

The information contained within this announcement was previously deemed by the Company to constitute inside information as stipulated by Market Abuse Regulation (EU) No 596/2014 ("**EU MAR**") and the retained UK law version of EU MAR pursuant to the Market Abuse (Amendment) (EU Exit) Regulations 2019 (SI 2019/310) ("**UK MAR**"). With the publication of this announcement via a Regulatory Information Service, this information is now considered to be in the public domain

Roebuck Food Group plc ("**Roebuck**" or "**the Company**")

Proposed disposal of Animal Protein Division

1 August 2024

Roebuck Food Group plc (AIM: RFG), is pleased to announce the sale of its animal protein business ("**the Disposal**") to Plunkett Matthews ("**the Purchaser**") for a consideration of £0.736 million. The consideration is made up of an equity value of £0.2 million (£0.1 million payable on completion and £0.1 million within 2 years of completion) and following the settlement of indebtedness and the operation of a completion accounts adjustment mechanism in the Share Purchase Agreement, this will also result in a reduction in Group indebtedness of £0.636 million. In addition, a further £300,000 may become payable within 5 years, subject to certain conditions.

The Disposal represents a fundamental change of business pursuant to AIM Rule 15 and as such is subject to the approval of Roebuck shareholders at an Extraordinary General Meeting ("**EGM**"), currently scheduled to be held on 29 August 2024. A circular setting out details of the Disposal and convening the EGM will be sent to shareholders shortly.

In its annual report for 2023, the Company noted its focus on delivering shareholder value through efficient capital allocation. The Purchaser made an approach to the Company, leading to discussions which have culminated in the Disposal.

Roebuck's animal protein division, which is the subject of the Disposal, is comprised within its wholly-owned subsidiary Townview Foods Limited, incorporated in Northern Ireland with registered number NI035629, registered office at 7 Carrivekeeney Road, Newry, Co. Down, BT35 7LU and principal place of business at that address, from which it sources and procures fresh and frozen meat protein products for supply to major food manufacturing, wholesale, food service and retail companies across the world. For the year ended 31 December 2023 the animal protein division generated revenue of £24.825 million, a loss of £0.197 million, and had net assets of £0.462 million.

The Disposal results in the Group's business changing from a combination of sourcing of animal protein, and the milling and importation of food, plant ingredients, and dry goods, to milling and importation of food and plant ingredients (operated through wholly-owned subsidiary) Moorhead & McGavin Ltd acquired last year and sourcing of dry goods (operated through wholly owned subsidiary Townview Sourcing Ltd, in course of changing its name to Foro Food Solutions Ltd). For the year ended 31 December 2023 the Company's two continuing operating subsidiaries Moorhead & McGavin Ltd and Townview Sourcing Limited had revenue of £7.2 million and €3.2 million respectively

The Disposal releases the continuing Group (the Company and its subsidiaries Moorhead & McGavin Ltd and Townview Sourcing Ltd, in course of changing its name to Foro Food Solutions Ltd) from indebtedness in the sum of £0.636 million.

In the Share Purchase Agreement, the Company has given various warranties and indemnities to the Purchasers, concerning (among other things) the share capital, business, and assets of Townview Foods Limited.

As part of the transaction, Gerard Murphy will cease to be Group Finance Director and Company Secretary of the Company and will be paid the sum of £105,000 in lieu of notice under his service agreement (being one year's salary).

The Directors of the Company (Mr Murphy excepted) consider, having consulted with the Company's nominated adviser Davy, that this payment is fair and reasonable insofar as its shareholders are concerned. He will continue as Financial Controller of Townview Foods Limited under different terms.

Considering the amount of sale proceeds and redundancy costs associated with the Disposal it is not anticipated that there will be net proceeds from the transaction beyond the reduction of Group indebtedness. Following Completion of the Disposal, Aidan Hughes, currently Deputy Chairman (and former Finance Director and Company Secretary) will resume the role of Finance Director of the Group and Group Company Secretary.

The Directors consider the terms of the Disposal and related matters to be fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

The Directors of the Company accept responsibility for the contents of this announcement.

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