

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO THE ZERO DIVIDEND PREFERENCE SHARES OF 1P EACH (THE “ZDP SHARES”) IN THE CAPITAL OF RDLZ REALISATION PLC (THE “COMPANY”) ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt as to the contents of this document or 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 or, if you are in a territory outside of the United Kingdom, from an appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your registered holding of your ZDP Shares, please send this document at once to the purchaser or transferee of such ZDP Shares, 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. However, subject to certain exceptions, such documents should not be forwarded to or transmitted in or into the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland or South Africa or to US Persons.

This document is not an offer for securities, or the solicitation of an offer to acquire securities, in any jurisdiction nor does it constitute a prospectus or equivalent document. This document is provided solely for the information of the holders of ZDP Shares (the “**ZDP Shareholders**”) in connection with the Class Meeting of ZDP Shareholders referred to in this document and not for any other purpose.

RDLZ REALISATION PLC

(formerly known as Ranger Direct Lending ZDP PLC)

(incorporated and registered in England and Wales with registered number 10247619)

a subsidiary of

RDL REALISATION PLC

(formerly known as Ranger Direct Lending Fund PLC)

(incorporated and registered in England and Wales with registered number 09510201 and registered as an investment company under Section 833 of the Companies Act 2006)

Proposals for earlier members’ voluntary winding up, payment of revised Final Capital Entitlement and related amendments to the Articles of Association

Notice of Class Meeting of the ZDP Shareholders

Notice of a Class Meeting of the ZDP Shareholders to be held at Sixth Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA at 9.30 a.m. on 20 June 2019 is set out in Part III of this document.

ZDP Shareholders may appoint a proxy electronically via the Registrar’s website by visiting www.signalshares.com. For an electronic proxy to be valid, the appointment must be received by the Registrar by no later than 9.30 a.m. on 18 June 2019. ZDP Shareholders who hold their ZDP Shares in uncertificated form may appoint a proxy through CREST. For a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST instruction must be transmitted so as to be received by no later than 9.30 a.m. on 18 June 2019. ZDP Shareholders are requested to appoint a proxy, electronically or through CREST, whether or not they wish to attend the Class Meeting. Any such appointment of a proxy does not prevent a member from attending and voting at the Class Meeting in person.

This document should be read as a whole. Your attention is drawn to paragraph 15, entitled “Action to be taken by ZDP Shareholders”, on page 8 of this document. ZDP Shareholders should make their own investigations in relation to the Proposals, including the merits and risks involved. Nothing in this document constitutes legal, tax, financial or other advice. If ZDP Shareholders are in any doubt about the contents of this document, they should consult their own professional advisers.

Defined terms used in this document have the meanings given to them in Part II of this document.

3 June 2019

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EXPECTED TIMETABLE

Date of this Circular	3 June 2019
Latest time and date for receipt of proxy instructions from ZDP Shareholders (electronically or through CREST) for use at the Class Meeting	18 June 2019 at 9.30 a.m.
Record date for the Revised Final Capital Entitlement	19 June 2019 at 6.00 p.m.
If not then suspended, suspension of admission of the ZDP Shares to the Standard segment of the Official List and trading of the ZDP Shares on the main market of the London Stock Exchange, ZDP Shares disabled in CREST and register of ZDP Shareholders closed	20 June 2019 at 7.30 a.m.
Class Meeting	20 June 2019 at 9.30 a.m.
General Meeting	20 June 2019 at 9.35 a.m.*
Liquidation of the Company commences and Liquidators appointed	20 June 2019, on passing of General Meeting Resolution 2
CREST accounts for ZDP Shares held in uncertificated form credited with Revised Final Capital Entitlement	21 June 2019
Cheques for Revised Final Capital Entitlement despatched to ZDP Shareholders holding ZDP Shares in certificated form	21 June 2019
Cancellation of admission of the ZDP Shares to the Standard segment of the Official List and trading of the ZDP Shares on the main market of the London Stock Exchange	21 June 2019 at 8.00 a.m.

* If later, the General Meeting will commence as soon as the Class Meeting has concluded.

Each of the times and dates in the expected timetable above may (where permitted by law) be extended or brought forward without further notice. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to the ZDP Shareholders by an announcement through a Regulatory Information Service.

All references to times in this document are to London time.

PART I

LETTER FROM THE CHAIRMAN

RDLZ REALISATION PLC

(incorporated and registered in England and Wales with registered number 10247619)

Directors:

Brendan Hawthorne (*Independent Non-executive Chairman*)
Joe Kenary (*Non-executive Director*)

Registered Office:

6th Floor
65, Gresham Street
London
EC2V 7NQ

3 June 2019

Dear ZDP Shareholder,

Proposals for earlier members' voluntary winding up, payment of revised Final Capital Entitlement, related amendments to the Articles of Association and Class Meeting of the ZDP Shareholders

1. Introduction

The rights attaching to the ZDP Shares provide for a winding up of the Company on 31 July 2021 (pursuant to a "Scheduled Winding-Up Resolution") and the payment to ZDP Shareholders on that date of a Final Capital Entitlement of 127.63 pence per ZDP Share.

This document sets out details of the proposals for:

- (a) the ZDP Repayment Date to be brought forward to 20 June 2019 (the "**Revised ZDP Repayment Date**");
- (b) the Final Capital Entitlement to be amended to 121.8887 pence per ZDP Share (the "**Revised Final Capital Entitlement**");
- (c) the Company to be placed into members' voluntary winding up on the Revised ZDP Repayment Date; and
- (d) the payment of the Revised Final Capital Entitlement to all ZDP Shareholders (other than RDLR, which has irrevocably waived its claim to such payment) on the Revised ZDP Repayment Date (as a distribution in the winding up of the Company)

(together, the "**Proposals**").

In order to effect the Proposals, the Directors have convened a Class Meeting of the ZDP Shareholders and a subsequent General Meeting of the Company.

Further details of the Proposals and the relevant Resolutions which will be put to the ZDP Shareholders at the Class Meeting and to the holder of the Ordinary Shares at the General Meeting are set out below.

Notice of the Class Meeting is set out in Part III of this document and instructions as to how ZDP Shareholders may vote by proxy at the Class Meeting are set out in paragraph 15 below.

Notice of the General Meeting is set out in Part IV of this document. RDLR is the sole holder of the Ordinary Shares and will vote them at the General Meeting in favour of all the resolutions. As a result, the Notice of General Meeting is being provided to ZDP Shareholders, as required by Article 18.3.1 of the Articles, for information purposes only. ZDP Shareholders have no right to attend or vote at the General Meeting.

2. Background to and reasons for the Proposals

As announced by RDLR on 17 September 2018, in the context of the process of the orderly realisation of the assets of RDLR, the Board of RDLR formed a Committee, comprising Directors of RDLR who are not

also Directors of the Company, (the “**ZDP Committee**”) to analyse, consider and implement RDLR’s actions with respect to the ZDP Shares. In particular, discussions have taken place between the ZDP Committee, the Directors of the Company and representatives of certain of the ZDP Shareholders (the “**ZDP Shareholder Group**”), as well as with certain RDLR Shareholders, with a view to bringing forward the ZDP Repayment Date and making an adjustment to the Final Capital Entitlement.

The ZDP Committee and the Board have finalised the terms of the Proposals as described in this document.

Certain of the members of the ZDP Shareholder Group, together holding approximately 64.5 per cent. of the total number of ZDP Shares, have entered into Voting Undertakings to vote in favour of the Class Resolutions to implement the Proposals, details of which are set out in paragraph 9 below. RDLR does not intend to vote the 7,278,198 ZDP Shares held by it, representing approximately 13.7 per cent. of all ZDP Shares, at the Class Meeting.

3. Proposed amendments to Articles and Undertaking

Articles

The Articles currently provide for a special resolution to wind up the Company to be proposed to the members in general meeting on 31 July 2021 (defined in the Articles as a “Scheduled Winding-Up Resolution”), that the ZDP Repayment Date is 31 July 2021 and that the Final Capital Entitlement (which is expected to be paid to ZDP Shareholders on the ZDP Repayment Date) is 127.63 pence per ZDP Share.

It is proposed to amend the Articles as follows:

- by amending the definition of “Final Capital Entitlement” to 121.8887 pence per ZDP Share;
- by substituting “20 June 2019” for “31 July 2021” in the definition of “ZDP Repayment Date”, in the definition of “Scheduled Winding-Up” and in Article 6 so that:
 - a “Scheduled Winding-Up Resolution” relates to a special resolution to wind up the Company which will be proposed to the General Meeting on 20 June 2019;
 - the Company’s limited life will be tied to the Company being placed in voluntary winding up following the General Meeting of the Company which the Directors are required to convene to be held on 20 June 2019 for the purposes of passing a Scheduled Winding-Up Resolution (Article 6); and
- by deleting the current Article 18.2.1 (which provides for an accrual from 1 August 2016 to give a first priority entitlement on a return of capital to 127.63 pence per ZDP Share on 31 July 2021) and instead providing for the first priority amount payable in respect of each of the ZDP Shares on a return of capital to be an amount equal to 121.7652 pence per ZDP Share as increased by such daily amount as gives an entitlement to 121.8887 pence per ZDP Share at 20 June 2019, the first such increase to be deemed to have occurred on 4 June 2019 and the last to occur on 19 June 2019.

The Resolution to effect these changes to the Articles is Resolution 1 in the Notice of General Meeting set out in Part IV of this document.

As these proposed changes to the Articles constitute a variation, modification or abrogation of the rights attached to the ZDP Shares, in order to be effective they require the consent in writing of the holders of not less than three-quarters in nominal amount of the ZDP Shares or the sanction of a special resolution passed at a separate class meeting of the ZDP Shareholders. The Class Resolution to effect this sanction is Resolution 1 in the Notice of Class Meeting set out in Part III of this document.

Undertaking

The Undertaking currently provides for RDLR to provide additional funding to the Company in circumstances where the proceeds from the repayment of the Loan under the Loan Agreement are insufficient to pay the Final Capital Entitlement as at the ZDP Repayment Date.

It is proposed to amend the Undertaking so that the Final Capital Entitlement becomes the Revised Final Capital Entitlement and the ZDP Repayment Date becomes the Revised ZDP Repayment Date

These proposed amendments to the Undertaking require the consent in writing of the holders of not less than three-quarters in nominal amount of the ZDP Shares or the sanction of a special resolution passed at a separate class meeting of the ZDP Shareholders. The Class Resolution to sanction these changes to the Undertaking is Resolution 2 in the Notice of Class Meeting.

Class Meeting and General Meeting

Further information in relation to the Class Meeting and the General Meeting is set out in paragraph 8 below.

4. Winding up of the Company and appointment of Liquidators

In order to facilitate the payment of the Revised Final Capital Entitlement to ZDP Shareholders on the Revised ZDP Payment Date, the Directors are proposing that the Company be placed into a members' voluntary winding up on 20 June 2019 and that the Company's surplus assets then be distributed amongst the relevant Shareholders (which will include the payment of the Revised Final Capital Entitlement to ZDP Shareholders).

Subject to obtaining the requisite Shareholders' approval, it is proposed that James Eldridge and Jeremy Willmont, both of BDO LLP, 150 Aldersgate Street, London EC1A 4AB, be appointed as joint liquidators of the Company. The winding up of the Company will be a voluntary winding up pursuant to section 84(1)(b) of the Insolvency Act 1986 in which it is intended that all creditors of the Company will be paid in full. The appointment of the Liquidators will become effective on 20 June 2019, conditional upon the passing of Class Resolution 3 at the Class Meeting and General Meeting Resolution 2 at the General Meeting. At this point, the powers of the Directors will cease and the Liquidators will assume responsibility for the winding up of the Company, including the payment of the Revised Final Capital Entitlement to ZDP Shareholders pursuant to the amended terms of the ZDP Shares as referred to in paragraph 3 above.

Further matters relating to the appointment of the Liquidators are set out in paragraphs 13 and 14 below.

5. Settlement of Revised Final Capital Entitlement

The record date for a ZDP Shareholder to be entitled to the Revised Final Capital Entitlement is 6.00 p.m. on 19 June 2019. Therefore, the last day for dealings in the ZDP Shares for normal settlement (to enable settlement prior to the record date) will be 17 June 2019.

It is expected that an amount equal to the Revised Final Capital Entitlement payable in relation to the ZDP Shares held in uncertificated form will be paid through CREST on 21 June 2019 by the creation of a payment obligation in favour of each relevant ZDP Shareholder's payment bank in accordance with the CREST payment arrangements. It is expected that a cheque drawn on a branch of a UK clearing bank for an amount equal to the Revised Final Capital Entitlement payable to all other ZDP Shareholders will be sent by first class mail, on 21 June 2019, to the last postal address for those ZDP Shareholders recorded in the Company's register of members. No fraction of a penny will be paid in respect of the Final Capital Entitlement of any ZDP Shareholder. Any fractions will be rounded down.

After payment of the Revised Final Capital Entitlement, any existing credit of ZDP Shares in any stock account in CREST will be redundant and any existing certificates in respect of ZDP Shares will cease to be of value.

As referred to above, RDLR has irrevocably waived its right to receive the Revised Final Capital Entitlement in respect of all of the 7,278,193 ZDP Shares held by it. The Board of RDLR has confirmed to the Company that RDLR has sufficient cash available to it to provide the Company with the funds required to pay the Revised Final Capital Entitlement to all ZDP Shareholders (other than RDLR) on the ZDP Repayment Date and that it will do so in accordance with the terms of the Loan Agreement and the Undertaking, and the Company is satisfied with those confirmations.

6. Suspension and cancellation of listing and trading of the ZDP Shares

If the listing and trading of ZDP Shares is not then still suspended, an application will be made to the UK Listing Authority to suspend the listing of the ZDP Shares on the Standard segment of the Official List and to the London Stock Exchange to suspend trading of the ZDP Shares on the Main Market of the London Stock Exchange, in each case with effect from 7.30 a.m. on 20 June 2019.

In addition, the Company will apply to the UK Listing Authority to cancel the listing of the ZDP Shares on the Standard segment of the Official List and to the London Stock Exchange to cancel trading of the ZDP Shares on the Main Market, in each case with effect from 8.00 a.m. on 21 June 2019, conditional only on the passing of Class Resolution 3 and General Meeting Resolution 2.

7. UK taxation

This paragraph summarises certain UK tax consequences relating to the payment by the Liquidators of the Revised Final Capital Entitlement to ZDP Shareholders. These summaries are based on the law and practice in force in the UK as at the date of this Circular. The tax treatment applicable to each ZDP Shareholder will depend on their particular circumstances and may differ from the summaries below. ZDP Shareholders should also note that such law and practice may change as a result of legislative, judicial and administrative actions, any or all of which may have retrospective effect.

The summaries in this paragraph provide general guidance only and are not intended to provide a comprehensive guide to the taxation of ZDP Shareholders. There may be other tax consequences, and all ZDP Shareholders, in particular those who are in any doubt about their tax position or who are resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult their own professional advisers on the potential tax consequences of the payment by the Liquidators of the Revised Final Capital Entitlement to ZDP Shareholders, and should not rely on the summaries provided in this Circular to determine their own particular tax position. In particular, this Circular does not refer to UK inheritance tax – should a ZDP Shareholder be concerned about any potential UK inheritance tax implications in relation to their holding of ZDP Shares, they should consult their own independent tax advisers. Nothing in this Circular should be taken as providing personal tax advice and neither the Company nor any of its officers, directors, employees, agents or advisers can take any responsibility in this regard.

Unless otherwise stated, the following summaries do not address:

- ZDP Shareholders who hold their ZDP Shares in the Company in connection with a trade, profession or vocation;
- ZDP Shareholders who have (or are deemed to have) acquired their ZDP Shares in connection with an office or employment or who play a role in investment management for RDLR;
- ZDP Shareholders who hold their ZDP Shares as part of a hedging transaction;
- ZDP Shareholders subject to special tax rules such as insurance companies, investment trusts, charities, dealers in securities, broker-dealers or persons connected with the Company; or
- ZDP Shareholders who hold their ZDP Shares otherwise than as absolute beneficial owners, such as trustees.

Unless expressly stated, ZDP Shareholders are assumed to be resident and domiciled in the UK for UK tax purposes.

The Company

The Liquidators should not be required to withhold UK tax at source when paying the Revised Final Capital Entitlement to ZDP Shareholders.

ZDP Shareholders

The payment by the Liquidators of the Revised Final Capital Entitlement to ZDP Shareholders should be treated for UK tax purposes as a disposal by the ZDP Shareholders of their ZDP Shares.

UK individual ZDP Shareholders

Individual ZDP Shareholders will generally be subject to capital gains tax in respect of any gain arising on the disposal of their ZDP Shares. Each such individual has an annual exemption, such that capital gains tax is only chargeable on gains arising from all sources during the tax year in excess of this figure. The annual exemption for individuals for the 2019-2020 tax year is £12,000.

Subject to available reliefs and allowances, gains arising on a disposal of ZDP Shares to an individual ZDP Shareholder will be taxed at the rate of 10 per cent., except to the extent that the gain, when it is added to the ZDP Shareholder's other taxable income and gains in the relevant tax year, exceeds the upper limit of the basic income tax rate band (£37,500 for the 2019-2020 tax year), in which case it will be taxed at the rate of 20 per cent.

UK corporate ZDP Shareholders

A gain on the disposal of ZDP Shares by a ZDP Shareholder within the charge to UK corporation tax will form part of that ZDP Shareholder's profits chargeable to UK corporation tax (the rate of which is currently 19 per cent., but which is expected to be reduced to 17 per cent. from April 2020).

Non-UK ZDP Shareholders

Subject to the sub-paragraph below (dealing with temporary non-residents), ZDP Shareholders who are not resident in the UK for UK tax purposes will not generally be subject to UK tax on chargeable gains, unless they carry on a trade, profession or vocation in the UK through a branch or agency or (in the case of a company) permanent establishment and the ZDP Shares disposed of are used or held for the purposes of that branch, agency or permanent establishment. However, ZDP Shareholders who are not resident in the UK may be subject to charges to foreign taxation depending on their personal circumstances.

A ZDP Shareholder who is an individual, who has ceased to be resident for tax purposes in the UK for a period of less than five years and who disposes of ZDP Shares during that period may be liable to UK taxation on capital gains (subject to any available exemption or relief). If applicable, the tax charge will arise in the tax year that the individual returns to the UK.

Disguised interest rules

The statements above relating to the taxation of ZDP Shareholders assume that the "disguised interest" rules contained in Chapter 2A of Part 4 of the Income Tax (Trading and Other Income) Act 2005 and Chapter 2A (Disguised interest) and 6A (Shares Accounted for as Liabilities) of Part 6 to the Corporation Tax Act 2009 do not apply. Were these provisions to apply, amounts received by ZDP Shareholders in relation to a disposal of their ZDP Shares could be subject to tax as income, rather than as capital.

The disguised interest rules can apply where there are arrangements relating to shares which would produce a return which is "economically equivalent to interest", one of the requirements for which is that there must be no "practical likelihood" that the return will cease to be produced. In principle, the disguised interest rules are capable of applying to zero dividend preference shares such as the ZDP Shares. Whilst HMRC's published guidance confirms that an investment portfolio that is genuinely exposed to investment risk is unlikely to provide a return that is economically equivalent to interest, there is no guarantee that HMRC's guidance would apply in these circumstances.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

There should be no stamp duty or SDRT implications arising as a result of the payment by the Liquidators of the Revised Final Capital Entitlement to ZDP Shareholders.

8. Class Meeting and General Meeting

The Proposals are subject to the approval of the ZDP Shareholders as a class, and the Notice of the Class Meeting at which the Class Resolutions necessary to approve the Proposals will be considered is set out in Part III of this document. If the Class Resolutions are duly approved at the Class Meeting, the General Meeting will be held at which RLDR (as the sole holder of the Ordinary Shares) will approve the General Meeting Resolutions.

Class Resolutions and Class Meeting

The Class Resolutions are as follows:

- (a) to sanction and approve Resolution 1 to be proposed at the General Meeting (see below);
- (b) to approve the amendment of the Undertaking to reflect the Revised Final Entitlement and Revised ZDP Repayment Date (as more particularly described in paragraph 3 above); and
- (c) to sanction and approve Resolution 2 to be proposed at the General Meeting (see below).

The Class Meeting will be held at Sixth Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA at 9.30 a.m. on 20 June 2019 to approve the Class Resolutions described above. All the Class Resolutions will be proposed as special resolutions; this means that more than 75 per cent. of the votes cast must be in favour for the Class Resolutions to be passed.

All ZDP Shareholders are entitled to attend and vote at the Class Meeting. In accordance with the Articles, all ZDP Shareholders present in person or by proxy shall, upon a show of hands, have one vote and upon a poll shall have one vote in respect of each ZDP Share held. To ensure that a quorum is present at the Class Meeting, at least two ZDP Shareholders representing at least a third of the issued ZDP Shares must be present, whether in person or by proxy (or, if a corporation, by a representative).

RDLR does not propose to vote the 7,278,193 ZDP Shares held by it, representing approximately 13.7 per cent. of all ZDP Shares, in relation to the Class Resolutions.

General Resolutions and General Meeting

The General Meeting Resolutions are as follows:

- (i) to approve the proposed amendments to the Articles (as more particularly described in paragraph 3 above);
- (ii) to:
 - place the Company into members' voluntary winding up;
 - empower the Liquidators to carry into effect the Articles of Association;
 - authorise the Liquidators to make distributions in specie; and
- (iii) to:
 - appoint the Liquidators and authorise that the Liquidators can act on a joint and several basis;
 - fix the remuneration of the Liquidators on the basis of time spent by the Liquidators and their staff on the liquidation (before and after appointment);
 - direct that the Company's books and records be held to the order of the Liquidator and that the Company's books and records be destroyed twelve months after the dissolution of the Company, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office; and
 - provide for the Liquidators to advertise for claims in the Financial Times, with the costs being an expense of the liquidation.

The General Meeting Resolutions, which will be proposed if the Class Resolutions are passed, are contained in the Notice of General Meeting, set out for information purposes only in Part IV of this document. RDLR is the sole holder of the Ordinary Shares and will vote in favour of all the General Meeting Resolutions to be proposed at the General Meeting as it will be required to in accordance with the terms of the Undertaking. The ZDP Shareholders have no right to attend or vote at the General Meeting.

9. Undertakings to vote in favour of Class Resolutions

The Company and RDLR have received undertakings to vote in favour of the Class Resolutions from holders of 34,161,801 ZDP Shares, representing approximately 64.5 per cent. of the total number of ZDP Shares in issue.

10. Effect of the Proposals

The Proposals, if the Class Resolutions are approved at the Class Meeting, will result in all ZDP Shareholders (other than RDLR, which has irrevocably waived such entitlement) receiving the Revised Final Capital Entitlement in respect of their ZDP Shares on the Revised ZDP Repayment Date whether or not they voted in favour of the Class Resolutions at the Class Meeting.

The Revised Final Capital Entitlement of 121.8887 pence per ZDP Share is less than the existing Final Capital Entitlement of 127.63 pence per ZDP Share but is greater than the amount of 115.1433 pence per ZDP Share which would otherwise have accrued as at 20 June 2019 (the “**Accrued Capital Entitlement**”). The Revised Capital Entitlement represents an approximately 5.9 per cent. premium to the Accrued Capital Entitlement. The Revised ZDP Repayment Date is more than two years earlier than the existing ZDP Repayment Date and, accordingly, relative to the original issue price of 100 pence per ZDP Share, the Revised Capital Entitlement is equivalent to a gross redemption yield of approximately 7.1 per cent. per annum for ZDP Shareholders who participated in the original placing of the ZDP Shares.

In light of the support from the ZDP Shareholders who have given Voting Undertakings to vote in favour of the Proposals, the Directors consider it appropriate that the Proposals are put forward for ZDP Shareholders to consider and, if thought fit, approve by means of voting in favour of the Class Resolutions.

ZDP Shareholders who are in any doubt as to the contents of this Circular, the effects of the Proposals or as to the action to be taken should immediately seek their own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000.

RDLR has agreed to reimburse legal costs and expenses incurred in connection with the position of ZDP Shareholders, in an amount of £74,901.60 in total.

11. Share capital of the Company and Directors' interests

The issued share capital of the Company comprises 53,000,000 ZDP Shares, of which 7,278,193 are held by RDLR, and 569,430 Ordinary Shares, all of which are held by RDLR.

The Directors have no interests in the ZDP Shares and are not members of the ZDP Committee of the Board of RDLR.

12. Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from 4 June 2019 until the time of the Class Meeting and may also be inspected at the Class Meeting venue at Sixth Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA from 9.00 a.m. on the day of the Class Meeting until its conclusion:

- (a) this document;
- (b) a copy of the current Articles and proposed revised Articles;
- (c) a copy of the Loan Agreement;
- (d) a copy of the Undertaking and proposed revised Undertaking;
- (e) a copy of the Voting Undertakings; and
- (f) the Statement of Insolvency Practice 9: Officeholders' fees (“SIP 9”), together with the current rate card of the Liquidators.

13. Reliance on information

Each of the Company, the Directors and the Liquidators shall be entitled to act and rely, without enquiry, on any information furnished or made available to any or all of them (as the case may be) in connection with the Proposals, including (for the avoidance of doubt) any certificate, opinion, valuation, evidence or other information furnished or made available to them by the Company, the Directors (or any of them), the Registrar or by their respective auditors, bankers or other professional advisers, and no such persons shall be liable or responsible for any loss suffered as a result thereof by the Company or any Shareholder.

14. Liquidators' liability

Nothing in the Proposals, or in any document executed under or in connection with the Proposals, shall impose any liability on the Liquidators, or either of them, save for any liability arising out of any negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties, and this shall (for the avoidance of doubt) mean that the Liquidators shall have no personal liability for any action taken by the Liquidators in accordance with the Proposals.

15. Action to be taken by ZDP Shareholders

The Notice of the Class Meeting is set out in Part III of this document.

ZDP Shareholders are asked to submit their proxy vote electronically via the Registrar's website by visiting www.signalshares.com. For an electronic proxy to be valid, the appointment must be received by the Registrar by no later than 9.30 a.m. on 18 June 2019. ZDP Shareholders who hold their ZDP Shares in uncertificated form may appoint a proxy through CREST. For a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST instruction must be transmitted through CREST so as to be received by the Registrar by no later than 9.30 a.m. on 18 June 2019. ZDP Shareholders are requested to appoint a proxy electronically or submit their votes through CREST, whether or not they wish to attend the Class Meeting. Further information regarding voting at the Class Meeting (including the appointment of a proxy) is set out in the notes following the Notice of Class Meeting in Part III of this document.

The appointment of a proxy electronically or through CREST does not prevent a member from attending and voting at the Class Meeting in person.

Yours faithfully

Brendan Hawthorne

Chairman

RDLZ Realisation plc

3 June 2019

PART II

DEFINITIONS

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

“Accrued Capital Entitlement”	is defined in paragraph 10 of Part I of this document
“Act”	the Companies Act 2006 (as amended)
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Business Day”	means any day which is not a Saturday or Sunday or a bank holiday in the City of London
“Class Meeting”	the class meeting of the ZDP Shareholders to consider the Class Resolutions, convened for 20 June 2019 at 9.30 a.m. pursuant to the Notice of Class Meeting, or any adjournment of such meeting
“Class Resolutions”	the resolutions, to be proposed as special resolutions, set out in the Notice of Class Meeting
“Company”	RDLZ Realisation plc
“CREST”	the computerised settlement system operated by Euroclear UK & Ireland which facilitates the transfer of title to shares in uncertificated form
“Directors”	the directors of the Company or any duly constituted committee of the Board
“General Meeting”	the general meeting of the Company to consider the General Meeting Resolutions, convened for 20 June 2019 at 9.35 a.m. pursuant to the Notice of General Meeting, or any adjournment thereof
“General Meeting Resolutions”	the resolutions, to be proposed as special resolutions or ordinary resolutions (as applicable), as set out in the Notice of General Meeting
“Liquidators”	means James Eldridge and Jeremy Willmont, both of BDO LLP, 150 Aldersgate Street, London EC1A 4AB
“Loan Agreement”	the loan agreement between RDLR (as Borrower) and the Company (as Lender) dated 25 July 2016 pursuant to which the Company made the Loan available to RDLR, as supplemented by a side-letter between the same parties dated 24 October 2016
“Loan”	the loan in the principal amount of £53,000,000 outstanding under the Loan Agreement, together with accrued interest at the rate of 2 per cent. per annum, compounded annually
“London Stock Exchange”	London Stock Exchange plc
“Notice of Class Meeting”	the notice of the Class Meeting as set out in Part III of this document

“Notice of General Meeting”	the notice of the General Meeting as set out (for information purposes only) in Part IV of this document
“Ordinary Shares”	the ordinary shares of £1.00 each in the capital of the Company
“Proposals”	the proposals set out in paragraph 1 of Part I of this document, in respect of which the Class Resolutions will be proposed at the Class Meeting
“RDLR”	RDL Realisation plc, the registered holder of all the Ordinary Shares and 7,278,193 ZDP Shares
“RDLR Shareholders”	the holders of ordinary shares of £0.01 each in the capital of RDLR
“Registrar”	Link Asset Services
“Resolutions”	the Class Resolutions and/or the General Meeting Resolutions (as applicable)
“Revised Final Capital Entitlement”	121.8887 pence per ZDP Share
“Revised ZDP Repayment Date”	20 June 2019
“Scheduled Winding-Up Resolution”	has the meaning given to it in the Articles and as referred to in paragraph 3 of Part I of this document
“Shareholders”	the ZDP Shareholders and/or the holders of the Ordinary Shares (as applicable)
“UK”	the United Kingdom of Great Britain and Northern Ireland
“Undertaking”	the Deed of Undertaking dated 25 July 2016 made between RDLR and the Company relating to RDLR agreeing to provide certain additional funding of the Company
“US Person”	a “US Person” as defined in Regulation S of the US Securities Act of 1993 as amended
“US” or “United States”	the United States of America (including the District of Columbia) and any of its territories, possessions and other areas subject to its jurisdiction
“Voting Undertakings”	the undertakings of certain ZDP Shareholders to vote in favour of the Class Resolutions, as referred to in paragraph 9 of Part I of this document
“ZDP Committee”	the committee of the Board of RDLR, the terms of reference of which relate to dealing with RDLR’s position with respect to the ZDP Shares
“ZDP Shareholder”	a holder of ZDP Shares
“ZDP Shares”	the zero dividend preference shares of £0.01 each in the capital of the Company and having the rights and being subject to the restrictions set out in the Articles

PART III

NOTICE OF CLASS MEETING

RDLZ REALISATION PLC

(incorporated and registered in England and Wales with registered number 10247619)

NOTICE IS HEREBY GIVEN that a Class Meeting of the holders of the zero dividend preference shares of RDLZ Realisation plc (the “**Company**”) will be held at Sixth Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA on 20 June 2019 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, all of which will be proposed as special resolutions.

SPECIAL RESOLUTIONS

1. **THAT** Resolution 1 in the Notice of General Meeting of the Company dated 3 June 2019 be hereby approved and sanctioned.
2. **THAT** the Undertaking (as defined in the circular to the ZDP Shareholders dated 3 June 2019) be amended as described in such circular.
3. **THAT** Resolution 2 in the Notice of General Meeting of the Company dated 3 June 2019 be hereby approved and sanctioned.

By order of the Board

Link Company Matters Limited

Company Secretary

3 June 2019

6th Floor, 65 Gresham Street,
London EC2V 7NQ

IMPORTANT NOTES TO THE NOTICE OF CLASS MEETING

The following notes explain your general rights as a ZDP Shareholder and your right to attend and vote at this Class Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Class Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), ZDP Shareholders must be registered in the Register of Members of the Company at close of business on 18 June 2019 (or, in the event of any adjournment, 48 hours before the time fixed for the adjourned meeting). 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 meeting. There are no other procedures or requirements for entitled ZDP Shareholders to comply with in order to attend and vote at the Class Meeting.
2. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Class Meeting. A ZDP Shareholder may appoint more than one proxy in relation to the Class Meeting, provided that each proxy is appointed to exercise the rights attached to a different ZDP Share or ZDP Shares held by that ZDP Shareholder. A proxy need not be a Shareholder of the Company. A form of proxy is not being provided in relation to the Class Meeting. Instead, ZDP Shareholders may either appoint a proxy to vote at the Class Meeting electronically via the Registrar's website (see note 7 below) or, if the relevant ZDP Shares are held in CREST, the relevant ZDP Shareholders may submit their vote through CREST (see notes 9 to 11 below).
3. In the case of joint holders of ZDP Shares, where more than one of the joint holders purports 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 Company's Register of Members in respect of the joint holding (the first named being the most senior).
4. Any person to whom this Notice of Class Meeting is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the ZDP Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Class Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the ZDP Shareholder as to the exercise of voting rights.
5. The statement of the rights of ZDP Shareholders in relation to the appointment of proxies in notes 3, 4 and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ZDP Shareholders.
6. 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 relevant 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 Class Meeting.
7. To be valid, any instrument appointing a proxy must be received, in the case of ZDP Shares held through CREST, via the CREST system (see notes 9 to 11 below). ZDP Shareholders wishing to appoint a proxy online should visit www.signalshares.com and follow the instructions. If you have not registered for The Share Portal service already, you will need your Investor Code starting IVC. In each case, for proxy appointments to be valid, they must be received by no later than 9.30 a.m. on 18 June 2019. If you return more than one proxy appointment, that received last by the Registrar 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 ZDP Shareholders and those who use them will not be disadvantaged.
8. The appointment of a proxy online (as referred to in note 7 above) or the return of any CREST Proxy Instruction (as described in notes 9 to 11 below) will not prevent a ZDP Shareholder attending the Class Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Class Meeting (and any adjournment of the Class Meeting) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/en.html>). 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.

10. 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 Company’s agent (ID: RA10) by 9.30 a.m. on 18 June 2019. 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 application host) from which the Company’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.
11. 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 system providers 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.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same ZDP Shares.
13. The total number of voting rights in respect of the ZDP Shares amounts to 53,000,000, comprising 53,000,000 ZDP Shares carrying one vote each at the Class Meeting. No ZDP Shares are held in treasury. RDLR holds 7,278,193 ZDP Shares and it has informed the Directors that it will not exercise the votes in respect of these ZDP Shares at the Class Meeting.
15. Any ZDP Shareholder attending the Class 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 Class Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the 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 meeting that the question be answered.
16. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from 4 June 2019 until the time of the Class Meeting and may also be inspected as the Class Meeting venue at Sixth Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA from 9.00 a.m. on the day of the Class Meeting until the conclusion of the Class Meeting:
 - this document;
 - a copy of the current Articles and proposed revised Articles;
 - a copy of the Loan Agreement;
 - a copy of the Undertaking and proposed revised Undertaking;
 - copies of the Voting Undertakings; and
 - the Statement of Insolvency Practice 9: Officeholders’ fees (“SIP 9”), together with current rate card of the Liquidators.
17. You may not use any electronic address provided in either this Notice of Class Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.
18. A copy of this Notice of Class Meeting can be found on the Company’s website at <http://www.rdrealisationplc.co.uk/>.

PART IV

NOTICE OF GENERAL MEETING (for information only)

RDLZ REALISATION PLC

(incorporated and registered in England and Wales with registered number 10247619)

NOTICE IS HEREBY GIVEN to the holders of the ordinary shares of RDLZ Realisation plc (the “**Company**”) and, for information purposes only pursuant to article 18.3.1 of the Company’s articles of association, to the holders of the zero dividend preference shares of the Company (the “**ZDP Shareholders**”) that a General Meeting of the Company will be held at Sixth Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA on 20 June 2019 at 9.35 a.m., or as soon thereafter as the Class Meeting of the ZDP Shareholders convened for the same date as this Meeting (the “**Class Meeting**”) has concluded, for the purpose of considering and, if thought fit, passing the following resolutions, Resolutions 1 and 2 of which will be proposed as special resolutions and Resolution 3 of which will be proposed as an ordinary resolution, conditional upon the resolutions proposed at the Class Meeting having been duly passed.

SPECIAL RESOLUTIONS

1. **THAT**, conditional on the passing of both Resolution 2 and Resolution 3 (but without regard to the conditions thereto) the articles of association of the Company be amended as follows:
 - (a) in the definition of “Final Capital Entitlement”, the substitution of “121.8887 pence” in place of “127.63 pence”;
 - (b) the substitution of “20 June 2019” in place of “31 July 2021” in the definition of “Scheduled Winding-Up Resolution”, in the definition of “ZDP Repayment Date” and in Article 6; and
 - (c) the deletion of Article 18.2.1 and the substitution therefor of the following: “first there shall be paid to the holders of the ZDP Shares an amount equal to 121.7652 pence per ZDP Share as increased by such daily amount as gives an entitlement to 121.8887 pence at 20 June 2019, the first such increase to be deemed to have occurred on 4 June 2019 and the last to occur on 19 June 2019, and”.
2. **THAT**, conditional upon the passing of Resolution 1 above:
 - (a) the Company be and is hereby wound up voluntarily pursuant to section 84(1)(b) of the Insolvency Act 1986;
 - (b) the Liquidators (as defined below) be empowered and directed to carry into effect the provisions of the Articles of Association of the Company as amended by Resolution 1 above; and
 - (c) in accordance with the provisions of the Articles of Association of the Company, the Liquidators be authorised to distribute to the members of the Company in specie all or any part of the Company’s assets.

ORDINARY RESOLUTIONS

3. **THAT**, conditional upon the passing of Resolutions 1 and 2 above:
 - (a) James Eldridge and Jeremy Willmont of BDO LLP of 150 Aldersgate Street, London EC1A 4AB, having consented to act, be and are hereby appointed as joint liquidators (the “Liquidators”) with the power to act jointly and severally for the purposes of such winding up including realising and distributing the Company’s assets, such that anything required or authorised to be done by the Liquidators may be done by both or each of them alone;

- (b) in accordance with Rule 18.16 of the Insolvency (England & Wales) Rules 2016, the remuneration of the Liquidators be fixed by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the winding up (pre and post appointment) without further resolution from the members;
- (c) the Company's books and records be held by the company secretary to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office; and
- (d) the Liquidators shall advertise a notice to creditors to claim in the Financial Times, with the costs thereof to be paid as an expense of the liquidation.

By order of the Board

Link Company Matters Limited

Company Secretary

3 June 2019

6th Floor, 65 Gresham Street,
London EC2V 7NQ

