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FOR IMMEDIATE RELEASE

7 October 2021

**RECOMMENDED CASH ACQUISITION**

of

**ARROW GLOBAL GROUP PLC**

by

**SHERWOOD ACQUISITIONS LIMITED**

(a newly formed company owned by investment funds managed by TDR Capital LLP)

to be effected by means of a Scheme of Arrangement under  
Part 26 of the Companies Act 2006

**UPDATE ON DEBT FINANCING ARRANGEMENTS**

On 31 March 2021, the boards of directors of Sherwood Acquisitions Limited (“**Bidco**”) and Arrow Global Group plc (“**Arrow**”) announced that they had reached agreement on the terms and conditions of a recommended cash acquisition by Bidco of the entire issued and to be issued share capital of Arrow (the “**Acquisition**”) to be effected by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”). Capitalised terms in this announcement, unless otherwise defined, have the same meanings given to them in the scheme circular published on 28 April 2021 (the “**Scheme Document**”).

Bidco announces that on 6 October 2021 it entered into certain financing agreements (the “**Financing Documents**”) pursuant to which the lenders named therein have agreed to make available the following facilities to certain subsidiaries of Sherwood Parentco Limited, a holding company of Bidco: (i) senior secured bridge facilities (the “**Senior Secured Bridge Facilities**”) consisting of the following: (a) a Facility A (EUR) in an aggregate amount of €725,000,000; (b) a Facility B (EUR) in an aggregate amount of €250,000,000; and (c) a Facility C (GBP) in an aggregate amount of £400,000,000; (ii) a revolving credit facility in an aggregate amount of £285,000,000 (the “**Revolving Facility**”).

The proceeds of loans drawn under the Revolving Facility can be used for the purposes of, amongst other things, financing any amount payable under or in connection with the Acquisition, refinancing the existing indebtedness of Arrow and general corporate purposes/working capital requirements. The proceeds of loans drawn under the Senior Secured Bridge Facilities can be used for the purposes of, amongst other things, refinancing the existing indebtedness of Arrow.

Copies of the Financing Documents will be made available on Arrow’s website at [https://www.arrowglobal.net/en/investors/Offer\\_for\\_the\\_Company/.html](https://www.arrowglobal.net/en/investors/Offer_for_the_Company/.html) and on Bidco’s website at <https://www.tdrcapital.com/arrowglobal-offer> (as relevant) by no later than 12 noon (London time) on the business day following this Announcement.

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**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 for Bidco and for no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of Citi nor for providing advice in connection with the Acquisition, or any other matters referred to in this announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with this announcement, any statement contained herein, the Acquisition or otherwise.

Ashcombe Advisers LLP ("Ashcombe"), which is regulated in the UK by the FCA, is acting as financial adviser exclusively for Bidco 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 Bidco for providing the protections afforded to clients of Ashcombe nor for providing advice in relation to any matter referred to herein.

Barclays Bank PLC, acting through its Investment Bank ("Barclays"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for Bidco and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of Barclays nor for providing advice in relation to the subject matter of this announcement or any other matter referred to in this Announcement. In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Arrow securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

**Further information**

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or

otherwise nor shall there be any sale, issuance or transfer of securities of Arrow in any jurisdiction in contravention of applicable law. The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document), which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of the Scheme (or, if applicable, the Takeover Offer), or other response in relation to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document). Each Arrow Shareholder is strongly advised to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

This Announcement does not constitute a prospectus or prospectus equivalent document.

#### **Dealing and Opening Position Disclosure Requirements of the City 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 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) of the Code 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.

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 of the Code. 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 of the Code.

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 of the Code).

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 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**

This Announcement will be made available, subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions, on Arrow's website at [https://www.arrowglobal.net/en/investors/Offer\\_for\\_the\\_Company/.html](https://www.arrowglobal.net/en/investors/Offer_for_the_Company/.html) and on Bidco's website at <https://www.tdrcapital.com/arrowglobal-offer> by no later than 12:00 p.m. on the Business Day following date of publication of this Announcement. For the avoidance of doubt, save as expressly referred to in this Announcement, the contents of those websites are not incorporated into and do not form part of this Announcement.