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THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR").

14 October 2024

LEI: 213800VDC1BKJEZ8PV53

SIG plc

Proposed Refinancing Transactions

As set out in its update of 2 October 2024, SIG plc (the "**Company**", and together with its subsidiaries, the "**Group**") continues to make good progress on its strategic and operational initiatives. In addition, the Group continues to retain good levels of liquidity, which has provided a solid base as the Board has evaluated its approach to the refinancing of the Group's debt facilities ahead of their maturity dates.

The Company today announces the invitation to eligible holders of its outstanding €300.0 million 5.25% senior secured notes due 2026 (ISIN: XS2404291010 (Regulation S); ISIN: XS2404291366 (Rule 144A)) (the "**Existing Notes**") to tender any and all of their outstanding Existing Notes for purchase at par by the Company (such invitation, the "**Tender Offer**"). The Tender Offer is conditioned upon, among other things, the successful settlement of the offering of New Notes (as defined below) (the "**Financing Condition**"). The Tender Offer is being made on the terms and subject to the conditions contained in a tender offer memorandum dated 14 October 2024 (the "**Tender Offer Memorandum**") prepared by the Company, and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

Noteholders are advised to read the Tender Offer Memorandum carefully for full details of, and information regarding, the procedures for participating in the Tender Offer.

The Company today also announces that it has mandated bookrunners to carry out roadshows in connection with a proposed offering (the "**Bond Offering**") of €300.0 million senior secured notes due 2029 (the "**New Notes**"). Subject to the Financing Condition, the Company will use the aggregate gross proceeds from the New Notes to: (i) fund the Tender Offer, (ii) fund cash on the Group's balance sheet for general corporate purposes, and (iii) pay fees and expenses in connection with the Bond Offering.

Concurrent with the Bond Offering, the Company has entered into an amendment and restatement agreement in relation to an existing revolving credit facility agreement dated 4 November 2021 that continues to provide for aggregate borrowings of up to an equivalent of £90 million with an extended maturity date of 2029 (the "**Revolving Credit Facility**"), subject to certain customary conditions, including the completion of the Bond Offering.

The New Notes and the Revolving Credit Facility will be guaranteed on a senior secured basis by certain subsidiaries of the Company. The interest rate and offering price of the New Notes will be determined at the time of pricing of the Bond Offering, subject to market conditions. An update will be provided in due course.

Summary of the Tender Offer

Description of the Existing Notes	ISIN / Common Code	Maturity Date	Principal Amount Outstanding	Purchase Price*	Amount Subject to the Offer
€300,000,000 5.25% Senior Secured Notes due 2026	Regulation S: XS2404291010 / 240429101 Rule 144A: XS2404291366 / 240429136	30 November 2026	€300,000,000	€1,000 per €1,000 in principal amount of Notes	Any and all

* The amount that will be paid to each Noteholder on the Payment Date for the Existing Notes accepted for purchase will be an amount of €1,000 per €1,000 principal amount of the Existing Notes, together with any accrued and unpaid interest on the relevant Existing Notes from (and including) the immediately preceding interest payment date for the Existing Notes up to (but excluding) the Payment Date.

The consummation of the Tender Offer is conditional upon the successful settlement of the proposed concurrent offering of New Notes to be issued by the Company.

A Noteholder that has validly tendered, or indicated its firm intention to tender, its Existing Notes in the Tender Offer and wishes to subscribe for New Notes in addition to tendering Existing Notes in the Tender Offer may, after having made a separate application for the purchase of such New Notes to a Dealer Manager (in its capacity as a sole global coordinator and sole physical bookrunner or joint bookrunner (as applicable) of the issue of the New Notes), at the sole and absolute discretion of the Company, receive priority in the allocation of the New Notes, subject to the issue of the New Notes. When considering allocation of the New Notes, the Company intends to

give preference to those Noteholders who, prior to such allocation, have tendered, or indicated to the Company or any Dealer Manager their firm intention to tender their Notes. Any allocation of the New Notes may, subject to the sole and absolute discretion of the Company, be less than, equal to or greater than the aggregate principal amount of the Existing Notes tendered or firmly indicated to be tendered.

Offer Period and Indicative Timetable for the Tender Offer

The Tender Offer commences on 14 October 2024 and will end at 5:00 p.m. (New York City time) on 22 October 2024 unless extended. Capitalised or other defined terms used, but not defined in this announcement have the same meanings as given to them in the Tender Offer Memorandum.

Date	Calendar Date	Event
Commencement Date and Time	14 October 2024.	Commencement of the Tender Offer. Tender Offer announced through publication on the website of the TISE, the Tender Offer Website and a recognized financial news service or services as selected by the Company
Expiration Date and Time	5:00 p.m. (New York City time) on 22 October 2024 unless extended.	The deadline for Noteholders to tender Existing Notes, withdraw tenders of Existing Notes and deliver notices of guaranteed delivery pursuant to the Tender Offer to the Information and Tender Agent.
Announcement of Results	As soon as reasonably practicable on or around 23 October 2024	The Company expects to announce the final aggregate principal amount of Existing Notes accepted for purchase.
Delivery date for tenders made via Notice of Guaranteed Delivery	5:00 p.m. (New York City time) on or around 24 October 2024, which is the second business day following the Expiration Date.	The deadline for Noteholders tendering Existing Notes via Notice of Guaranteed Delivery to provide book-entry delivery of tendered Existing Notes to the Information and Tender Agent.
Payment Date	On or around 25 October 2024, which is the third business day following the Expiration Date and the first business day following the delivery date for tenders made via Notice of Guaranteed Delivery.	The Company pays the Consideration for any Existing Notes accepted for purchase, including those tendered via Notice of Guaranteed Delivery

Further Information

A Company presentation with more detailed information about the Group will be available later today via the Company's website at:

<https://www.sigplc.com/investors>

Questions and requests for assistance in connection with (i) the Tender Offer may be directed to the Dealer Managers, and (ii) the delivery of Tender Instructions may be directed to the Information and Tender Agent, the contact details for which are set out below:

DEALER MANAGERS

HSBC Bank plc

8 Canada Square
London E14 5HQ
United Kingdom

Telephone: +44 20 7992 6237

Email: LM_EMEA@hsbc.com

Attention: Liability Management, DCM

Barclays Bank PLC

1 Churchill Place
London E14 5HP
United Kingdom

Telephone: +44 (0) 20 3134 8515

Email: eu.lm@barclays.com

Attention: Liability Management Group

Lloyds Bank Corporate Markets plc

10 Gresham Street
London EC2V 7AE
United Kingdom

Telephone: +44 (0) 20 7158 1719/1726

Email: LBCMLiabilityManagement@lloydsbanking.com

Attention: Liability Management, Commercial Banking

BNP PARIBAS

16 Boulevard des Italiens
Paris 75009
France

Telephone: +33 1 55 77 78 94

Email: liability.management@bnp-paribas.com

Attention: Liability Management Group

NatWest Markets Plc

250 Bishopsgate
London EC2M 4AA
United Kingdom

Telephone: +44 20 7678 5222

Email: NWMLiabilityManagement@natwestmarkets.com

Attention: Liability Management

INFORMATION AND TENDER AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG

Telephone: +44 20 7704 0880

Attention: Jacek Kusion

Email: sig@js.kroll.com

Tender Offer Website: <https://deals.is.kroll.com/sig>

Important Notice

Certain statements made in this announcement are "forward-looking" statements within the meaning of applicable securities laws. Any such projections or statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements. Persons receiving this announcement should not place undue reliance on forward-looking statements. The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Neither this announcement nor the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Existing Notes in any circumstances in which such offer is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of the Company by one or more registered brokers or dealers licensed under the laws of such jurisdiction. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction where such offer or solicitation is unlawful. The New Notes and the related guarantees have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States or other jurisdiction, and therefore may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state of the United States or other jurisdiction.

This announcement is directed only to: (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"); (ii) persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Financial Promotion Order; (iii) persons outside the United Kingdom; or (iv) persons to whom an invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "**FSMA**") in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

This announcement has been prepared on the basis that no offer of securities will be directed to retail investors in the European Economic Area (the "EEA"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**") or ; (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the "**PRIIPs Regulation**") for offering, selling or distributing the securities referred to herein or otherwise making them available to retail investors in the EEA has been prepared, and, therefore, offering, selling or distributing the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This announcement has been prepared on the basis that no offer of securities will be directed to retail investors in the United Kingdom. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering, selling or distributing the securities referred to herein or otherwise making them available to retail investors in the United Kingdom has been prepared and, therefore, offering, selling or distributing the securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

The person responsible for arranging the release of this announcement on behalf of the Company is Andrew Watkins, Group General Counsel & Company Secretary.

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