

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take in relation to the contents of this letter, you are recommended to seek your own financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Eckoh PLC, please forward this letter and the accompanying announcement at once to the purchaser or transferee or to the broker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or the transferee. However, this documentation should not be forwarded or transmitted in or into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.

Eckoh PLC

(Incorporated in England and Wales under the Companies Act 1985
with registered number 03435822)

Registered office: Telford House, Corner Hall, Hemel Hempstead, Hertfordshire, HP3 9HN

31 October 2024

To the shareholders of and holders of options over shares in Eckoh PLC (the "Company")

Dear Shareholder or Optionholder

Publication of recommended firm offer announcement

On 30 October 2024, the boards of Eagle UK Bidco Limited ("**Bidco**"), an indirect, wholly-owned subsidiary of certain funds managed by Bridgepoint Advisers II Limited, and the Company announced agreement on the terms of a recommended cash acquisition by Bidco of the entire issued and to be issued share capital of the Company (the "**Acquisition**") at a price of 54 pence per Company share ("**Announcement**").

It is intended that the Acquisition will be implemented by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006. The Acquisition is proceeding with the unanimous recommendation of the Eagle Independent Directors, as described in the Announcement.

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers ("**Code**"), I enclose a copy of the Announcement issued jointly by the boards of Bidco and the Company, to keep you informed of developments. The enclosed copy of the Announcement includes a summary of the provisions of Rule 8 of the Code, which are also included at the end of this letter.

The formal scheme documentation providing further information will be posted to you in due course, subject to the restrictions on distribution described in the Announcement. Shareholders need take no action at this time.

This letter is not a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full. A copy of this letter and the Announcement have been published on the Company's website at eckoh.com/investors. For the avoidance of doubt, the content of this website is not incorporated into, and does not form part of, this letter.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to Bidco as required under Section 4 of Appendix 4 of the Code.

If you have any questions about this letter, the Announcement or any administrative issue, please contact the Company's registrars, Link Group, during business hours on +44 (0) 371 664 0300, or in writing to 10th Floor, Central Square 29 Wellington Street Leeds LS1 4DL, United Kingdom. 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.

You may request a hard copy of the Announcement. You may also request that all future documents, announcements and information in relation to the Acquisition be sent to you in hard copy form and subsequently such information will be sent to you in hard copy without the need to make any further requests. Such a request may be made to Link Group in writing to the address set out above, including an address to which the hard copy may be sent or by calling the telephone number above.

Yours sincerely

**Nicholas Philpot, Chief Executive Officer
Eckoh PLC**

Directors' Responsibility Statement

The directors of the Company (the "**Directors**") accept responsibility for the information contained in this letter (including any expressions of opinion). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Code

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

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

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

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

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