

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Redde Northgate plc (the Company), please send this document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Redde Northgate plc

Northgate Centre
Lingfield Way
Darlington
DL1 4PZ
Telephone: +44 (0)1325 467558
www.reddenorthgate.com



26 April 2024

Dear Shareholder

General meeting to approve a change of the Company's name from Redde Northgate plc to ZIGUP plc

We are pleased to provide you with notice that a general meeting (the **General Meeting**) of Redde Northgate plc (the **Company, us, our**) will be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London, EC4R 0BR at 9:00 a.m. on Wednesday 15 May 2024 in order to approve the change of the Company's name as above.

Background

Since 2020, our corporate strategy has been focused on delivering the benefits of our range of products and services, which together offer differentiated mobility solutions across the vehicle lifecycle, through an integrated platform. We operate across automotive and customer end-markets that are undergoing significant structural change including customer business models shifting to greater outsourcing, major technology advancements in both vehicles and customer engagement, and a growing focus on sustainability and low carbon energy transition. We want to continue to help our customers 'move smarter', presenting more packaged services and moving the thinking away from simple verticals such as van hire and accident management. The Board believes that a more modern name to reflect these changes will also help shift the narrative with all our stakeholders towards the strategic direction of travel we set out.

The progress we have made across the business since 2020 has been substantial, including achieving material cost savings and operational efficiencies, new large contract wins and embracing new opportunities including through six acquisitions that have delivered meaningful value and enhanced capabilities. The new corporate name will allow the business to better reflect the depth and strength of an enlarged group of businesses undertaking various forms of integrated mobility.

Refreshed strategic framework

We continue to develop ways to better serve the needs of our customers, and following a recent organisational restructure that has brought the management of the UK&I businesses closer together, we are introducing a refreshed strategic framework under the pillars of Enable, Deliver and Grow as we embrace the changing environment in which we and our customers operate:

Enable: *Joined up, sustainable smarter mobility solutions*

Developing sustainable products, services and operational capabilities that embrace technologies to enable increasingly connected mobility within our customer proposition.

Deliver: *A differentiated & responsible customer experience*

A broad range of leading, complementary services, trusted by our customers to provide expert advice and service excellence that exceeds expectations and delivering industry-leading responsiveness and operational efficiency.

Grow: *Broadening customers & markets, and an expanded product offering*

Exploring opportunities to responsibly grow the business's breadth, size and capabilities, including into both complementary and new products and geographies.

This framework recognises our progress in automotive technologies and mobility solutions, our core focus on customer service and the growing opportunities we see across our businesses. It also reflects our commitment to infrastructure and training to ensure that our colleagues develop the technical skills and expertise to best support our customer proposition. Our strong platform and financial capacity allow us to plan for future growth, taking further advantage of structural trends in outsourcing, supplier rationalisation by our customers and enabling greater connectivity through substantial technology advancements in both vehicles and customer engagement. Together with a growing focus on sustainability throughout automotive and mobility supply chains, these offer significant opportunities for us to deliver greater value to customers and grow our business capabilities.

New corporate brand & change of the Company's name

Our new strategic framework is allied to a more modern and forward-looking corporate brand reinforcing the group's positive long-term outlook alongside the proposed new corporate name, ZIGUP plc. These better reflect the strength and breadth of our current proposition, our continued focus on growth and commitment to being a leading provider of responsible and integrated mobility solutions and automotive services and are also aligned to our updated purpose, 'to keep customers moving, smarter'.

Shareholders are being asked to approve this name change at the General Meeting. If approved, the roll-out of the new brand will commence on 20 May 2024 with legal registration of the name change by the UK Companies Registry expected to occur no later than 25 May 2024.

The Company's Tradable Instrument Display Mnemonic (**TDIM or Ticker**) (the unique identifying code for the Company's UK-listed securities) will change from REDDE to ZIG following the legal registration of the name change by the UK Companies Registry.

There will be no changes to the Company's legal entity (registered at the UK Companies Registry under registered number 53171 with its registered address at Northgate Centre, Lingfield Way, Darlington DL1 4PZ), the Company's unique legal entity identifier (LEI) as issued by the London Stock Exchange under the Global LEI System (213800B3ZUTDOZYVJB41) or the identification codes of the Company's listed financial instruments. Nor will there be any change to our well-recognised operational brands, which have meaningful market profiles in their specialist areas.

Resolution – Change of the Company's name

The resolution proposes changing the Company's name to ZIGUP plc. ZIGUP plc better reflects the strength and breadth of our current businesses and the appetite for growth, allied to our updated strategic framework and purpose, which is 'to keep customers moving, smarter'.

Shareholders are being asked to approve this name change at the General Meeting. If approved, the roll-out of the new brand will commence on 20 May 2024 with legal registration by the UK Companies Registry expected to occur no later than 25 May 2024.

Action to be taken

You are requested to complete and return a form of proxy (which can be requested from our Registrar, Link Group in accordance with note 6 to the Notice of the General Meeting) or otherwise appoint a proxy by electronic means or through CREST or Proxymity, as soon as possible, but in any event so as to arrive at the offices of the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 9.00 a.m. on Monday 13 May 2024, being 48 hours (excluding non-business days) before the time appointed for the General Meeting.

Recommendation

Your Board considers that the proposed resolution set out in the Notice of General Meeting is in the best interests of the Company and its shareholders as a whole and, accordingly, recommends that you vote in favour of the proposed resolution, as the Directors intend to do so in respect of their own beneficial holdings.

Redde Northgate plc

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Notice of General Meeting

NOTICE IS HEREBY GIVEN that a general meeting of Redde Northgate plc (the Company) will be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London, EC4R 0BR at 9:00 a.m. on Wednesday 15 May 2024 to consider and if thought fit, pass the resolution below:

Special Resolution

Change of Company Name

That the Company's registered name be changed from Redde Northgate plc to ZIGUP plc.

By Order of the Board

James Kerton

Company Secretary

Redde Northgate plc

26 April 2024

Registered Office:

Northgate Centre,

Lingfield Way,

Darlington,

DL1 4PZ

Registered Number: 00053171

Notes

1. A member entitled to attend and vote at the General Meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote at the General Meeting. A member can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. In the case of joint shareholders, the vote of the first named in the Register of Members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy may vote (or withhold from voting) at the proxy's sole discretion.
2. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the General Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the General Meeting and voting in person.
3. Proxies may be appointed by using the electronic proxy appointment service in accordance with the procedures set out in Note 6 below. Institutional investors may be able to appoint proxies electronically via the Proxymity platform (see Note 7 below). CREST members may appoint proxies using the CREST electronic proxy appointment service (see Note 8 below). In each case the appointment must be received by the Company not less than 48 hours, excluding non-business days, before the time of the General Meeting.
4. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a Nominated Person). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between them and the member by whom they were nominated to be appointed as a proxy for the General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
5. To be entitled to attend and vote, whether in person or by proxy, at the General Meeting, members must be registered in the register of members of the Company at close of business on 13 May 2024 or, in the case of an adjourned meeting, at close of business on the day which is two days before the meeting (excluding non-business days). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the General Meeting or adjourned meeting.
6. Shareholders wishing to appoint a proxy online should visit www.signalshares.com and follow the instructions on screen. If you have not already registered for the Signal Shares shareholder portal you will need your personal Investor Code which you can find on your share certificate or a dividend confirmation. To be valid your proxy appointment(s) and instructions should reach Link Group no later than 48 hours, excluding non-business days, before the time set for the General Meeting. By registering on the Signal Shares portal at www.signalshares.com, you can manage your shareholding, including: casting your vote; changing your dividend payment instruction; updating your address; and selecting your communication preference. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group, by email at shareholderenquiries@linkgroup.co.uk, or you may call Link Group on 0371 664 0391. 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 Group are open between 9.00 am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.
7. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by Link Group. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by no later than 48 hours, excluding non-business days, before the time set for the General Meeting in order to be considered valid or, if the General Meeting is adjourned, by the time which is 48 hours, excluding non-business days, before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the Proxymity platform instructing the removal of your proxy vote.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST Personal Members or other CREST sponsored members and those members who have appointed a voting 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. In order for a proxy appointment 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 & International specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
10. The Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the General Meeting, except in certain circumstances, including if it would interfere unduly with the preparation for the General Meeting or if it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered or if to do so would involve the disclosure of confidential information.
11. As at 18 April 2024 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consists of 246,091,423 ordinary shares of 50.0p each, carrying one vote each (20,806,862 of which are held in treasury by the Company, which do not carry voting rights while so held) and 1,000,000 preference shares of 50.0p each, which do not carry any rights to vote on the resolution. Therefore, the total voting rights in the Company are 225,284,561.
12. The contents of this notice of General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting, the total voting rights that members are entitled to exercise at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website <https://www.reddenorthgate.com/investors/shareholder-information/agm-information>.
13. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.
14. The Company may process personal data of participants at the General Meeting. Please refer to the Company's privacy notice which can be found at www.reddenorthgate.com/group-privacy-statement for details of how the Company will process personal data.