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THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE EVEN IF THE PRE-CONDITIONS ARE SATISFIED OR WAIVED

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

11 October 2024

POSSIBLE CASH OFFER

by

FRASERS GROUP PLC

for

MULBERRY GROUP PLC

Further to the announcement of a possible offer made by Frasers Group plc ("**Frasers**") on 30 September 2024 (the "**Initial Proposal**") and the subsequent rejection announcement by Mulberry Group plc ("**Mulberry**" or the "**Company**") on 1 October 2024 (the "**Rejection Statement**"), Frasers announces that on 10 October 2024 it submitted a revised non-binding indicative offer (the "**Revised Proposal**") to the Board of Mulberry for the entire issued and to be issued share capital of Mulberry not currently owned by Frasers. Frasers has not received a response to the Revised Proposal from the Mulberry Board.

In reaching this Revised Proposal, Frasers has considered the Rejection Statement along with the limited engagement it has been able to arrange with representatives of Mulberry following the Initial Proposal. Despite the Rejection Statement stating that the Initial Proposal did not recognise the "substantial future potential value of Mulberry", Frasers is clear that there is no current commercial plan, turnaround or otherwise. Frasers also cannot reconcile the rejection of the Initial Proposal against a subscription price of £1.00 per share (the "**Subscription Price**") set by the Board under the subscription announced on 27 October 2024 (the "**Subscription**"). Frasers has significant reservations that the £10 million raised under the Subscription will be enough to support the business through the near to medium term. It is Frasers' belief that this will lead likely to another capitalisation event within that timeframe unless there is immediate and very real change at the Company.

It is therefore unclear to Frasers how:

- (i) the Board of Mulberry could have concluded that the Subscription Price was appropriate before, days later, rejecting the Initial Proposal (at a price 30% higher); and
- (ii) the abovementioned statement about the future potential value of Mulberry could have been verified by the Board of Mulberry.

These issues draw particular attention to each Board member's duty to exercise independent judgement and in doing so, to promote the success of the Company for the benefit of its shareholders as a whole.

Despite the above, Mulberry's catastrophic results, its necessity for emergency funding and difficult market backdrop, Frasers strongly believes it can provide the appropriate insulation and investment to support a much-loved British brand. As part of the Frasers portfolio, the Mulberry brand would be provided with the platform to ensure its long-term survival and success. That is why, as announced on 4 October 2024, Frasers participated in the Subscription for 3,961,000 Mulberry shares at the Subscription Price; and why it made the Initial Proposal and the Revised Proposal.

Accordingly, Frasers is announcing the Revised Proposal - a possible revised cash offer - on the below terms.

REVISED POSSIBLE OFFER

Under the terms of the Revised Possible Offer, Mulberry Shareholders would be entitled to receive:

for each Mulberry Share 150 pence in cash (the "Consideration")

This implies a valuation of approximately £111 million for the entire issued, and to be issued, ordinary share capital of Mulberry, or approximately £72 million for the entire issued and to be issued share capital of Mulberry that Frasers does not own, which represents:

- a premium of 50 per cent to the Subscription Price of £1.00 per share;
- a premium of approximately 28 per cent to the closing share price on 27 September 2024 (shortly prior to the announcement by Mulberry on 27 September of the Subscription) of 118 pence per share; and
- a premium of approximately 40 per cent to the 3-month volume weighted average price of the Company as of 27 September 2024 of 107 pence per share.

It is proposed that the cash consideration payable by Frasers pursuant to the Revised Proposal would be funded from Frasers' existing cash resources. As reported in the full year results announced on 18 July 2024, Frasers is very well capitalised with a significant level of cash financial fire power, including a term loan and RCF with total commitments in excess of £1.4 billion.

PRE-CONDITIONS TO THE MAKING OF ANY FIRM OFFER

The announcement of any firm intention to make an offer for Mulberry by Frasers under Rule 2.7 of the Code is subject to the satisfaction or waiver of a number of customary pre-conditions, including, amongst other things (the "**Pre-Conditions**");

- the unanimous and unqualified recommendation of the transaction by the Board of Mulberry, supported by its Rule 3 adviser, and such recommendation not being withdrawn or modified;
- receipt of firm irrevocable undertakings from the Directors of Mulberry, to vote in favour of or to accept the transaction in respect of their legal and/or beneficial share holdings, such undertakings, as is customary, to be binding in the event of a higher competing offer and otherwise in a form acceptable to Frasers;
- receipt of an irrevocable undertaking from the Company's largest shareholder, Challice Ltd, to vote in favour of or to accept the transaction in respect of their entire holdings, in a form acceptable to Frasers;
- satisfactory completion of a customary focused confirmatory due diligence exercise on Mulberry; and
- final approval of the Board of Frasers.

All Pre-Conditions are waivable in whole or in part at Frasers' discretion.

OTHER INFORMATION

For the purposes of Rule 2.5(a) of the Code, Frasers reserves the right to vary the terms of the Revised Proposal, including making a firm offer for Mulberry on less favourable terms than those set out in this announcement:

- with the agreement of the Mulberry Board; or
- if a third party announces (after the date of this announcement) a firm intention to make an offer under Rule 2.7 of the Code or a possible offer under Rule 2.4 of the Code for Mulberry which, at that date, is of a value less than the value implied by the Possible Offer Terms; or
- following the announcement of a Rule 9 waiver transaction pursuant to the Code, or a reverse takeover (as defined in the Code).

In addition, Frasers reserves the right to introduce other forms of consideration and/or vary the mix or composition of consideration of any firm offer, if made.

In accordance with the Code, Frasers reserves the right to reduce the Consideration by the aggregate amount of any dividend (or other distribution or return of capital), which is announced, declared, paid or becomes payable by Mulberry after the date of this letter.

In accordance with Rule 2.6(a) of the Code, Frasers is required, by not later than 5.00 p.m. (UK time) on 28 October, either to announce a firm intention to make an offer for Mulberry in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for Mulberry, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. In accordance with Rule 2.6(c) of the Code, the above deadline may be extended further at the request of the Mulberry Board and with the consent of the Panel. In accordance with Rule 2.6(d), this deadline will cease to apply if any third-party has announced a firm intention to make an offer for Mulberry.

This is an announcement falling under Rule 2.4 of the Code and does not constitute an announcement of a firm intention to make an offer under Rule 2.7 of the Code and there can be no certainty that any firm offer will be made even if the pre-conditions are satisfied or waived. This announcement does not constitute an offer for sale of any securities or an invitation to purchase or subscribe for any securities.

A further announcement will be made if and when appropriate.

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Further information

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise, or the solicitation of any vote in favour or approval of any offer in any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction.

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Rule 26.1 Disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on Frasers website (www.frasers.group) by no later than 12 noon on the business day following the date of this announcement. The content of the available website referred to in this announcement is not incorporated into, and does not form part of, this announcement

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category may vary slightly and figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Possible Offer, and other information published by Frasers contain statements about Frasers and Mulberry that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "would", "could", "anticipates", "estimates", "projects" or "strategy" or words or terms of similar substance or the negative thereof. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses,

profits, 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 the Company operations and potential synergies resulting from the Possible Offer; and (iii) the effects of government regulation on the wider Frasers group or the wider Mulberry group's business.

These forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown 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. These factors include, but are not limited to, the satisfaction of the conditions to the Possible Offer, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates, the outcome of any litigation. 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 of this announcement. All subsequent oral or written forward-looking statements attributable to Frasers or Mulberry 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. Frasers disclaim any obligation to update any forward-looking or other statements contained in this announcement, except as required by applicable law.

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