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FOR IMMEDIATE RELEASE

15 November 2021

## RECOMMENDED CASH ACQUISITION

of

Stock Spirits Group PLC

by

Sunray Investments Luxembourg S.à. r.l.

(a company indirectly owned by  
certain funds advised by affiliates of CVC Advisers Limited)

to be effected by means of a Scheme of Arrangement  
under Part 26 of the Companies Act 2006

### Satisfaction of Conditions and Scheme Timetable

On 12 August 2021, the boards of Stock Spirits Group PLC ("**Stock Spirits**") and Sunray Investments Luxembourg S.à. r.l. ("**Bidco**") announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition of the entire issued, and to be issued, ordinary share capital of Stock Spirits (the "**Acquisition**"), to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**").

The circular in relation to the Scheme was published and posted to Stock Spirits Shareholders on 27 August 2021 (the "**Scheme Document**").

On 20 September 2021, Stock Spirits announced that the Scheme was approved by the Scheme Shareholders at the Court Meeting held on that date and the Special Resolution relating to the implementation of the Scheme was approved by the Stock Spirits Shareholders at the General Meeting also held on that date.

The Acquisition is subject to the Conditions set out in Part III of the Scheme Document, including the receipt of EU anti-trust approval. Stock Spirits and Bidco are pleased to confirm that the Condition relating to EU anti-trust approval (being Condition 3) has now been satisfied.

Capitalised terms used in this announcement (the "**Announcement**") shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

### **Next steps and timetable**

The Scheme remains subject to certain other conditions, including sanction by the Court at the Scheme Court Hearing (expected to take place on 25 November 2021) and the delivery of a copy of the Court Order to the Registrar of Companies. Subject to the Scheme receiving the sanction of the Court, the delivery of a copy of the Court Order to the Registrar of Companies, and the

satisfaction (or, where applicable, the waiver) of the other Conditions set out in Part III of the Scheme Document, the Scheme is expected to become effective on 29 November 2021.

The expected timetable of principal events for the implementation of the Scheme is set out below. If any change to the key dates and/or times set out in the timetable are made Stock Spirits will give notice of this change by issuing an announcement through a Regulatory Information Service, with such announcement being made available on Stock Spirits' website at [www.stockspirits.com/investors/default.aspx](http://www.stockspirits.com/investors/default.aspx). References to times are to London, United Kingdom time unless otherwise stated.

| <b>Event</b>  | <b>Time and/or date</b>          |
|---|----------------------------------|
| Scheme Court Hearing  | 25 November 2021                 |
| Last day for dealings in, and for the registration of transfer of, Stock Spirits Shares   | 26 November 2021                 |
| Scheme Record Time  | 6:00 p.m. on 26 November 2021    |
| Disablement of CREST in respect of Stock Spirits Shares   | 6:00 p.m. on 26 November 2021    |
| Suspension of dealings in Stock Spirits Shares  | by 7:30 a.m. on 29 November 2021 |
| <b>Effective Date of the Scheme<sup>(1)</sup></b>   | 29 November 2021                 |
| Cancellation of listing of Stock Spirits Shares   | by 8:00 a.m. on 30 November 2021 |
| Latest date for despatch of cheques and crediting of CREST accounts for cash consideration due under the Scheme   | by 13 December 2021              |
| Long Stop Date  | 12 May 2022 <sup>(2)</sup>       |
| <p>(1) A copy of the Court Order sanctioning the Scheme is expected to be delivered to the Registrar of Companies two Business Days after the date of the Scheme Court Hearing, such that the Effective Date is expected to be 29 November 2021. The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to this time.</p> <p>(2) This is the latest date by which the Scheme may become Effective. If the Scheme does not become Effective by the Long Stop Date of 12 May 2022, it will lapse and the Acquisition will not proceed (unless Bidco and Stock Spirits otherwise agree and the Panel otherwise consents, or the Panel requires an extension to the Long Stop Date pending final determination of an issue under section 3(g) of Appendix 7 of the Takeover Code).</p> |                                  |

**Enquiries:**

|  |                             |
|--|-----------------------------|
| <b>Stock Spirits</b><br>Paul Bal   | <b>+44 (0) 16 2864 8500</b> |
| <b>J.P. Morgan Cazenove (Joint Financial Adviser to Stock Spirits)</b><br>Dwayne Lysaght<br>Jeannette Smits van Oyen<br>Jonty Edwards      | <b>+44 (0) 20 7742 4000</b> |
| <b>Numis (Joint Financial Adviser to Stock Spirits)</b><br>Luke Bordewich<br>Stuart Ord<br>Tom Jacob                                       | <b>+44 (0) 20 7260 1000</b> |
| <b>Powerscourt (PR Adviser to Stock Spirits)</b><br>Rob Greening<br>Bethany Johannsen  | <b>+44 (0) 20 7250 1446</b> |
| <b>CVC</b><br>Carsten Huwendiek  | <b>+44 (0) 20 7420 4240</b> |
| <b>Citigroup Global Markets Limited (Financial Adviser and Corporate Broker to Bidco)</b><br>Sian Evans<br>Peter Brown (Corporate Broking) | <b>+44 (0) 20 7986 4000</b> |
| <b>Tulchan Communications (PR Adviser to Bidco)</b><br>Jonathan Sibun<br>Simon Pilkington<br>Will Palfreyman                               | <b>+44 (0) 20 7353 4200</b> |

**Important notices**

*J.P. Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove, (“J.P. Morgan Cazenove”), which is authorised in the UK by the Prudential Regulation Authority (“PRA”) and regulated in the UK by the PRA and the Financial Conduct Authority (“FCA”), is acting as financial adviser exclusively for Stock Spirits and no one else in connection with the Acquisition and will not regard any other person as a client in relation to the Acquisition and will not be responsible to anyone other than Stock Spirits for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the Acquisition or any other matters referred to in this announcement.*

*Numis Securities Limited (“Numis”), which is authorised and regulated in the UK by the FCA, is acting exclusively for Stock Spirits and no one else in connection with the Acquisition and will not be responsible to anyone other than Stock Spirits for providing the protections afforded to clients of Numis nor for providing advice in relation to the Acquisition or any other matters referred to in this announcement. Neither Numis nor any of its affiliates, nor any of its or their directors or employees, owes or accepts any duty, liability or responsibility whatsoever (whether direct or*

*indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Numis in connection with this Announcement, the matters referred to herein, any statements contained herein, the Acquisition or otherwise.*

*Citigroup Global Markets Limited (“Citi”) which is authorised in the UK by the PRA and regulated by the FCA and PRA, is acting exclusively as financial adviser and corporate broker for Bidco and no-one else in connection with the Acquisition, and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of Citi, nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.*

*In accordance with the Takeover Code, normal UK market practice and Rule 14e-5(b) of the US Exchange Act, Citi and J.P. Morgan Cazenove and each of their affiliates will continue to act as exempt principal traders in Stock Spirits securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the UK pursuant to the Takeover Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

#### **Further information**

*This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or inducement to sell or an invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of an offer to buy any securities, any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition is being made solely pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document.*

#### **Overseas jurisdictions**

*This Announcement has been prepared in accordance with and for the purpose of complying with applicable English law, the Takeover Code, the Market Abuse Regulation, the Disclosure, Guidance and Transparency Rules and the Listing Rules and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

*The availability of the Acquisition to Stock Spirits Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and*

*no person may vote in favour of the Scheme by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Copies of this Announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving this Announcement and all such documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.*

*The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA.*

### **US Holders**

*US Holders should note that the Acquisition relates to shares in an English company and is proposed to be implemented by means of a scheme of arrangement under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition and the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in the Scheme Document has been prepared in accordance with International Financial Reporting Standards, and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. However, if, in the future, Bidco were to exercise its right to implement the Acquisition by way of an Offer, such Offer will be made in compliance with applicable US tender offer and securities laws and regulations.*

*The receipt of cash pursuant to the Acquisition by a US Holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme will likely be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Stock Spirits Shareholder is urged to consult with legal, tax and financial advisers in connection with making a decision regarding this transaction.*

*It may be difficult for US Holders to enforce their rights and any claims arising out of the US federal securities laws in connection with the Acquisition, since Bidco and Stock Spirits are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US.*

*US Holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*To the extent permitted by applicable law, in accordance with normal UK market practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Stock Spirits Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

## **Forward-looking statements**

*This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Stock Spirits, the Stock Spirits Group, Bidco and/or the Wider Bidco Group contain statements, which are, or may be deemed to be, "forward-looking statements" (including for the purposes of the US Private Securities Litigation Reform Act of 1995). Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Stock Spirits, the Stock Spirits Group, Bidco and/or the Wider Bidco Group (as applicable) about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.*

*Forward-looking statements include statements relating to the expected effects of the Acquisition on Stock Spirits, the Stock Spirits Group, Bidco and/or the Wider Bidco Group (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "prepares", "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimates", "forecasts", "intends", "cost-saving", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Stock Spirits, any member of the Stock Spirits Group, Bidco, the Wider Bidco Group or any member of the Bidco Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Stock Spirits, any member of the Stock Spirits Group, Bidco or any member of the Wider Bidco Group's business.*

*Although Stock Spirits and Bidco believe that the expectations reflected in such forward-looking statements are reasonable (other than where expressly disclaimed), none of Stock Spirits, the Stock Spirits Group, Bidco and/or the Wider Bidco Group can give any assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction of the Conditions, as well as additional factors, such as: changes in the global political, economic, business and competitive environments; inability to obtain, or meet conditions imposed for, required governmental and regulatory approvals; legal or regulatory developments and changes, including, but not limited to, changes in environmental and health and safety regulations; government actions; foreign exchange rate and interest rate fluctuations; changes in tax rates; weak, volatile or illiquid capital and/or credit markets; market position of the companies comprising the Stock Spirits Group; earnings; financial position; cash flows; return on capital and operating margins; anticipated investments; the ability of Bidco and/or the Stock Spirits Group to obtain capital/additional finance; an unexpected decline in revenue or profitability; retention of senior management; the maintenance of labour relations; fluctuations in commodity prices and other input costs; operating and financial restrictions as a result of financing arrangements; changes in consumer habits and preferences including a reduction in demand by customers; competitive product and pricing pressures; future business combinations or disposals; success of business and operating initiatives; and changes in the level of capital investment.*

*Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these*

*risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.*

*None of Stock Spirits, the Stock Spirits Group, Bidco nor the Wider Bidco Group nor any of their respective associates or directors, officers, employees or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Given these risks and uncertainties, potential investors are cautioned not to place any reliance on these forward-looking statements. Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the Stock Spirits Group, there may be additional changes to the operations of the Stock Spirits Group. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.*

*Other than in accordance with their legal or regulatory obligations, none of Stock Spirits, the Stock Spirits Group, Bidco nor the Wider Bidco Group is under any obligation, and each of the foregoing expressly disclaim any intention or obligation to update or to revise any forward-looking statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.*

#### **Publication on a website**

*A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Bidco's website at [www.cvc-sunray-offer-2021.com](http://www.cvc-sunray-offer-2021.com) and Stock Spirits' website at [www.stockspirits.com/investors/default.aspx](http://www.stockspirits.com/investors/default.aspx) by no later than 12:00 p.m. on the Business Day following the date of publication of this Announcement. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this announcement.*

#### **Requesting hard copy documents**

*Stock Spirits Shareholders may request a hard copy of this announcement and any information incorporated into it by reference to another source in hard copy form by contacting Stock Spirits' Registrar, Computershare, through either of the following methods: (i) by calling +44 (0)370 873 5834 between 9:00 a.m. and 5:30 p.m. Monday to Friday (London time) (except public holidays in England and Wales); or (ii) by submitting a request in writing to Computershare at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, in each case, stating your name, and the address to which the hard copy should be sent. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Please note that calls may be monitored or recorded for security and training purposes and Computershare cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.*

#### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by Stock Spirits Shareholders, persons with information rights and other relevant persons for the*

*receipt of communications from Stock Spirits may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code.*