RNS Number : 1292J
Moss Bros Group PLC
07 April 2020

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

FOR IMMEDIATE RELEASE

7 April 2020

Recommended Cash Offer

for

Moss Bros Group PLC

by

Brigadier Acquisition Company Limited

On 12 March 2020, the Board of Moss Bros Group PLC (**"Moss Bros**") and the Board of Brigadier Acquisition Company Limited ("**Bidco**") announced that they had reached agreement on the terms of a recommended cash offer to be made by Bidco, a company which is: (i) majority owned by Regiment Acquisition Company Limited ("**Regiment**") which is in turn majority owned and controlled by Menoshi (primarily known as 'Michael') Shina, the owner of Crew Clothing and (ii) minority owned by Marquis Holdco Limited ("**Marquis**") which is in turn jointly owned and controlled by Anna Kentros, Grace Hutcher, and David Shalleck-Klein for the entire issued and to be issued ordinary share capital of Moss Bros (the "**Acquisition**"). The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement between Moss Bros and the Scheme Shareholders under Part 26 of the Companies Act (the **"Scheme"**).

Moss Bros is pleased to announce that the scheme document containing the full terms and conditions of the Acquisition (the "**Scheme Document**"), together with the related Forms of Proxy, is being published and sent today to Moss Bros Shareholders and, for information only, to persons with information rights and participants in the Moss Bros Share Plans.

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

The Scheme Document will be made available on the Moss Bros website at https://corp.moss.co.uk and sets out, amongst other things, an explanatory statement pursuant to section 897 of the Companies Act 2006, the full terms and conditions of the Scheme, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by Moss Bros Shareholders. The contents of the Moss Bros website are not incorporated into, and do not form part of, this Announcement.

Copies of the Scheme Document will shortly be submitted to the National Storage Mechanism and will shortly be available for inspection at: http://www.morningstar.co.uk/uk/NSM.

The Board of Moss Bros, which has been so advised jointly by Peel Hunt LLP ("**Peel Hunt**") and N.M. Rothschild & Sons Limited ("**Rothschild & Co**") as to the financial terms of the Acquisition, considers the terms of the Acquisition to be fair and reasonable. In providing their advice to the Board of Moss Bros, Peel Hunt and Rothschild & Co have taken into account the commercial assessments of the Board of Moss Bros.

The Board of Moss Bros considers the Acquisition to be in the best interests of the Moss Bros Shareholders taken as a whole. Accordingly, the Board of Moss Bros unanimously recommends that Moss Bros Shareholders vote or procure votes in favour of the Scheme at the Court Meeting and the Special Resolution to be proposed at the General Meeting, as each of the Moss Bros Directors has irrevocably undertaken to do in respect of their own legal and beneficial holdings (and those of certain of their connected persons) in respect of which they control the voting

rights, amounting to 2,607,934 Moss Bros Shares representing, in aggregate, approximately 2.6 per cent. of Moss Bros' issued share capital as at the close of business on 11 March 2020.

Notices of the Court Meeting and General Meeting

As described in the Scheme Document, in order to become effective the Scheme will require, amongst other things, the approval at the Court Meeting of a majority in number of the Scheme Shareholders present and voting in person or by proxy, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders, the passing of the Special Resolution at the Moss Bros General Meeting and the subsequent sanction of the Court. The Scheme is also subject to the satisfaction or waiver of the Conditions and to further terms that are set out in the Scheme Document.

Notices of the Court Meeting and the General Meeting, which will be held at registered office of Moss Bros at 8 St Johns Hill, Clapham Junction, London SW11 1SA on 29 April 2020, are set out in the Scheme Document. The Court Meeting will commence at 10.00 a.m. and the General Meeting at 10:15 a.m. (or, if later, as soon as the Court Meeting has concluded or been adjourned).

IT IS IMPORTANT THAT, FOR THE COURT MEETING IN PARTICULAR, AS MANY VOTES AS POSSIBLE ARE CAST SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF MOSS BROS SHAREHOLDER OPINION. YOU ARE THEREFORE STRONGLY ENCOURAGED TO SIGN AND RETURN YOUR FORMS OF PROXY AS SOON AS POSSIBLE.

Moss Bros Shareholders should read the Scheme Document in its entirety before making a decision with respect to the Scheme.

IN ACCORDANCE WITH CURRENT GOVERNMENT INSTRUCTIONS IN RESPECT OF THE EVOLVING SITUATION REGARDING COVID-19 AND THE RESTRICTIONS ON SOCIAL CONTACT, PUBLIC GATHERINGS AND NON-ESSENTIAL TRAVEL, WE REQUEST THAT YOU DO NOT PHYSICALLY ATTEND THE MEETINGS AND INSTEAD YOU SHOULD RETURN YOUR FORMS OF PROXY OR APPOINT YOUR PROXY ELECTRONICALLY (AS THE CASE MAY BE) BY THE RELEVANT TIME. ANY MOSS BROS SHAREHOLDER THAT ATTEMPTS TO PHYSICALLY ATTEND THE MEETINGS WILL BE REFUSED ADMISSION IN ORDER TO COMPLY WITH CURRENT GOVERNMENT PUBLIC HEALTH INSTRUCTIONS.

The situation in relation to COVID-19 continues to develop and the Company is aware that the Government is looking at solutions for the impact COVID-19 is having on the ability of companies to hold meetings. The Company will continue to update the Moss Bros Shareholders on arrangements for the Meetings through a Regulatory Information Service and the Company's website at https://corp.moss.co.uk. Moss Bros Shareholders are advised to check the Company's website for updates.

Timetable

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also attached as an Appendix to this Announcement. Subject to obtaining the approval of Moss Bros Shareholders and the Court, and the satisfaction or, where applicable, the waiver of the other Conditions (as set out in the Scheme Document), the Scheme is expected to become effective in the second quarter of calendar year 2020.

If any of the key dates set out in the timetable change, Moss Bros will give notice of this change by issuing an announcement through a Regulatory Information Service and by making such announcement available on Moss Bros' website at https://corp.moss.co.uk.

Enquiries

Moss Bros

Colin Porter, Chairman — 020 7447 7200
Brian Brick, CEO
Bill Adams, CFO

Peel Hunt (Lead Financial adviser and Rule 3 Adviser to Moss Bros)

020 7418 8900

George Sellar
Michael Nicholson

Rothschild & Co (Joint Financial Adviser to Moss Bros)

020 7280 5000

John Byrne
Andrew Graham

Link Asset Services (Registrar to Moss Bros)	0371 664 0321
Buchanan (Financial PR adviser to Moss Bros)	
Charles Ryland Vicky Hayns	020 7466 5000
Bidco	
Michael Shina, Director	+1 (718) 213-4914
Zeus Capital Limited (Financial adviser to Bidco)	
Jamie Peel Dan Bate	0161 831 1512

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

Important notices relating to financial advisers

Peel Hunt LLP (which is authorised and regulated in the United Kingdom by the FCA) is acting exclusively for Moss Bros and no-one else in connection with the matters set out in this document, and will not be responsible to anyone other than Moss Bros for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.

N.M. Rothschild & Sons Limited ("Rothschild & Co") (which is authorised and regulated by the FCA in the United Kingdom) is acting exclusively for Moss Bros and for no one else in connection with the Acquisition and any other matter set out in this document, and will not be responsible to anyone other than Moss Bros for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or any matter or arrangement referred to herein.

Zeus Capital Limited (which is authorised and regulated in the United Kingdom by the FCA) is acting as financial adviser exclusively for Bidco and no one else in connection with the matters set out in this document and will not regard any other person as its client in relation to the matters set out in this document and will not be responsible to anyone other than Bidco for providing the protections afforded to its clients or for providing advice in relation to any matter referred to herein.

Further information

This Announcement is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Moss Bros in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document or any document by which the Acquisition is made, which will contain the full terms and conditions of the Acquisition including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis on the information contained in the Scheme Document.

This Announcement does not constitute a prospectus or a prospectus equivalent document.

This Announcement has been prepared for the purposes of complying with English law, the rules of the London Stock Exchange, the Listing Rules and the City Code on Takeovers and Mergers and the 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 and regulations of any jurisdictions outside the United Kingdom.

Overseas Shareholders

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulations. Persons who are not resident in the United Kingdom or who are subject to the laws and regulations of other jurisdictions should inform themselves of, and observe, any applicable requirements.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition shall 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 Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from such jurisdictions where to do so would violate the laws in those jurisdictions. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), such Takeover Offer may not be made available directly or indirectly, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to Moss Bros Shareholders who are not resident in the United Kingdom (and, in particular, their ability to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint

another person as proxy to vote at the Court Meeting on their behalf) may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements, as any failure to comply with such requirements 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. The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the Listing Rules. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Additional Information for US Investors

The Acquisition is being made to acquire the securities of an English company that is a "foreign private issuer" (as defined under Rule 3b-4 under the US Exchange Act 1934 as amended (the "**US Exchange Act**")) by means of a scheme of arrangement provided for under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation or tender offer rules under the US Exchange Act. Accordingly, the Scheme is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which are different from the disclosure requirements and practices of the US under the US Exchange Act. The financial information included in this Announcement and the Scheme documentation has been or will have been prepared in accordance with accounting standards applicable in the UK 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.

If Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer would be made in compliance with applicable US laws and regulations, including to the extent applicable Section 14(e) of the US Exchange Act and Regulation 14E thereunder, and in accordance with the Takeover Code. Such a Takeover Offer would be made in the United States by Bidco and no one else. Accordingly, the Acquisition would be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

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 United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Moss Bros Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws, since Moss Bros is located in a country other than the US, and all of its officers and directors are 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.

In accordance with normal UK practice and consistent with Rule 14e-5(b) under the US Exchange Act, Bidco, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Moss Bros 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. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including to the extent applicable the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

In accordance with the Takeover Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Peel Hunt and its affiliates will continue to act as an exempt principal trader in Moss Bros securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom 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.

Cautionary note regarding forward looking statements

This document contains statements about Bidco and Moss Bros that are or may be forward looking statements. All statements other than statements of historical facts included in this document may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements 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 Bidco or Moss Bros' operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on Bidco or Moss Bros' business.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. Bidco and Moss Bros disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law. Except as expressly provided in this document, they have not been reviewed by the auditors of Moss Bros or Bidco. All subsequent oral or written forward looking statements attributable to Moss Bros or Bidco or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this document.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. 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 p.m. (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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 Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (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 Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on website and availability of hard copies

A copy of this Announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, free of charge on Moss Bros' website at https://corp.moss.co.uk. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this Announcement.

You may request a hard copy of the Scheme Document and all information incorporated into the Scheme Document by reference to another source by contacting Link Asset Services during normal business hours on 0371 664 0321 from within the UK or +44 (0)371 664 0321 if calling from outside the UK or by submitting a request in writing to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF. Calls are charged at the standard geographic rate and will vary by provider. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

Appendix

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times. All dates and times, other than those relating to the Court Meeting and the General Meeting, are based on Moss Bros' and Bidco's current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Moss Bros Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Moss Bros' website at https://corp.moss.co.uk.

Event	**Time and/or date**
Latest time for lodging Forms of Proxy for the:	
Court Meeting (blue form)	**10.00 a.m. on 27 April 2020**
General Meeting (white form)	**10:15 a.m. on 27 April 2020**
Voting Record Time for the Court Meeting and General Meeting	**6:00 p.m. on 27 April 2020**
Court Meeting	**10.00 a.m. on 29 April 2020**
General Meeting	**10:15 a.m. on 29 April 2020**
The following dates and times are indicative only and are subject to change	
Court Hearing	**A date expected to be in the second quarter of 2020 subject to FCA approval ("D")**
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Moss Bros Shares	**D + 1 Business Day**
Scheme Record Time	**6:00 p.m. on D + 1 Business Day**
Dealings in Moss Bros Shares suspended	**7:30 a.m. on D + 2 Business Days**
Effective Date of the Scheme	**D+2**
De-listing and cancellation of admission to trading of Moss Bros Shares	**D+3**
Latest date for despatch of cheques or settlement through CREST in respect of the Cash Consideration.	**Within 14 days of the Effective Date**
Longstop Date	**30 June 2020**

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

END

SOADDLFBBZLZBBL