

December 4, 2014

Dealertrack Technologies Confirms Preliminary Discussions with incadea plc

LAKE SUCCESS, N.Y.--(BUSINESS WIRE)-- [Dealertrack Technologies](#) (Nasdaq: TRAK) confirms the announcement made by incadea plc that it is in discussion with incadea regarding a possible acquisition with incadea, a leading international provider of enterprise software solutions and services to the global automotive retail market.

The discussions with incadea are preliminary in nature and any offer will be subject to various pre-conditions, including due diligence, and there can be no certainty that an offer will ultimately be forthcoming or on the terms on which any offer might be made for incadea.

This announcement does not represent a firm intention to make an offer under Rule 2.7 of the United Kingdom City Code on Takeovers and Mergers. Accordingly, there can be no certainty that any offer will ultimately be made for incadea. A further announcement will be made if and when appropriate.

About Dealertrack Technologies (www.dealertrack.com)

Dealertrack Technologies' intuitive and high-value web-based software solutions and services enhance efficiency and profitability for all major segments of the automotive retail industry, including dealers, lenders, OEMs, third-party retailers, agents and aftermarket providers. In addition to the industry's largest online credit application network, connecting more than 20,000 dealers with more than 1,500 lenders, Dealertrack Technologies delivers the industry's most comprehensive solution set for automotive retailers, including [Dealer Management System \(DMS\)](#), [Inventory](#), [Sales and F&I](#), [Digital Marketing](#) and [Registration and Titling](#) solutions.

Safe Harbor for Forward-Looking and Cautionary Statements

Statements in this press release regarding the benefits of Dealertrack's solutions, any conclusions or statements based thereon and all other statements in this release other than the recitation of historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). These statements involve a number of risks, uncertainties and other factors that could cause actual results, performance or achievements of Dealertrack Technologies to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements.

Factors that might cause such a difference include the performance and acceptance of the Dealertrack solutions, the performance of Dealertrack's third-party partners, and other risks listed in our reports filed with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ending December 31, 2013 and our Quarterly Reports on Form 10-Q. These filings can be found on Dealertrack Technologies' website at www.dealertrack.com and the SEC's website www.sec.gov. Forward-looking statements included herein speak only as of the date hereof and Dealertrack Technologies disclaims any obligation to revise or update such statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events or circumstances.

Disclosure requirements of the United Kingdom City Code on Takeovers and Mergers (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, 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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Additional U.S.-Related Information

This document is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Dealertrack or [Irene]. Subject to future developments, Dealertrack may utilize an exemption under the U.S. securities laws to allow Dealertrack to shares in the transaction without registration under the U.S. securities laws pursuant to a scheme of arrangement under Jersey law, or if required and if applicable, Dealertrack may file a registration statement and/or tender offer documents with the U.S. Securities and Exchange Commission (the "SEC") in connection with a possible transaction. Dealertrack and [Irene] shareholders should read any filings made by Dealertrack with the SEC in connection with a possible transaction, as they will contain important information. Those documents, if and when filed, as well as Dealertrack's other public filings with the SEC, may be obtained without charge at the SEC's website at www.sec.gov and at Dealertrack's website at www.dealertrack.com.

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Source: Dealertrack Technologies

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