

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

**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 FIRM OFFER WILL BE MADE NOR AS TO THE TERMS ON WHICH ANY FIRM OFFER MIGHT BE MADE.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

8 February 2021

**Announcement regarding Arrow Global Group plc ("Arrow" or the "Company")**

TDR Capital LLP ("**TDR**"), in its capacity as manager of various TDR managed investment funds, announces that on 5 February 2021, it made an approach to the Board of Arrow regarding a possible all-cash offer for Arrow at 305 pence per share (the "**Fourth Proposal**").

The Fourth Proposal represents a premium of approximately:

- 67.3 per cent to Arrow's volume-weighted average share price of 182.3 pence for the three months ended 4 February 2021 (being the day prior to TDR's Fourth Proposal);
- 60.9 per cent to Arrow's volume-weighted average share price of 189.5 pence between 13 November 2020 (being the first trading day after its Fund Management seminar on 12 November 2020) and 4 February 2021 (being the day prior to TDR's Fourth Proposal); and
- 36.2 per cent to Arrow's closing share price of 224.0 pence on 4 February 2021 (being the day prior to TDR's Fourth Proposal).

This follows three previous written proposals made to the Board of Arrow, each of which was rejected. TDR made its initial proposal on 2 December 2020 regarding a possible all-cash offer for Arrow at 250 pence per share, which was rejected on 4 December 2020. TDR then made a subsequent approach regarding a revised possible all-cash offer on 8 December 2020 at 265 pence per share, which was rejected by the Arrow Board on 16 December 2020. TDR made a third approach regarding a possible all-cash offer on 26 January 2021 at 290 pence per share which was rejected by the Arrow Board on 28 January 2021.

Zachary Lewy, Founder and Group Chief Investment Officer of Arrow, has entered into a binding letter of support with TDR (the "**ZL Commitment Letter**"). In the ZL Commitment Letter, Mr Lewy has confirmed that, as at the date of the letter, he is fully supportive of the Fourth Proposal. He has also confirmed that, subject to his fiduciary and other duties and obligations as a director and employee of AGG Capital Management Limited and to Arrow, if the Fourth Proposal is implemented by way of scheme of arrangement, he will vote his ordinary shares in the capital of Arrow in favour of any resolutions proposed to implement the offer. His support of the Fourth Proposal is exclusive, and during the term of the ZL Commitment Letter, he has confirmed that, subject as aforesaid, he will not support any other offer for Arrow. Further details in respect of the ZL Commitment Letter are set out below.

There can be no certainty that any further proposal or firm offer will be made, nor as to the terms of any further proposal or firm offer. A further announcement will be made if and when appropriate.

In accordance with Rule 2.6(a) of the Code, TDR must, by not later than 5.00 p.m. on 8 March 2021, either announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code. The deadline shall cease to apply, by virtue of Rule 2.6(b) of the Code, where a firm intention to make an offer for Arrow under Rule 2.7 of the Code is announced by an offeror (other than TDR) prior to such deadline.

In accordance with Rule 2.5 of the Code, TDR reserves the right to:

1. Vary the form and/or mix of consideration described in this announcement; and
2. Make an offer on less favourable terms than those described in this announcement:
  - a. with the recommendation or consent of the Board of Arrow;
  - b. if Arrow announces, declares or pays a dividend or any other distribution or return of capital to its shareholders after this announcement (in which case TDR reserves the right to make an equivalent reduction to the proposed price);
  - c. if a third party announces a firm intention to make an offer for Arrow on less favourable terms than those set out in this announcement; or

d. following the announcement by Arrow of a whitewash transaction pursuant to the Code.

For the purpose of Rule 2.10 of the Code, the ZL Commitment Letter is in respect of 501,663 ordinary shares in the capital of the Company which are registered in the name of Zach Lewy, representing approximately 0.3 per cent. of the Company's issued share capital on 5 February 2021 (being the last practicable date before this announcement). The ZL Commitment Letter shall cease to have any effect on the earlier of 5 May 2021 or the date TDR confirms either privately to him or publicly that it no longer intends to proceed with an offer for Arrow at a price of not less than 305 pence per Arrow share.

This announcement has been made without the consent of Arrow.

#### Enquiries:

##### **TDR (Powerscourt)**

Rory Godson

Andy Smith

**TDR@powerscourt-group.com**

+44 (0) 7909 926 020

+44 (0) 7872 604 889

##### **Citigroup Global Markets Limited (Financial Adviser to TDR)**

**+44 (0) 207 986 4000**

Jan Skarbek

Robert Redshaw (Corporate Broking)

Morten Eikebu

Thomas Bective

##### **Ashcombe Advisers LLP (Financial Adviser to TDR)**

**+44 (0) 207 529 5800**

Andreas Wesemann

#### Important Notices

Citigroup Global Markets Limited ("**Citi**"), which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated in the UK by the Financial Conduct Authority ("**FCA**") and the PRA, is acting as financial adviser exclusively for TDR and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than TDR for providing the protections afforded to clients of Citi nor for providing advice in relation to any matter referred to herein.

Ashcombe Advisers LLP ("**Ashcombe**"), which is regulated in the UK by the FCA, is acting as financial adviser exclusively for TDR and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than TDR for providing the protections afforded to clients of Ashcombe nor for providing advice in relation to any matter referred to herein.

#### Disclosure Requirements

Under Rule 8.3(a) of the 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 pm on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm 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 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, 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 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 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 offeror was first identified. You should contact the Takeover 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.

#### **Rule 26.1 Disclosure**

In accordance with Rule 26.1 of the Code, a copy of this announcement and the ZL Commitment Letter will be available on TDR's website ([www.tdrcapital.com](http://www.tdrcapital.com)) by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into, and does not form part of, this announcement.