

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you sell or have sold or otherwise transferred all of your registered holding of Ordinary Shares, please send this document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee. If you sell or have sold or otherwise have transferred only part of your registered holding of Ordinary Shares, you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was or will be made.

Neither the Fundraising nor the Scheme constitutes an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation and the Prospectus Regulation Rules made by the Financial Conduct Authority of the United Kingdom (the “**FCA**”) pursuant to sections 73A(1) and (4) of FSMA and has not been approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the AIM market of the London Stock Exchange (“**Admission**”). The New Ordinary Shares will not be admitted to trading on any other investment exchange. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM (following the General Meeting) on or around 14 July 2020. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares.

AIM is a market designed for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration, and if appropriate, consultation with a financial adviser.

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# **REDCENTRIC PLC**

*(incorporated and registered in England and Wales with registered number 08397584)*

## **Settlement with the FCA and Proposed Restitution Scheme**

**Proposed Placing and Subscription of 5,250,000 New Ordinary Shares at 110 pence  
per Ordinary Share**

**and**

**Notice of General Meeting**

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**This document should be read as a whole. Your attention is drawn, in particular, to the Letter from the Chairman of the Company set out on in Part 1 of this document which provides details of the Scheme and the Fundraising and recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.**

Notice of a General Meeting of Redcentric plc to be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London, EC4N 6AF at 11.00 a.m. on Monday 13 July 2020 is set out at the end of this document. Voting instructions are explained in the notes accompanying the Notice of General Meeting at the end of this document. The proxy appointment and instructions must be received by the Company’s Registrar as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on Thursday 9 July 2020.

Shareholders who hold their Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset Services (ID RA10) by no later than 11.00 a.m. on Thursday 9 July 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Due to the COVID-19 pandemic, Shareholders are requested not to attend the General Meeting. Information regarding the arrangements for the General Meeting due to the COVID-19 pandemic and what Shareholders should do in order to vote at the General Meeting are set out in paragraph 8 of Part 1 of this document.

The Ordinary Shares have not been or will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under the relevant laws of any state or other jurisdictions of the United States or any state, province or territory of Australia, Canada, Japan or the Republic of South Africa. Subject to certain exceptions, the New Ordinary Shares made available under the Fundraising may not, directly or indirectly, be offered, sold, taken up, delivered or transferred in or into the United States, Australia, Canada, Japan or the Republic of South Africa. The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares or the accuracy or adequacy. The New Ordinary Shares are being offered and sold only outside the United States in "offshore transactions" in accordance with Regulation S under the US Securities Act. There will be no public offer of the New Ordinary Shares in the United States.

finnCap Ltd ("**finnCap**"), which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is the nominated adviser to the Company and is acting as sole bookrunner to Redcentric in connection with the Placing and is acting exclusively for Redcentric and no one else in connection with the Proposals and will not be responsible to any person other than Redcentric for providing the regulatory and legal protections afforded to clients (as defined by the FCA Rules) of finnCap nor for providing advice in relation to the contents of this document or any matter, transaction or arrangement referred to in it.

Apart from the responsibilities and liabilities, if any, which may be imposed on finnCap by FSMA or the regulatory regime established thereunder, finnCap does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by finnCap in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Proposals and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. finnCap accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it may otherwise have in respect of this document or any such statement.

A copy of this document is available at the Company's website [www.redcentricplc.com](http://www.redcentricplc.com).

This document is dated and published on 26 June 2020.

## IMPORTANT NOTICE

### Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, none of the Company, finnCap, nor their respective directors undertakes any obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Neither the content of any website referred to in this document nor any hyperlinks on such website is incorporated in, or forms part of, this document.

The proposals in this document are conditional on, amongst other things, the approval of the Resolutions by Shareholders at the General Meeting.

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document are, unless otherwise stated, references to London time.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

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## STATISTICS RELATING TO THE FUNDRAISING AND SCHEME

Number of Existing Ordinary Shares in issue at the date of this document <sup>1</sup>	148,488,286
Number of New Ordinary Shares to be issued pursuant to the Fundraising	5,250,000
Issue Price for each New Ordinary Share	110 pence
New Ordinary Shares as a percentage of Existing Ordinary Shares	3.54%
New Ordinary Shares as a percentage of Enlarged Share Capital <sup>2</sup>	3.28%
Enlarged Share Capital following completion of the Proposals <sup>2</sup>	160,138,286

Notes:

- (1) Being the 149,310,713 Ordinary Shares in issue and excluding the 822,427 Ordinary Shares held in Treasury.
- (2) Assuming no further issue of Ordinary Shares prior to Admission and assuming the maximum number of Ordinary Shares that may be allotted pursuant to the Fundraising and the Scheme is 11,650,000.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the proposed Fundraising and the Scheme	7.00 a.m. on 26 June 2020
Publication of this document	26 June 2020
Publication of the Scheme Circular	26 June 2020
Latest Date for receipt of Proxy Votes	11.00 a.m. on 9 July 2020
General Meeting	11.00 a.m. on 13 July 2020
Scheme opens	12.00 p.m. on 13 July 2020
Admission of New Ordinary Shares	8.00 a.m. on 14 July 2020
Latest Date for receipt of Claim Forms	5.00 p.m. on 30 October 2020

Notes:

The dates set out in the Expected Timetable of Principal Events above and mentioned throughout this document may be adjusted by the Company and finnCap, in which event details of the new dates will be notified through a Regulatory Information Service.

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Ian Johnson ( <i>Non-Executive Chairman</i> ) Peter Brotherton ( <i>Chief Executive Officer</i> ) David Senior ( <i>Chief Financial Officer</i> ) Jon Kempster ( <i>Non-Executive Director</i> ) Steve Vaughan ( <i>Non-Executive Director</i> )
<b>Company Secretary</b>	Harn Jagpal
<b>Head Office and Registered Office</b>	Central House Beckwith Knowle Harrogate North Yorkshire HG3 1UG
<b>Broker and Nominated Adviser</b>	finnCap Ltd One Bartholomew Close London EC1A 7BL
<b>Legal Advisers to the Company</b>	CMS Cameron McKenna Nabarro Olswang LLP Cannon Place 78 Cannon Street London EC4N 6AF
<b>Legal Advisers to the Nominated Adviser</b>	Osborne Clarke LLP One London Wall London EC2Y 5EB
<b>Registrars</b>	Link Asset Services The Registry Beckenham Road Beckenham Kent BR3 4TU

## PART 1

### LETTER FROM THE CHAIRMAN OF REDCENTRIC PLC

# REDCENTRIC PLC

*(Registered in England and Wales with registered number 08397584)*

*Directors:*

Ian Johnson (*Non-Executive Chairman*)  
Peter Brotherton (*Chief Executive Officer*)  
David Senior (*Chief Financial Officer*)  
Jon Kempster (*Non-Executive Director*)  
Steve Vaughan (*Non-Executive Director*)

*Registered office:*

Central House  
Beckwith Knowle  
Harrogate  
North Yorkshire  
HG3 1UG

26 June 2020

Dear Shareholder,

### **Proposed Restitution Scheme, Proposed Placing and Subscription of 5,250,000 New Ordinary Shares at 110 pence per Ordinary Share and Notice of General Meeting**

#### **1. Introduction**

Your Board announced earlier today that the Company has agreed a settlement with the FCA in connection with its investigation into the Company (the “**Settlement**”) in relation to certain historical accounting misstatements. The FCA investigation commenced on 17 March 2017 and related, amongst other things, to the 2015 Interim Results published by the Company on 9 November 2015. Under the terms of the Settlement, the Company has agreed with the FCA to implement a restitution scheme to compensate those who suffered loss (the “**Scheme**”) as a result of the accounting misstatements contained in announcements issued by the Company in the period from 9 November 2015 to 4 November 2016 and, as such, the FCA will not impose a fine on the Company. The Company has committed to pay up to approximately £11.4 million pursuant to the Scheme (including costs) by way of a combination of cash and share consideration. In order to allow valid claimants under the Scheme the flexibility to receive the amounts due to them either in cash or Ordinary Shares or a mixture of both, the Company is conducting the Placing and the Subscription with certain institutional and other investors. Although the Company has existing shareholder authorities in place, which were granted by Shareholders at its last annual general meeting and would permit the Directors to issue Ordinary Shares for cash on a non-pre-emptive basis, the Board considers that it is appropriate (given the unusual nature of the Scheme) to seek specific shareholder approval for the issue of Ordinary Shares pursuant to the Proposals. This will be sought at the General Meeting of the Company to be held on Monday 13 July 2020, notice of which is set out at the end of this document.

In addition, the Company has entered into a Settlement Deed with Harwood Capital pursuant to which Harwood Capital have agreed to waive all their claims against the Company in exchange for the issue of 308,000 Ordinary Shares in the same manner as if they had participated in the Scheme. Further details of the Settlement Deed are set out in paragraph 11 below.

#### **2. Background to and reasons for the Proposals**

On 17 March 2017, the FCA notified the Company that it was conducting an investigation in connection with the Company’s publication of accounting information and other announcements concerning its financial information. The investigation involved allegations that the Company may have committed certain offences. The Company has cooperated fully with the FCA throughout its investigation but the investigation has led to the Group incurring significant additional costs and has diverted substantial management time away from the running of the Group’s business.

The Company has now reached a settlement with the FCA which is set out in the Final Notice published by the FCA earlier today. This settlement involves the Company agreeing to implement the Scheme, details of

which are set out in this document. The Company will publish full details of the Scheme in the Scheme Circular which will shortly be published on the Company's website.

Under the Scheme, Potential Claimants who were Net Purchasers of Ordinary Shares during the relevant period, from 9 November 2015 (the date on which the 2015 Interim Results were published) to 4 November 2016 (the last dealing day before the Company's release of an announcement issuing a corrective statement) (the "**Relevant Period**") have a Basic Entitlement to claim 0.13 of an Ordinary Share and 2.66 pence in cash for each net Ordinary Share purchased during that period. Potential Claimants will be entitled to vary what they receive under the Scheme so that instead of the Basic Entitlement, they can receive any of the following: (a) 100 per cent. in Ordinary Shares; (b) 100 per cent. in cash; or (c) 50 per cent. in Ordinary Shares and 50 per cent. in cash. The value of entitlements under the Scheme has been calculated using a value for an Ordinary Share equal to the Issue Price. On the basis of the Issue Price of 110 pence per New Ordinary Share, the value of the Basic Entitlement is approximately 17 pence for each net Ordinary Share purchased during the Relevant Period. Further details of the bases of valuation are set out in Part 2 of this document.

The Company is committing £2.2 million from its existing cash resources to fund part of the potential cash element of the Scheme. In order to fund the maximum potential cash cost of the Scheme, the Company has placed, through finnCap, the Placing Shares with institutional and other investors and agreed the Subscription for the Subscription Shares with Coltrane.

The Directors set out in paragraph 5 below why they think that the Proposals are in the best interests of Shareholders as a whole and benefit valid claimants under the Scheme.

### **3. Principal terms of the Scheme**

The principal terms of the Scheme are set out below and further details are set out in the Scheme Circular, which will be published later today and will be available on the Company's website.

#### ***Potential Claimants***

It is proposed that the Scheme will cover all impacted shareholders (both retail and institutional, existing and former, subject to certain exceptions) who were Net Purchasers ("**Potential Claimants**") during the Relevant Period. The Company believes that the aggregate net purchases of Ordinary Shares ("**Net Relevant Share Purchases**") amounts to approximately 62.5 million Ordinary Shares.

#### ***Basic Entitlement of Claimants***

Each Potential Claimant will have a basic entitlement to receive 2.66 pence in cash and 0.13 of an Ordinary Share for each net Ordinary Share purchased over the Relevant Period (the "**Basic Entitlement**"). At the Issue Price, 0.13 of an Ordinary Share has a value of 14.3 pence and so the Basic Entitlement has an aggregate initial value of approximately 17 pence for each Net Relevant Share Purchase covered by the Scheme. Potential Claimants will not be entitled to receive any fractions of Ordinary Shares or fractions of a penny and any such fractions will be disregarded. Part 2 of this document sets out the basis of valuation of entitlements under the Scheme.

#### ***Mix and Match Facility***

The Company will implement a "Mix and Match" facility as part of the Scheme which shall offer Potential Claimants to elect (instead of the Basic Entitlement) to receive either (i) a full cash payment, (ii) a full share payment, or (iii) an equal split of cash and shares. The ability to offer the "full cash payment" and the Mix and Match Facility will be underpinned by the Fundraising and the ability to offer the "full share payment" and the "split payment" will be subject to the Share Cap.

#### ***Share Cap***

In order to avoid the possibility of the Company having to issue a prospectus, the number of Ordinary Shares which can be allotted to satisfy valid elections under the Scheme is limited to 6,400,000 Ordinary Shares. On the basis that the Company believes that there are approximately 60,500,000 Net Relevant Share Purchases (excluding the 2,000,000 Net Relevant Share Purchases which are the subject of the Settlement Deed) which are covered by the Scheme, the Company believes that it is extremely unlikely that the Share Cap will be reached. However, if the Share Cap is reached any further Restitution Payments will be settled in cash only.

### **Waiver of Claims**

Each Potential Claimant who receives a Restitution Payment will be required to waive any and all claims they may have against the Company including in relation to (i) any matters arising out of or in any way connected with the matters referred to in the Final Notice including, in particular, the accounting misstatements contained in the 2015 Interim Results and all subsequent announcements relating to the financial position of the Company up to 4 November 2016 or (ii) any matters in any way connected to the administration of the Scheme.

### **Scheme Timeframe**

Assuming the Resolutions are passed, the Administrator of the Scheme will start processing claims from the passing of the Resolutions until the closure of the Scheme at 5.00 p.m. on 30 October 2020 during which time Potential Claimants will be able to submit their elections. Assuming the Resolutions are passed at the General Meeting, the Company will make payments under the Scheme and apply for admission to trading on AIM of any Ordinary Shares issued to satisfy valid claims under the Scheme as and when the claims are completed by the Scheme administrator.

### **Value of the Scheme**

Based on the Issue Price, the Scheme (assuming 100 per cent. take up in cash) is expected to have an aggregate value of approximately £11.4 million (inclusive of costs of approximately £0.5 million and a contingency of £0.3 million) which will be funded by the issue of the New Ordinary Shares at the Issue Price, the issue of Ordinary Shares under the Scheme and £2.2 million of cash from the Group's existing cash resources.

The Company has included a contingency of £0.3 million as it has not been possible to establish yet whether there are any Net Purchasers in the underlying clients' holdings shown on the share register as held in the names of nominee companies related to various retail client intermediary platforms. As such, the contingency is in place to cover any claims from additional Net Purchasers deriving from those intermediary platform holdings. The Company believes that this contingency should be adequate to cover this eventuality but, if not, the Company will have to settle valid claims under the Scheme which may exceed this contingency.

### **Administration of the Scheme**

The Company has appointed Deloitte LLP to administer the Scheme to verify claims from Potential Claimants and to notify the Company that it should arrange payments to valid claims from Potential Claimants.

## **4. The Fundraising**

Pursuant to the Placing Agreement, finnCap has agreed to use its reasonable endeavours to procure Placees for 3,910,000 Placing Shares at the Issue Price. In addition, Coltrane has agreed to subscribe for the 1,340,000 Subscription Shares at the Issue Price. The Fundraising will raise aggregate gross proceeds of £5.775 million for the Company.

The Fundraising is conditional, *inter alia*, on the following:

- (i) the Resolutions being passed (without amendment) at the General Meeting;
- (ii) the Company not suffering an insolvency event prior to Admission (which would allow termination of the Placing Agreement by finnCap) and the Placing Agreement becoming unconditional in all respects; and
- (iii) Admission of the Placing having become effective on or before 8.00 a.m. on 14 July 2020 (or such later date and/or time as the Company and finnCap may agree, being no later than 8.00 a.m. on 31 July 2020).

Application will be made for the New Ordinary Shares to be admitted to trading on AIM, subject to the passing of the Resolutions at the General Meeting. It is expected that Admission will become effective on or around 14 July 2020 and that dealings for normal settlement in the New Ordinary Shares will commence at 8.00 a.m. on that date. The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Ordinary Shares in issue at that time, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Coltrane, ND Capital Investments (“**ND Capital**”) and Richard Griffiths, (together the “Substantial Shareholders”) are individually substantial shareholders in the Company holding 10 per cent. or more of the Existing Ordinary Shares and consequently are considered to be a related party pursuant to Rule 13 of the AIM Rules.

Coltrane are subscribing for 1,340,000 Subscription Shares by way of a direct subscription with the Company at the Issue Price representing approximately 25.5 per cent. of the Fundraising. ND Capital are subscribing for 1,300,000 Placing Shares in the Placing at the Issue Price representing approximately 24.8 per cent. of the Fundraising. Richard Griffiths is subscribing for 1,000,000 Placing Shares in the Placing at the Issue Price representing approximately 19.0 per cent. of the Fundraising

The subscriptions by each of the Substantial Shareholders are related party transactions for the purposes of the AIM Rules. The Directors consider, having consulted with the Company’s nominated adviser, finnCap, that the terms upon which the Substantial Shareholders are participating in the Placing and the Subscription in the case of Coltrane are fair and reasonable insofar as the Company’s shareholders are concerned.

## **5. Benefits of the Proposals**

The Directors believe that the FCA investigation has had a negative impact on the Group’s business, leading to the Group incurring significant additional costs and diverting substantial management time away from the running of the Group’s business. If the Settlement had not been agreed with the FCA, the Company would be subject to continued uncertainty and the potential threat of proceedings brought by the FCA. The Directors consider that this would have had a material and adverse impact on the Group’s business through continuing additional costs, diversion of management time and a significant effect on the ability to retain and/or obtain additional contracts (particularly with public sector organisations).

As a result, the Directors believe that the Proposals are in the best interests of the Company and its Shareholders as a whole and should afford the following benefits:

- conclude the FCA investigation which has been ongoing for the past three years and remove the threat of potential proceedings being brought against the Company;
- provide compensation to impacted shareholders and reduce the risk of litigation being brought by impacted shareholders as valid claimants under the Scheme will be required to sign a waiver of all claims against the Company and its affiliates;
- remove the distraction of management time and allow the Group to focus on the future and growing its business;
- remove the uncertainty created by the FCA investigation with potential customers (especially public sector organisations); and
- give the Company the ability to engage with entities within the regulated sector which has been restricted during the FCA investigation.

In addition, the Proposals give valid claimants under the Scheme: (a) the flexibility to receive any Restitution Payment in cash or Ordinary Shares or a mixture of both; and (b) (if the valid claimant elects to receive some or all of the entitlement in Ordinary Shares) the chance to participate in any future growth in the Company’s share price.

## **6. Current trading and prospects**

The Company has today issued the following trading update:

“Redcentric plc (AIM: RCN), a leading UK IT managed services provider, is today pleased to issue a trading update.

### ***Trading Update***

The Board has been encouraged by the Company’s trading performance in the year to date, with recurring revenue orders received in Q1 FY21 expected to be marginally ahead of Q1 FY20 and significantly ahead of the Board’s expectations at the time of the last trading update and COVID-19 update released on 3 April 2020.

In addition, customer installations in the quarter are expected to be significantly higher than the equivalent period last year and ahead of expectations at the time of the last trading update.

The data centre and network restructuring programme will be largely complete by the end of June 2020 and the Company now expects to deliver annualised cost savings in FY21 and onwards of slightly more than the £2.8 million previously announced.

The Company continues to monitor government recommendations relating to COVID-19 in both the UK and India and is taking all safety precautions necessary to ensure the continued wellbeing of its customers and employees. The majority of employees continue to work remotely and no employees have been furloughed to date.

Following the positive start to the year, the Board remains appropriately cautious on future trading due to the uncertainty around the economic effects of the COVID-19 pandemic. Whilst demand for new business in Q1 FY21 has been strong, the Company has also experienced customers deferring decisions on largescale IT projects due to COVID-19.

### **Cash and Liquidity**

Cash collection has been strong with over 90 per cent. of the FY20 year-end trade debtor balance collected to date whilst also providing deferred payment support to some customers who have been badly affected by COVID-19. No significant bad debts have been incurred.

As recently announced, the Company has committed banking facilities to 30th June 2022, which comprise a £17.5 million revolving credit facility ("RCF"), and a £5 million asset financing facility ("AFF"). At today's date £10 million is currently drawn on the RCF and £2 million on the AFF leaving headroom of £10.5 million.

### **Dividend**

The Board remains committed to a progressive dividend policy but given the continued uncertainty resulting from the COVID-19 pandemic and today's announcement regarding the restitution scheme, the Board has decided not to recommend the payment of a final dividend in respect of FY20 to shareholders. The Company will reinstate dividend payments once the outlook becomes more certain.

### **FY20 Results Date**

As announced on 19 June 2020, the audited results will be published on 21 July 2020.

Trading for the year to 31 March 2020 was in line with the Board's expectations and pre IFRS16 net debt at 31 March 2020 was £13.5 million, as announced on 3 April 2020."

## **7. Notice of General Meeting**

The issue of the New Ordinary Shares is conditional upon, *inter alia*, the approval by the Shareholders of the Resolutions. A notice convening the General Meeting to be held at 11.00 a.m. on Monday 13 July 2020 at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London, EC4N 6AF is, for the purpose of considering and, if thought fit, passing the Resolutions, is set out at the end of this document.

### **Resolution 1 – Authority to allot shares**

Resolution 1 is an ordinary resolution to authorise the Directors under section 551 of the Act to issue and allot the New Ordinary Shares. The Act requires that the authority of Directors to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or convert any security into shares (the "relevant securities") should be subject to the approval of Shareholders in a general meeting or to an authority set out in the Company's articles of association. Accordingly, Resolution 1 will be proposed to authorise the Directors to allot relevant securities in respect of the issue of the New Ordinary Shares and any Ordinary Shares to be issued pursuant to the Scheme. This authority is in addition to all existing authorities under section 551 of the Act and will expire at the conclusion of the Company's next annual general meeting or 15 months after the passing of the Resolution, whichever is the earlier.

## **Resolution 2 – Disapplication of statutory pre-emption rights**

Resolution 2 is a special resolution to disapply the statutory pre-emption rights under section 570 of the Act in respect of “equity securities” (as defined in section 560 of the Act). The Act requires that any equity securities issued wholly for cash must be offered to existing Shareholders in proportion to their existing shareholdings unless otherwise approved by Shareholders in a general meeting or accepted under the Company’s articles of association. A special resolution will be proposed at the General Meeting to give the Directors authority to allot equity securities for cash other than on a pro rata basis pursuant to the issue of the New Ordinary Shares and any Ordinary Shares to be issued pursuant to the Scheme. This authority is in addition to all existing authorities under section 570 of the Act and will expire on the conclusion of the Company’s next Annual General Meeting or 15 months after the passing of the Resolution, whichever is the earlier.

## **8. Arrangements for the General Meeting**

The Board strongly urges Shareholders to comply with Government public health instructions in respect of the COVID-19 pandemic and social contact, public gatherings and non-essential travel. Please note that the Company currently intends to refuse entry to Shareholders who do attempt to attend the General Meeting in order to comply with those public health instructions. The health of the Shareholders, as well as its officers and employees, is of paramount importance. It is expected that the Company’s attendance in person at the General Meeting will be limited to satisfy the requirements of a quorum. The General Meeting will end immediately following the formal business required and there will be no corporate presentations, Q&A or refreshments. Social distancing measures will be in place and strict hygiene arrangements in force. Shareholders are therefore requested to participate in the General Meeting by proxy rather than attend the General Meeting in person.

The results of the General Meeting will be available on the Company’s website shortly after the General Meeting has closed. The Board continues to follow advice issued by the Government with respect to the COVID-19 pandemic and will issue further guidance if necessary.

In light of this request to not attend the General Meeting, the Board shall accept any questions relating to the business being dealt with at the General Meeting to be submitted by Shareholders in advance to the Company and the Company shall publish the question and the response on the Company website in advance of the General Meeting. Any such questions should be sent to the following email address [investorrelations@redcentricplc.com](mailto:investorrelations@redcentricplc.com) so as to be received by no later than 11.00 a.m. on Thursday 9 July 2020.

## **9. Action to be taken**

**We are not sending out a form of proxy and Shareholders are encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions provided. The proxy appointment and instructions must be received electronically by the Company’s Registrar, Link Asset Services, at 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and, in any event, so as to arrive no later than 11.00 a.m. on Thursday 9 July 2020.**

**If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset Services (ID RA10) by no later than 11.00 a.m. on Thursday 9 July 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).**

In order for the Proposals to proceed, Shareholders will need to approve the Resolutions set out in the Notice of General Meeting.

## **10. Irrevocable undertakings to vote in favour of the Resolutions**

As at the date of this document, the Company has received irrevocable undertakings to vote in favour of the Resolutions from Shareholders (excluding Directors) accounting for 110,494,021 Existing Ordinary Shares representing 74.41 per cent. of the Existing Ordinary Shares in issue at 25 June 2020 (being the latest practicable date prior to the publication of this document).

In addition, the Directors have irrevocably undertaken to vote in favour of all of the Resolutions in respect of their direct holdings, amounting, in aggregate, to 135,249 Existing Ordinary Shares, representing approximately 0.09 per cent. of the Existing Ordinary Shares in issue as at 25 June 2020 (being the latest practicable date prior to the publication of this document).

Accordingly, the Company has received irrevocable undertakings or letters of intent to vote (or procure the vote) in favour of the Resolutions at the General Meeting in respect of an aggregate of 110,629,270 Existing Ordinary Shares, representing approximately 74.50 per cent. of the Existing Ordinary Shares in issue as at 25 June 2020 (being the latest practicable date prior to the publication of this document).

#### **11. Settlement Deed with Potential Claimants under the Scheme**

The Company has entered into a Settlement Deed with Harwood Capital whereby funds managed by it have agreed to waive all their claims against the Company in exchange for the issue of 308,000 Ordinary Shares, in the same manner as if they participated in the Scheme and elected to receive their entitlement wholly in Ordinary Shares. The Ordinary Shares issued pursuant to the Settlement Deed will be issued out of existing authorities that the Company obtained at its last annual general meeting but the Settlement Deed is conditional on the Resolutions being passed at the General Meeting.

The Settlement Deed relates to 2,000,000 Net Relevant Share Purchases, which the Company believes is approximately 3.2 per cent. of the aggregate number of Net Relevant Share Purchases.

#### **12. Recommendation**

The Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. The Directors have irrevocably undertaken to vote, or to direct that votes are cast, in favour of the Resolutions in respect of 135,249 Existing Ordinary Shares, in aggregate, representing approximately 0.09 per cent. of the Existing Ordinary Shares in issue as at 25 June 2020 (being the latest practicable date prior to the publication of this document).

Yours faithfully,

**Ian Johnson**  
*Chairman*

## **PART 2**

### **SOURCES AND BASES OF VALUATION**

The valuation of entitlements under the Scheme has been made on the basis that Ordinary Shares are valued at the Issue Price under the Fundraising which gives the following values:

#### **Basic Entitlement**

The basic entitlement of 0.13 of an Ordinary Share is valued at 14.3 pence which, together with the 2.66 pence in cash, gives an aggregate value of approximately 17 pence per Net Relevant Share Purchase.

#### **Cash Payment**

An election for a full cash payment under the Mix and Match Facility will give rise to a cash only payment of approximately 17 pence per Net Relevant Share Purchase.

#### **Share Payment**

An election for the full share payment under the Mix and Match Facility will give rise to a share only payment comprising 0.154 of an Ordinary Share, with a value at the Issue Price of approximately 17 pence per Net Relevant Share Purchase.

#### **Split Payment**

An election for a split payment comprising payment by way of 50 per cent. in cash and 50 per cent. by way of issue of Ordinary Shares under the Mix and Match Facility will give rise to a payment comprising 0.077 of an Ordinary Share (valued at the Issue Price at 8.48 pence) together with 8.48 pence in cash, giving an aggregate value of approximately 17 pence per Net Relevant Share Purchase.

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

<b>“2015 Interim Results”</b>	means the unaudited interim results of the Company for the six months ended 30 September 2015 published on 9 November 2015
<b>“Act”</b>	means the Companies Act 2006
<b>“Admission”</b>	means admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
<b>“AIM”</b>	means the AIM market operated by the London Stock Exchange
<b>“AIM Rules”</b>	means the AIM Rules for Companies, as published by the London Stock Exchange from time to time
<b>“Basic Entitlement”</b>	has the meaning set out in paragraph 3 of Part 1 of this document
<b>“Board”</b>	means the board of Directors of the Company
<b>“certificated” or “certificated form”</b>	means not in uncertificated form
<b>“Coltrane”</b>	means Coltrane Asset Management
<b>“Company” or “Redcentric”</b>	means Redcentric plc
<b>“CREST”</b>	means the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Regulations
<b>“CREST member”</b>	means a person who has been admitted by Euroclear UK & Ireland as a system-member (as defined in the Regulations)
<b>“CREST participant”</b>	means a person who is, in relation to CREST, a system-participant (as defined in the Regulations)
<b>“CREST sponsor”</b>	means a CREST participant admitted to CREST as a CREST sponsor
<b>“CREST sponsored member”</b>	means a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
<b>“Directors”</b>	means the directors of the Company at the date of this document whose names are set out on page 7 of this document
<b>“Enlarged Share Capital”</b>	means the issued share capital of the Company following completion of the Proposals, as enlarged by the New Ordinary Shares and the Ordinary Shares issued under the Scheme
<b>“Euroclear UK &amp; Ireland”</b>	means Euroclear UK & Ireland Limited, the operator of CREST
<b>“Existing Ordinary Shares”</b>	means the 148,488,286 Ordinary Shares in issue at the date of this document excluding the 822,427 Ordinary Shares held in treasury
<b>“FCA”</b>	means the Financial Conduct Authority
<b>“FCA Rules”</b>	means the handbook of rules and guidance published by the FCA, as amended from time to time

<b>“Final Notice”</b>	means the final notice issued by the FCA to the Company on 26 June 2020 given under, and in accordance, with section 390 of FSMA
<b>“finnCap”</b>	means finnCap Ltd, the Company’s nominated adviser, broker and sole bookrunner
<b>“FSMA”</b>	means the Financial Services and Markets Act 2000
<b>“Fundraising”</b>	means the Placing and the Subscription together
<b>“General Meeting”</b>	means the general meeting of the Company convened for 11.00 a.m. on Monday 13 July 2020, notice of which is set out at the end of this document
<b>“Group”</b>	means the Company and its subsidiary undertakings
<b>“Issue Price”</b>	means 110 pence per New Ordinary Share
<b>“London Stock Exchange”</b>	means London Stock Exchange plc
<b>“Mix and Match Facility”</b>	means the election by Potential Claimants to receive Restitution Payments in a proportion different to the Basic Entitlement either by way of a payment of cash and/or issue of Ordinary Shares or both
<b>“Net Purchasers”</b>	means, subject to certain exceptions, those Shareholders who made a positive number of Net Relevant Share Purchases
<b>“Net Relevant Share Purchase(s)”</b>	means the number of Ordinary Shares that were purchased by a Potential Claimant in the Relevant Period less the number of Ordinary Shares sold by a Potential Claimant in the Relevant Period
<b>“New Ordinary Shares”</b>	means the Placing Shares and the Subscription Shares together
<b>“Ordinary Shares”</b>	means ordinary shares of 0.1 pence each in the capital of the Company
<b>“Placee”</b>	means any person who has agreed to subscribe for Placing Shares pursuant to the Placing
<b>“Placing”</b>	means the conditional placing by finnCap as agent on the Company’s behalf of the Placing Shares at the Issue Price pursuant to the Placing Agreement
<b>“Placing Agreement”</b>	means the agreement dated 26 June 2020 between the Company and finnCap relating to the Placing
<b>“Placing Shares”</b>	means 3,910,000 new Ordinary Shares which have been conditionally placed with institutional and certain other investors pursuant to the terms of the Placing
<b>“Potential Claimants”</b>	has the meaning set out in paragraph 3 of Part 1 of this document
<b>“Proposals”</b>	means, together, the Placing, the Subscription, Admission and the Scheme, as detailed in this document and the Scheme Circular
<b>“Prospectus Regulation”</b>	means Regulation (EU) 2017/1129
<b>“Prospectus Regulation Rules”</b>	means the prospectus regulation rules made by the FCA under Part VI of FSMA

<b>“Registrars”</b>	means Link Asset Services of The Registry, Beckenham Road, Beckenham, Kent, BR3 4TU
<b>“Regulations”</b>	means the Uncertificated Securities Regulations 2001
<b>“Regulatory Information Service”</b>	means any of the services for the dissemination of information by quoted issuers on the list of Regulatory Information Services maintained by the FCA
<b>“Relevant Period”</b>	means the period from 9 November 2015 (the date of the announcement of the 2015 Interim Results by the Company) to 4 November 2016 (the last dealing day before the announcement by the Company of accounting misstatements) inclusive
<b>“Resolutions”</b>	means the resolutions set out in the notice of General Meeting at the end of this document
<b>“Restitution Payments”</b>	means any payment satisfied by the payment of cash and/or issue of Ordinary Shares to Potential Claimants in respect of valid claims under the proposed Scheme
<b>“Scheme”</b>	has the meaning set out in paragraph 1 of Part 1 of this document
<b>“Scheme Circular”</b>	means the circular setting out the terms of the Scheme to be published on or around the date of this document by the Company
<b>“Settlement”</b>	has the meaning set out in paragraph 1 of Part 1 of this document
<b>“Settlement Deed”</b>	means the deed of settlement dated 26 June 2020 between the Company and Harwood Capital settling all claims against the Company in the same manner and on the same restitution basis as if they had participated in the Scheme
<b>“Share Cap”</b>	means the limit of 6,400,000 Ordinary Shares which can be allotted under the Scheme as described in paragraph 3 of Part 1 of this document
<b>“Shareholders”</b>	means holders of Ordinary Shares from time to time
<b>“Subscription”</b>	means the subscription for 1,340,000 Subscription Shares by Coltrane
<b>“Subscription Shares”</b>	means the 1,340,000 new Ordinary Shares being subscribed by Coltrane pursuant to the Subscription
<b>“uncertificated” or “uncertificated form”</b>	means recorded on the relevant register or other record of the share or other security concerned as being held in uncertificated form in CREST, and title to which, by virtue of the Regulations, may be transferred by means of CREST
<b>“United Kingdom” or “UK”</b>	means the United Kingdom of Great Britain and Northern Ireland
<b>“United States” or “US”</b>	means the United States of America, its territories and possessions and any state of the United States and the District of Columbia

# REDCENTRIC PLC

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of Redcentric plc (“**Redcentric**” or the “**Company**”) will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London, EC4N 6AF at 11.00 a.m. on Monday 13 July 2020 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

### **Resolution 1 – Authority to allot shares**

**THAT**, in addition to any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares of the Company (“**Allotment Rights**”) up to an aggregate nominal amount of £12,000, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights in pursuance of such an offer or agreement as if this authority had not expired.

### **Resolution 2 – Disapplication of statutory pre-emption rights**

**THAT**, conditional on the passing of resolution 1 and in addition to any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 1, and/or by way of a sale of treasury shares (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that the power conferred by this resolution shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £12,000. Unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

By order of the Board of Directors

**Harn Jagpal**  
*Secretary*

26 June 2020

*Registered Office:*  
Central House  
Beckwith Knowle  
Harrogate  
North Yorkshire  
HG3 1UG

Notes:

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the register of members of the Company ("**Register of Members**") at close of trading on 9 July 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting. The Company currently intends to refuse entry to Shareholders who do attempt to attend the General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
3. In the case of joint holders, where more than one of the joint holders purport to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members in respect of the joint holding (the first named being the most senior).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
5. Any member wishing to vote at the General Meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. You can appoint a proxy by:
  - logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
  - requesting a hard copy form of proxy directly from the registrars, Link Asset Services on Tel: 0371 664 0300. 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. Link Asset Services' offices are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. A hard copy proxy form should be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Link Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or
  - in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. Proxy appointments, whether submitted electronically or by post, must be received by Link Asset Services by no later than 11.00 a.m. on Thursday 9 July 2020.
6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 10 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so. However, please note the Company currently intends to refuse entry to Shareholders who do attempt to attend the General Meeting.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 11.00 a.m. on Thursday 9 July 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at 25 June 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 149,310,713 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 25 June 2020 are 149,310,713.

13. Any shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered. However please note the Company currently intends to refuse entry to Shareholders who do attempt to attend the General Meeting. In light of this, the Board shall accept any such questions relating to the business being dealt with at the General Meeting to be submitted by Shareholders in advance to the Company and the Company shall publish the question and the response on the Company website in advance of the General Meeting.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either this Notice of General Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated. A copy of this Notice of General Meeting, and other information required by Section 311A of the Act, can be found on the Company's website at [www.redcentricplc.com](http://www.redcentricplc.com).