

## **Filta Group Holdings plc**

**("Filta")**

### **Proposed cancellation of trading on AIM**

The Board of Filta (the "Board") notes the announcement on 9 March 2022 by Franchise Brands plc ("Franchise Brands") that its recommended all-share offer to acquire the entire issued and to be issued ordinary share capital of Filta (the "Offer") has become unconditional as to acceptances.

Franchise Brands has acquired, or agreed to acquire, Filta Shares representing in excess of 75 per cent. of the voting rights of Filta exercisable at a general meeting of Filta. Accordingly, at the request of Franchise Brands, and as set out in the Offer Document dated 18 February 2022, the Board has applied for the cancellation of admission to trading on AIM of Filta Shares (the "Delisting"). It is anticipated that the cancellation of listing and trading will take effect on or shortly after 7.00 a.m. on 24 March 2022.

The Delisting will significantly reduce the liquidity and marketability of any Filta Shares not acquired by Franchise Brands and the Board, therefore, recommends that Filta Shareholders who have not already accepted the Offer accept the Offer as soon as possible. The procedure for acceptance of the Offer is set out in the Offer Document.

The Offer remains subject to admission to trading on AIM of the New Franchise Brands Shares allotted pursuant to the Offer and as such has not yet been declared wholly unconditional.

Capitalised terms used but not otherwise defined in this announcement have the meanings given to them in the Offer Document.

For further information:

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#### ***Disclosure requirements of the Code***

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 (as defined in the Code) 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 (as defined in the Code).

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% 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 pm (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 Bidder 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 Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any Bidder 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*

Pursuant to Rule 26.1 of the Code, a copy of this announcement and other documents in connection with the Offer will, subject to certain restrictions, be available for inspection on Filta's website at <https://filtapl.com/investor-relations> no later than 12 noon (London time) on the business day following this announcement. The contents of the websites referred to in this announcement are not incorporated into, and do not form part of, this announcement.

#### Information relating to Filta Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Filta Shareholders, persons with information rights and other relevant persons for the receipt of

communications from Filta may be provided to Franchise Brands during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c).

#### Hard copy documents

Pursuant to Rule 30.3 of the Code, a person so entitled may request a copy of this announcement in hard copy form by writing to Brian Hogan at The Locks, Hillmorton, Rugby, Warwickshire, CV21 4PP. A person may also request that all future documents, announcements and information to be sent to that person in relation to the Offer should be in hard copy form.