP's articles of association), being duly passed by the requisite majority required to pass such resolution at the General Meeting (or at any adjournment of that meeting); and (ii) the General Meeting (or any adjournment thereof) being held on or before the 22nd day after the expected date of the General Meeting to be set out in the Scheme Document (or such later date, if any, as EDP and Bidco may agree in writing); and
 - (c) the sanction of the Scheme by the Court (without modification or with modification on terms acceptable to Bidco and EDP) on or before the 22nd day after the expected date of the Court Hearing to be set out in the Scheme Document (or such later date, if any, as EDP and Bidco may agree in writing and the Court may allow) and the delivery of an office copy of the Court Order to the Registrar of Companies.
3. In addition, subject as stated in Part B below and to the requirements of the Code, the Acquisition will be conditional upon the following Conditions and, accordingly, the necessary actions to make the Scheme Effective will not be taken unless such Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

Third party clearances

- (a) no government or governmental, quasi-governmental, supranational, statutory, administrative or regulatory body or association, institution or agency (including any trade agency) or any court or tribunal in any jurisdiction (each a "**Relevant Authority**") having taken or instituted or given written notice of any action, proceeding, suit, investigation, enquiry or reference (and, in each case, not having withdrawn the same), or having required any action to be taken or otherwise having done anything, or having enacted, made or proposed any statute, regulation, order or decision or change to published practice or taken any other steps, and there not continuing to be outstanding any statute, regulation, order or decision, that in any such case would or might reasonably be expected to:
 - (i) make the Acquisition or the acquisition of EDP Shares, or of control or management of EDP, by Bidco or any member of KCS Group void, unenforceable or illegal in any jurisdiction or directly or indirectly prohibit or otherwise materially restrict, delay or interfere with the implementation of, or impose material additional conditions or obligations with respect to, or otherwise materially

challenge or require amendment to the terms of, the Scheme or the Acquisition or the acquisition of any EDP Shares, or of control or management of EDP, by Bidco or any member of the KCS Group;

- (ii) require, prevent or materially delay the divestiture (or alter the terms of any proposed divestiture) by the KCS Group or the EDP Group of all or any part of their respective businesses, assets or properties or impose any limitation on their ability to conduct all or any part of their respective businesses or to own, control or manage any of their respective assets or properties (or any part thereof);
- (iii) impose any limitation on, or result in any material delay in, the ability of any member of the KCS Group directly or indirectly to acquire or hold, or to exercise effectively, all or any rights of ownership of shares or other securities (or the equivalent) in, or to exercise management control over, any member of the EDP Group or on the ability of any member of the EDP Group directly or indirectly to hold or to exercise effectively all or any rights of ownership of shares or other securities (or the equivalent) in, or to exercise management control over, any other member of the EDP Group;
- (iv) except pursuant to Chapter 3 of Part 28 of the Companies Act, require any member of the KCS Group or of the EDP Group to acquire or offer to acquire any shares or other securities (or the equivalent) or interest in any member of the EDP Group or any member of the KCS Group owned by a third party (other than in the implementation of the Acquisition);
- (v) require the divestiture by any member of the KCS Group of any shares, securities or other interests in any member of the EDP Group;
- (vi) impose any limitation on, or result in any material delay in, the ability of any member of the KCS Group or the EDP Group to integrate or co-ordinate its business, or any part of it, with the businesses or any part of the businesses of any other member of the KCS Group and/or the EDP Group;
- (vii) result in any member of the KCS Group or any member of the EDP Group ceasing to be able to carry on business under any name under which, in any jurisdiction in which, it presently carries on business; or
- (viii) otherwise materially and adversely affect the business, assets, financial or trading position or profits or prospects of any member of the KCS Group or any member of the EDP Group,

and all applicable waiting and other time periods (including extensions thereof) during which any such Relevant Authority could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference having expired, lapsed or been terminated;

- (b) all filings, applications and/or notifications which are necessary under applicable legislation or regulation of any relevant jurisdiction having been made and all relevant waiting periods and other time periods (including any extensions thereof) under any applicable legislation or regulation of any relevant jurisdiction having expired, lapsed or been terminated and all applicable statutory or regulatory obligations in any jurisdiction having been complied with, in each case in respect of the Scheme and the Acquisition or the acquisition of any shares or other securities in, or of control or management of, EDP or any member of the EDP Group by any member of the KCS Group or the carrying on by any member of the EDP Group of its business;
- (c) other than in relation to the approvals referred to in paragraph 2(b) above, all Authorisations which are necessary in any jurisdiction for or in respect of the Acquisition and the acquisition of any EDP Shares, or of control or management of EDP, by Bidco

or any member of the KCS Group being obtained on terms and in a form reasonably satisfactory to Bidco from appropriate Relevant Authorities, or from any persons or bodies with whom any member of the KCS Group or the EDP Group has entered into contractual arrangements or material business relationships, and such Authorisations, together with all other Authorisations necessary for any member of the EDP Group to carry on its business (where the absence of any such Authorisation would be material and adverse in the context of the Acquisition) remaining in full force and effect and no written notice of any intention to revoke, suspend, restrict or modify or not to renew any of the same having been given.

Confirmation of absence of adverse circumstances

- (d) except as Disclosed, there being no provision of any agreement, arrangement, licence or other instrument to which any member of the EDP Group is a party or by or to which any such member or any of its assets is or may be bound or subject which, as a result of the implementation of the Acquisition or other acquisition by Bidco or any member of the KCS Group of any EDP Shares, or change in the control or management of EDP, or otherwise, would or might reasonably be expected to result in (in any such case to an extent which is material in the context of the EDP Group taken as a whole):
- (i) any monies borrowed by or any other indebtedness (actual or contingent) of, or any grant available to, any member of the EDP Group becoming repayable, or capable of being declared repayable, immediately or earlier than the stated repayment date or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited;
 - (ii) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the EDP Group or any such mortgage, charge or other security interest (whenever arising or having arisen) becoming enforceable;
 - (iii) any rights, assets or interests of any member of the EDP Group being or falling to be disposed of or ceasing to be available to such member of the EDP Group or any right arising under which any such asset or interest could be required to be disposed of or could cease to be available to such member of the EDP Group;
 - (iv) the interest or business of any member of the EDP Group in or with any other person, firm or company (or any agreements or arrangements relating to such interest or business) being terminated or adversely modified or affected;
 - (v) any member of the EDP Group ceasing to be able to carry on business under any name under which it presently does so;
 - (vi) the value of any member of the EDP Group or its financial or trading position or prospects being prejudiced or adversely affected;
 - (vii) any such agreement, arrangement, licence or other instrument being terminated or adversely modified or any onerous obligation arising or any adverse action being taken or arising thereunder;
 - (viii) the creation of any liability (actual or contingent) by any member of the EDP Group, other than trade creditors or other liabilities incurred in the ordinary course of business; or
 - (ix) any requirement on any member of the EDP Group to acquire, subscribe, pay up or repay any shares or other securities (or the equivalent),

and no event having occurred which, under any provision of any agreement, arrangement, licence or other instrument to which any member of the EDP Group is a party or by or to which any such member or any of its assets is or may be bound or subject, would or might reasonably be expected to result in any event or circumstance as is referred to in this paragraph 3(d);

No material transactions, claims or changes in the conduct of the business of the EDP Group

- (e) except as Disclosed, no member of the EDP Group having since 30 September 2017:
- (i) issued or agreed to issue or authorised or proposed or announced its intention to authorise or propose the issue of additional shares of any class, or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares or convertible or exchangeable securities or transferred or sold (or agreed to transfer or sell) any shares out of treasury (except, in any such case, (a) as between EDP and its wholly-owned subsidiaries or between its wholly-owned subsidiaries, or (b) upon, pursuant to or in respect of the exercise of any options granted under the EDP Share Scheme);
 - (ii) recommended, declared, paid or made, or resolved or proposed to recommend, declare, pay or make, any bonus, dividend or other distribution, whether payable in cash or otherwise, other than any dividends or other distributions lawfully paid or made by any wholly-owned subsidiary of EDP to EDP or to any of its wholly-owned subsidiaries and the final dividend of 3.0p per EDP Share approved at the annual general meeting of EDP held on 20 March 2018 and paid on 6 April 2018;
 - (iii) (except for the Acquisition or any transactions between EDP and its wholly-owned subsidiaries, or between its wholly-owned subsidiaries) implemented, effected, authorised or proposed or announced any merger, demerger, reconstruction, amalgamation, scheme or commitment or any acquisition or disposal of any shares or loan capital (or equivalent thereof) or, otherwise than in the ordinary course of business, of any assets of any undertaking;
 - (iv) disposed of or transferred, or mortgaged or created any security interest over, any material asset or any right, title or interest in any material asset or authorised, proposed or announced any intention to do so;
 - (vi) entered into, implemented, effected or authorised, proposed the entry into or announced its intention to implement or effect, any joint venture, asset or profit sharing arrangement, partnership or merger of businesses or corporate entities;
 - (vi) purchased, redeemed or repaid or announced any proposal to purchase redeem or repay any of its own shares or other securities or reduced or made or authorised any other change in its share capital (except, in any such case, as between EDP and wholly owned subsidiaries of EDP or between wholly owned subsidiaries of EDP);
 - (vii) made or authorised any change in its loan capital or issued or authorised the issue of, or proposed or announced an intention to authorise or propose the issue of, or made any change to the terms of, any debentures, or incurred or increased any indebtedness or contingent liability (except, in any such case, as between EDP and wholly-owned subsidiaries of EDP or between wholly-owned subsidiaries of EDP);
 - (viii) entered into, varied or terminated, or authorised the entry into, variation or termination of, any contract, commitment or arrangement (whether in respect of capital expenditure, real estate or otherwise) which is outside the ordinary

course of business or which is of a long term, onerous or unusual nature or magnitude or which involves, or might reasonably be expected to involve, an obligation of a nature or magnitude which is or is likely to be restrictive on the business of any member of the EDP Group;

- (ix) been unable or deemed unable, or admitted in writing that it is unable, to pay its debts as they fall due or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
- (x) commenced negotiations with any one or more of its creditors or taken any step with a view to rescheduling or restructuring any of its indebtedness or entered into a composition, compromise, assignment or arrangement with any of its creditors whether by way of a voluntary arrangement, scheme of arrangement, deed of compromise or otherwise;
- (xi) (other than in respect of a member of the EDP Group which is dormant and was solvent at the relevant time) taken or proposed any steps or corporate action or had any legal proceedings started, served or threatened against it or any documents filed in court in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution or reorganisation (or for any analogous proceedings or steps in any jurisdiction) in respect or for the appointment of any liquidator, provisional liquidator, receiver, administrator, administrative receiver, trustee or similar officer (or for the appointment of any analogous person in any jurisdiction) in respect of all or any of its assets and revenues or had written notice given of the intention to appoint any of the foregoing;
- (xii) waived, compromised, settled, abandoned or admitted any dispute, claim or counter-claim whether made or potential and whether by or against any member of the EDP Group (in any such case to an extent which is material in the context of the EDP Group taken as a whole);
- (xiii) made any alteration to its memorandum or articles of association or other incorporation or constitutional documents (other than the amendments to EDP's articles of association required in connection with the Acquisition);
- (xiv) entered into, or varied the terms of, or terminated or given notice of termination of, or made any offer (which remains open for acceptance) to enter into or vary the terms of any contract, service agreement or arrangement with any director or senior executive of any member of the EDP Group;
- (xv) proposed, agreed to provide, or modified (or agreed to modify) the terms of, any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any person employed by any member of the EDP Group;
- (xvi) made or agreed or consented to any change to:
 - (A) the terms of the trust deeds and rules constituting, or other documents containing provisions for the time being governing, the pension scheme(s) (or other arrangements in relation to the provision of pension, life assurance, incapacity or similar benefits) established by any member of the EDP Group for its directors, employees or workers or their dependants;
 - (B) the contributions (including expenses and premiums) payable to any such scheme(s) or to the benefits which accrue, or to the pensions or other benefits which are payable or contingently payable, thereunder;

- (C) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined;
 - (D) the basis upon which the liabilities of such pension schemes or other arrangements providing pension, life assurance, incapacity or similar benefits are funded, valued, made, agreed or consented to; or
 - (E) the identity of the trustee(s) of such pension schemes or other arrangements providing pension, life assurance, incapacity or similar benefits, where applicable;
- (xvii) taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of EDP Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the Code; or
 - (xviii) entered into any contract, commitment or arrangement or passed any resolution or made any offer (which remains open for acceptance) to effect, or proposed or announced any intention to effect, any of the transactions, matters or events referred to in this paragraph 3(e);
- (f) except as Disclosed, since 30 September 2017:
- (i) no adverse change having occurred, and no circumstances having arisen which might reasonably be expected to result in any adverse change, in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the EDP Group (in any such case to an extent which is material in the context of the EDP Group taken as a whole);
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings in any jurisdiction having been threatened, announced, instituted or remaining outstanding by, against or in respect of any member of the EDP Group or to which any member of the EDP Group is or may become a party (whether as claimant or defendant or otherwise) and no investigation by any Relevant Authority or other investigative body against or in respect of any member of the EDP Group having been threatened, announced, instituted or remaining outstanding (in any such case in circumstances which might reasonably be expected to have a material adverse effect on the EDP Group taken as a whole);
 - (iii) no enquiry, review or investigation by, or complaint or reference to, any Relevant Authority against or in respect of any member of the EDP Group having been threatened, announced or instituted or remaining outstanding (in any such case in circumstances which might reasonably be expected to have a material adverse effect on the EDP Group taken as a whole);
 - (iv) no contingent or other liability having arisen, increased or become apparent to Bidco which is reasonably likely adversely to affect the business, assets, financial or trading position, profits, prospects or operational performance of any member of the EDP Group (in any such case in circumstances which might reasonably be expected to have a material adverse effect on of the EDP Group taken as a whole); and
 - (v) no steps having been taken and no omissions having been made which would result in the withdrawal, cancellation, termination or modification of any licence held by any member of the EDP Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which might reasonably be expected to have a material adverse effect on the EDP Group taken as a whole.

- (g) except as Disclosed, Bidco not having discovered that:
- (i) any financial, business or other information concerning the EDP Group publicly announced prior to the date of this Announcement or Disclosed to any member of the KCS Group any time by or on behalf of any member of the EDP Group is misleading, contains a misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading (in any such case to an extent which is material in the context of the EDP Group taken as a whole);
 - (ii) there is any information which affects, to an extent which is material in the context of the EDP Group taken as a whole, the import of any information publicly announced prior to the date of this Announcement by or on behalf of any member of the EDP Group;
 - (iii) any member of the EDP Group is subject to any liability, contingent or otherwise, other than in the ordinary course of business, which is material in the context of the EDP Group taken as a whole; or
 - (iv) any past or present member of the EDP Group has not complied in any respect with all applicable legislation, regulations, notices, circulars or orders of any Relevant Authority in any jurisdiction or any Authorisations, relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or the health and safety of humans, which non-compliance would be likely to give rise to any liability (including any penalty for non-compliance), whether actual or contingent, on the part of any member of the EDP Group which would be material in the context of the EDP Group taken as a whole;

Intellectual property

- (h) except as Disclosed, no circumstance having arisen or event having occurred in relation to any intellectual property owned or used by any member of the EDP Group which would or might be reasonably be expected to have a material adverse effect on the EDP Group taken as a whole or which is otherwise material in the context of the Acquisition, including:
- (i) any member of the EDP Group losing its title to any intellectual property material to its business, or any intellectual property owned by the EDP Group and material to its business being revoked, cancelled or declared invalid;
 - (ii) any claim being asserted in writing or threatened in writing by any person challenging the ownership of any member of the EDP Group to, or the validity or effectiveness of, any of its intellectual property; or
 - (iii) any agreement regarding the use of any intellectual property licensed to or by any member of the EDP Group being terminated or varied;

Anti-corruption, sanctions and criminal property

- (i) except as Disclosed, Bidco not having discovered that:
- (i) any past or present member, director, officer or employee of the EDP Group is, or has at any time, engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act 1977 or any other applicable anti-corruption legislation or that any person that performs or has performed services for or on behalf of the EDP Group is or has any time engaged in any activity, practice or conduct in

connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act 1977 or any other applicable anti-corruption legislation; or

- (ii) any asset of any member of the EDP Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition); or
- (iii) any past or present member, director, officer or employee of the EDP Group, or any other person for whom any such person may be liable or responsible, has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from: (A) any government, entity or individual in respect of which US or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, or HM Treasury & Customs; or (B) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States or the European Union or any of its member states.

Part B: Certain further terms of the Acquisition

1. Bidco reserves the right (subject to the requirements of the Code and the Panel) to waive, in whole or in part, the above Conditions in paragraph 3 of Part A.
2. If Bidco is required by the Panel to make an offer for EDP Shares under the provisions of Rule 9 of the Code, Bidco may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
3. The Acquisition shall lapse unless all the above Conditions in paragraphs 2(a), 2(b) and 3 have been fulfilled or, where permitted, waived by Bidco by no later than the time which is immediately before the commencement of the Court Hearing (or such later time and/or date as the Court may allow).
4. Bidco shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of the Conditions in paragraph 3 by a date earlier than the latest date for the fulfilment of that Condition notwithstanding that the other Conditions of the Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
5. Under Rule 13.5 of the Code, Bidco may not invoke a Condition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the Condition are of material significance to Bidco in the context of the Acquisition. The Conditions contained in paragraphs 1 and 2 of Part A are not subject to this provision of the Code.
6. The EDP Shares to be acquired under the Acquisition shall be acquired fully paid and free from all liens, charges, equitable interests, encumbrances, rights of pre-emption and any other rights and interests of any nature whatsoever and together with all rights now and hereafter attaching thereto, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the date of this Announcement. Accordingly, insofar as any dividend or other distribution or return of value is authorised, declared, made or paid in respect of Scheme Shares on or after the date of this Announcement and prior to the Effective Date, Bidco reserves the right to reduce the Offer Price payable by the amount per EDP Share of any such dividend, other distribution or return of value, except where the Scheme Shares are or will be acquired pursuant to the Scheme on a basis which entitles Bidco to receive the dividend, distribution or return of value and to retain it.

7. The availability of the Acquisition to Overseas Shareholders may be affected by the laws of any Restricted Jurisdiction. Overseas Shareholders should inform themselves about and observe any applicable requirements.
8. Bidco reserves the right, subject to the prior consent of the Panel, to implement the Acquisition by way of a Takeover Offer. In such event, the Takeover Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments to reflect the change in acquisition method.
9. The Acquisition is governed by English law and is subject to the jurisdiction of the English courts and to the Conditions and further terms set out in this Appendix I to this Announcement and those terms which will be set out in the Scheme Document. The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.
10. Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.
11. The Acquisition will lapse, and the Scheme will not become Effective, if:
 - (a) in so far as the Acquisition or any matter arising from or relating to the Acquisition constitutes a concentration with a Community dimension within the scope of the Regulation, the European Commission either initiates proceedings under Article 6(1)(c) of the Regulation or makes a referral to a competent authority in the United Kingdom under Article 9(1) of the Regulation and there is then a CMA Phase 2 Reference; or
 - (b) in so far as the Acquisition or any matter arising from the Acquisition does not constitute a concentration with a Community dimension within the scope of the Regulation, the Acquisition or any matter arising from or relating to the Acquisition becomes subject to a CMA Phase 2 Reference,

in each case, before the Court Meeting. In such event, Bidco will not be bound by the terms of the Scheme.

APPENDIX II
SOURCES OF INFORMATION AND BASES OF CALCULATION

- 1 As at the Last Practicable Date, EDP had 13,784,073 EDP Shares in issue. Of these, EDP held 1,083,097 EDP Shares in treasury, therefore 12,700,976 of such EDP Shares are subject to the Acquisition.
- 2 The aggregate transaction value has been calculated based on a fully diluted figure of 13,025,976 EDP Shares consisting of:
 - (a) 12,700,976 EDP Shares in issue on the Last Practicable Date (excluding shares held by EDP in treasury); and
 - (b) 325,000 EDP Shares in respect of which options are exercisable.
- 3 325,000 of the EDP Shares held in treasury will be used to satisfy the options stated at 2(b) above, the remaining 758,097 EDP Shares will be Excluded Shares for the purpose of the Scheme.
- 4 Closing Prices are taken from the Daily Official List.
- 5 Unless otherwise stated, the financial information relating to EDP is extracted from the audited consolidated financial statements of EDP for the financial year ended 30 September 2017, prepared in accordance with IFRS or the unaudited interim financial statements for the six months ended 31 March 2018.
- 6 The number of EDP Shares in respect of which options are exercisable is 325,000 EDP Shares. This figure is calculated on the Last Practicable Date and assumes: (i) that all options will be exercised to the maximum possible extent; and (ii) no options are exercised where the exercise price is above the Offer Price.

**APPENDIX III
IRREVOCABLE UNDERTAKINGS**

Irrevocable undertakings of EDP Directors and their associated parties

<i>Name of EDP Director or associated party</i>	<i>Number of EDP Shares in respect of which undertaking is given</i>	<i>Percentage of EDP's issued ordinary share capital (excluding shares held in treasury)</i>
Christopher Richard Spicer	1,000	0.007 per cent.
James Michael Storey	5,000	0.04 per cent.
Michael Aron Heller	1,711,350	13.47 per cent.
Julian Howard Wassell	95,000	0.75 per cent.
The Trustees of the Simon Heller Settlement	281,250	2.21 per cent.
The Trustees of the M A Heller Marriage Settlement	859,700	6.77 per cent.
London & Associated Properties PLC	26,250	0.21 per cent.
The Trustees of the Simon Heller Charitable Settlement	370,000	2.91 per cent.
The Trustees of the Michael Heller Charitable Foundation	150,000	1.18 per cent.
Nicola Ann Blake	170,000	1.34 per cent.

Each irrevocable undertaking outlined above binds the relevant EDP Director (or associated party) to, amongst other things, vote in favour of the Scheme at the Court Meeting and in favour of the resolution to be proposed at the General Meeting, in respect of the number of EDP shares in respect of which the undertaking is given. These irrevocable undertakings will cease to have effect if:

- (a) Bidco announces that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme or Takeover Offer (on no less favourable terms) is announced by Bidco; or
- (b) the Acquisition lapses or has been withdrawn (other than where Bidco exercises its right to implement the offer as a Takeover Offer rather than a Scheme) and no new, revised or replacement Scheme or Takeover Offer has been or is announced by KCSG; or
- (c) the Scheme does not become Effective (or a Takeover Offer has not become or been declared unconditional in all respects in accordance with the requirements of the Code) prior to 30 November 2018; or
- (d) in the event of the Acquisition being implemented by way of a Takeover Offer, the Takeover Offer document is not posted to EDP Shareholders within the permitted period under the Code; or
- (e) the Panel announces that, following a request from Bidco, it has released Bidco from its obligation to proceed with the Acquisition or confirms to Bidco or EDP or to any of their respective financial advisers that, following such request, it has done so.

These irrevocable undertakings remain binding in the event of a competing offer.

Other EDP Shareholders' irrevocable undertakings

<i>Name of EDP Shareholder</i>	<i>Number of EDP Shares in respect of which undertaking is given</i>	<i>Percentage of EDP's issued ordinary share capital (excluding shares held in treasury)</i>
Boyles Asset Management LLC	2,253,000	17.74 per cent.

Each irrevocable undertaking outlined above binds the relevant shareholder to, amongst other things, vote in favour of the Scheme at the Court Meeting and in favour of the resolution to be proposed at the General Meeting, in respect of the number of EDP Shares in respect of which the undertaking is given. These irrevocable undertakings will cease to have effect if:

- (a) Bidco announces that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme or Takeover Offer (on no less favourable terms) is announced by Bidco; or
- (b) the Acquisition lapses or has been withdrawn (other than where Bidco exercises its right to implement the offer as a Takeover Offer rather than a Scheme) and no new, revised or replacement Scheme or Takeover Offer has been or is announced by KCSG; or
- (c) the Scheme does not become Effective (or a Takeover Offer has not become or been declared unconditional in all respects in accordance with the requirements of the Code) prior to 30 November 2018; or
- (d) in the event of the Acquisition being implemented by way of a Takeover Offer, the Takeover Offer document is not posted to EDP Shareholders within the permitted period under the Code.

These irrevocable undertakings remain binding in the event of a competing offer.

APPENDIX IV

DEFINITIONS

“Acquisition”	the proposed acquisition of the entire issued and to be issued share capital of EDP (excluding the Excluded Shares) by Bidco (which is proposed to be effected by the Scheme), as described in this Announcement
“Announcement”	this announcement, made in accordance with Rule 2.7 of the Code, including its appendices
“Authorisations”	any and all authorisations, orders, grants, recognitions, determinations, confirmations, consents, licences, clearances, permissions, exemptions, certificates and approvals
“Bidco”	Eagle Bidco 2018 Limited, a company incorporated in England and Wales with registered number 11273164
“Business Day”	any day (other than a Saturday, Sunday or public or bank holiday in the UK) on which clearing banks in the City of London are generally open for normal business
“Cash Adjusted Premium”	a metric that measures the offer price premium on what the value of the share price would be without the cash on the balance sheet of the target company as at 31 March 2018
“Closing Price”	the closing middle-market quotation of an EDP Share on a particular trading day, as derived from the Daily Official List published by the London Stock Exchange
“CMA Phase 2 Reference”	a reference of the Acquisition to the chair of the Competition and Markets Authority for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013
“Code”	the City Code on Takeovers and Mergers
“Companies Act”	the Companies Act 2006
“Company” or “EDP”	Electronic Data Processing Public Limited Company, incorporated in England and Wales with registered number 00853560
“Competition and Markets Authority”	the Competition and Markets Authority in the United Kingdom, a statutory body established under the Enterprise and Regulatory Reform Act 2013
“Conditions”	the conditions of the Acquisition, as set out in Appendix 1 to this Announcement and to be set out in the Scheme Document
“Confidentiality Agreement”	an agreement dated 6 December 2017 between EDP, Kerridge Commercial Systems Limited and Accel-KKR, details of which are included at paragraph 16 of this Announcement
“Court”	the High Court of Justice in England and Wales
“Court Hearing”	the hearing of the Court to sanction the Scheme
“Court Meeting”	a meeting of the Scheme Shareholders (including any adjournment thereof) convened by order of the Court pursuant to section 899 of the Companies Act for the purpose of

	considering and, if thought fit, approving the Scheme (with or without amendment)
“Court Order”	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
“Dealing Disclosure”	has the same meaning as in Rule 8 of the Code
“Defined Benefit Pension Scheme”	the Electronic Data Processing Public Limited Company Pension and Life Assurance Scheme
“Disclosed”	information which has been fairly disclosed: <ul style="list-style-type: none"> (i) by or on behalf of EDP to Bidco (or its advisors) in a data room established by EDP for the purposes of the Acquisition; (ii) in the annual report and accounts of EDP for the year ended 30 September 2017; (iii) in any announcement to a RIS made by or on behalf of EDP prior to the date of this Announcement; or (iv) in this Announcement
“EDP Board”	the board of directors of EDP
“EDP Directors”	the directors of EDP for the time being
“EDP Group” or “Group”	EDP and its subsidiary undertakings
“EDP Meetings”	together the Court Meeting and the General Meeting
“EDP Share Scheme”	the 2010 Electronic Data Processing Public Limited Company EMI Share Option Plan, adopted on 16 March 2010
“EDP Shareholders”	holders for the time being of EDP Shares
“EDP Shares”	ordinary shares of 5 pence each in the capital of EDP
“Effective”	In the context of the Acquisition: <ul style="list-style-type: none"> (a) if the Acquisition is implemented by way of the Scheme, the Scheme becoming effective in accordance with its terms, upon the delivery of an office copy of the Court Order to the Registrar of Companies; or (b) if the Acquisition is implemented by way of the Takeover Offer, the Takeover Offer becoming or being declared unconditional in all respects in accordance with the requirements of the Code
“Enlarged Group”	the KCS Group as enlarged by the EDP Group
“ERP”	Enterprise Resource Planning
“Excluded Shares”	any EDP Shares: <ul style="list-style-type: none"> (i) which are registered in the name of or beneficially owned by KCSG or its nominee(s) or any subsidiary undertaking of KCSG or its nominee(s); or

	(ii) which are held in treasury (unless such EDP Shares cease to be so held)
“FCA” or “Financial Conduct Authority”	the United Kingdom Financial Conduct Authority
“Forms of Proxy”	the forms of proxy for use at the Court Meeting and the General Meeting
“FSMA”	the Financial Services and Markets Act 2000, as amended
“General Meeting”	the general meeting of EDP Shareholders (including any adjournment thereof) to be convened in connection with the Scheme to consider and, if thought fit, pass, <i>inter alia</i> , the General Meeting Resolution
“General Meeting Resolution”	the resolution to be proposed by EDP at the General Meeting in connection with (i) authorising the EDP Directors to take all required action in relation to the Scheme, (ii) amending EDP's articles of association, (iii) the re-registration of EDP as a private company and such other matters as may be necessary to implement the Scheme
“KCSG”	Kerridge Commercial Systems Group Limited, incorporated in England and Wales with registered number 09353225
“KCS Group”	KCSG and its subsidiary undertakings, including Bidco
“Last Practicable Date”	2 July 2018, being the last practicable date prior to the publication of this Announcement
“Listing Rules”	the rules and regulations made by the FCA under Part VI of FSMA and contained in the UK Listing Authority's publication of the same name, as amended from time to time
“Long Stop Date”	30 November 2018 or such later date (if any) as Bidco and EDP may agree and (if required) the Panel and the Court may allow
“LSE” or “London Stock Exchange”	London Stock Exchange plc
“offer period”	the offer period (as defined by the Code) relating to EDP, which commenced on 18 April 2016
“Offer Price”	91 pence, being the consideration payable in cash under the Scheme in respect of each Scheme Share
“Official List”	the Official List maintained by the FCA
“Opening Position Disclosure”	has the same meaning as in Rule 8 of the Code
“Overseas Shareholders”	EDP Shareholders (or nominees of, or custodians or trustees of, EDP Shareholders) not resident in, or nationals or citizens of, the United Kingdom
“Panel”	the Panel on Takeovers and Mergers
“pounds”, “£” or “pence”	the lawful currency of the United Kingdom
“Raymond James”	Raymond James Financial International Limited, registered in England and Wales with registered number 03127076
“Regulation”	Council Regulation (EC) No. 139/2004

“RIS” or “Regulatory Information Service”	any information service authorised from time to time by the Financial Conduct Authority for the purpose of disseminating regulatory announcements
“Restricted Jurisdiction”	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to EDP Shareholders in that jurisdiction
“Scheme”	the proposed scheme of arrangement under Part 26 of the Companies Act between EDP and the Scheme Shareholders in order to implement the Acquisition, upon the terms and subject to the conditions set out in this Announcement and to be set out in the Scheme Document (with or subject to any modification, addition or condition which Bidco and EDP may agree and the Court may impose or, if required, approve)
“Scheme Document”	the document to be sent to EDP Shareholders, persons with information rights and holders of options under the EDP Share Scheme containing, among other things, the Scheme (and the explanatory statement, as required by section 897 of the Companies Act) and notices of the Court Meeting and the General Meeting
“Scheme Record Time”	the record date and time for the Scheme, as specified in the Scheme Document
“Scheme Shareholders”	holders of Scheme Shares
“Scheme Shares”	EDP Shares: <ul style="list-style-type: none"> (i) in issue at the date of the Scheme Document; (ii) if any, issued after the date of the Scheme Document and before the Voting Record Time; and (iii) if any, issued after the Voting Record Time and before the Scheme Record Time in respect of which the original holder and any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme, <p>but excluding (a) in the case of references in this Announcement to “Scheme Shares” or “Scheme Shareholders” in relation to voting at the Court Meeting, any Excluded Shares in issue at the Voting Record Time and any Scheme Shares referred to in (iii) above and (b) in the case of other references in this Announcement to “Scheme Shares” or “Scheme Shareholders”, any Excluded Shares in issue at the Scheme Record Time</p>
“Settlement Agreements”	the settlement agreements which have been entered into between EDP and each of Julian Wassell and James Storey, as summarised in paragraph 18 of this Announcement
“subsidiary”, “subsidiary undertaking” and “undertaking”	shall be construed in accordance with the Companies Act
“Takeover Offer”	should the Acquisition be implemented by way of a takeover offer, as defined in Chapter 3 of Part 28 of the Companies Act,

	the recommended offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued share capital of EDP (excluding the Excluded Shares) and, where the context admits, any revision, variation, extension or renewal thereof
“UK or United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UKLA” or “UK Listing Authority”	the FCA acting for the purposes of Part VI of FSMA
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“Voting Record Time”	the date and time specified in the Scheme Document by reference to which entitlement to vote at the Court Meeting will be determined, expected to be 6.30 p.m. on the day which is two days prior to the date of the Court Meeting or, if the Court Meeting is adjourned, 6.30 p.m. on the day which is two days before the date of such adjourned meeting, in each case excluding any day falling on a weekend or a bank or public holiday in the UK

All references in this Announcement to any statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

All references to time in this Announcement are to London time unless otherwise stated.