

**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**

**FOR IMMEDIATE RELEASE**

**13 DECEMBER 2023**

**RECOMMENDED ACQUISITION**

**of**

**THE CITY PUB GROUP PLC  
("City Pubs")**

**by**

**YOUNG & CO.'S BREWERY, P.L.C.  
("Young's")**

(to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006)

**Publication and posting of Scheme Document**

**Introduction**

On 16 November 2023, the boards of Young's and City Pubs announced that they had reached agreement on the terms of a recommended offer pursuant to which Young's will acquire the entire issued and to be issued share capital of City Pubs (the "**Transaction**"). The Transaction is to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

**Publication and posting of the Scheme Document**

The board of City Pubs is pleased to announce that it has published a circular in relation to the Scheme (the "**Scheme Document**"), together with the Forms of Proxy for the Court Meeting and the General Meeting. The Scheme Document sets out, amongst other things, the full terms and conditions of the Scheme, an explanatory statement pursuant to section 897 of the Companies Act 2006, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by City Pubs Shareholders.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

Hard copies of the Scheme Document and Forms of Proxy for the Court Meeting and the General Meeting have been posted to City Pubs Shareholders. For information only, the Scheme Document will also be sent, or made available to, persons with information rights and to City Pubs Share Plan Participants.

Copies of this announcement and the Scheme Document will be available free of charge (subject to certain restrictions relating to persons in Restricted Jurisdictions) on City Pubs' website at <https://www.citypubcompany.com/investors/> and at Young's website at <https://www.youngs.co.uk/investors>, up to and including the Effective Date. The contents of these websites are not incorporated into and do not form part of this announcement.

**Notices of the Court Meeting and General Meeting**

As further detailed in the Scheme Document, to become Effective, the Scheme requires, among other things, that the requisite majority of Scheme Shareholders vote in favour of the Scheme at the Court

Meeting and that the requisite majority of City Pubs Shareholders vote in favour of the Resolution to be proposed at the General Meeting. The Scheme is also subject to the satisfaction or (where applicable) waiver of the Conditions and further terms set out in the Scheme Document.

Notices convening the Court Meeting and the General Meeting, each of which will be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG on 17 January 2024 are set out in the Scheme Document. The Court Meeting will start at 10.00 a.m. (London time) and the General Meeting at 10.15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). Forms of Proxy for use at such meetings will be enclosed with the Scheme Document.

The City Pubs Directors, who have been so advised by Houlihan Lokey and Liberum as to the financial terms of the Transaction, consider the terms of the Transaction to be fair and reasonable. In providing their advice to the City Pubs Directors, Houlihan Lokey and Liberum have each taken into account the commercial assessments of the City Pubs Directors. Houlihan Lokey and Liberum are providing independent financial advice to the City Pubs Directors for the purposes of Rule 3 of the Code.

**Accordingly, the City Pubs Directors recommend unanimously that City Pubs Shareholders vote in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting, as the City Pubs Directors who are interested in City Pubs Shares have irrevocably undertaken to do in respect of their entire beneficial holdings of, in aggregate, 5,260,351 City Pubs Shares representing, in aggregate, approximately 5 per cent. of City Pubs' total issued ordinary share capital as at the close of business on the Last Practicable Date.**

**It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Scheme Shareholders' opinion. Scheme Shareholders are therefore strongly urged to complete, sign and return their Forms of Proxy, or appoint a proxy online or through the CREST electronic proxy appointment service (as appropriate), as soon as possible.**

Scheme Shareholders should carefully read the Scheme Document in its entirety before making a decision in respect of the Scheme.

### **Delisting of City Pubs Shares**

If the Scheme is approved by the requisite majority of Scheme Shareholders, the Resolution is approved by City Pubs Shareholders, the Court sanctions the Scheme, all other Conditions to the Transaction are satisfied or (if capable of waiver) waived and the Scheme becomes Effective in accordance with its terms, then under the anticipated timetable, it is expected that dealings in City Pubs Shares will be suspended at 7.30 a.m. on the second Business Day following the Court Sanction Hearing, the Scheme will become Effective on the same day and the cancellation of the admission to trading of City Pubs Shares on the AIM will take effect by 8.00 a.m. on the following Business Day.

### **Expected Timetable of Principal Events**

All times shown are London times unless otherwise stated. The dates and times given are indicative only and are based on City Pubs' and Young's current expectations and may be subject to change.

<b>Event</b>	<b>Time and/or date</b>
<b>Latest time for lodging Forms of Proxy for the:</b>	
Court Meeting (BLUE form)	10.00 a.m. on 15 January 2024 <sup>(1)</sup>
General Meeting (WHITE form)	10.15 a.m. on 15 January 2024 <sup>(2)</sup>
Voting Record Time for the Court Meeting and the General Meeting	6.30 p.m. on 15 January 2024 <sup>(3)</sup>
<b>Court Meeting</b>	<b>10.00 a.m. on 17 January 2024</b>
<b>General Meeting</b>	<b>10.15 a.m. on 17 January 2024<sup>(4)</sup></b>

The following dates are indicative only and are subject to change<sup>(5)</sup>:

<b>Court Sanction Hearing</b>	A date ("D") to be determined following the satisfaction or (if applicable) waiver of the Conditions 2(A)(i), 2(B)(i), 3 and 4 (inclusive) of Part A of Part III of the Scheme Document
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, City Pubs Shares	D+1 Business Days
Scheme Record Time	6.00 p.m. on D+1 Business Days
Dealings in City Pubs Shares suspended	7.30 a.m. on D+2 Business Days
<b>Effective Date of the Scheme</b>	D+2 Business Days
Cancellation of admission of City Pubs Shares to trading on AIM	By 8.00 a.m. on D+3 Business Days
Admission of the New Young's A Shares to trading on AIM	By 8.00 a.m. on D+3 Business Days
Crediting of New Young's A Shares to CREST Accounts	By no later than 8.00 a.m. on D+3 Business Days
Latest date for share certificates in respect of New Young's A Shares to be issued (if applicable)	Within 14 days of the Effective Date
Latest date for despatch of cheques and crediting of CREST for Cash Consideration due under the Scheme	Within 14 days of the Effective Date
Long Stop Date	16 May 2024 <sup>(6)</sup>

**Notes:**

1. *It is requested that BLUE Forms of Proxy for the Court Meeting be lodged no later than 48 hours (excluding any part of a day that is not a Business Day) before the time and date set for the Court Meeting. A copy of a completed and signed BLUE Form of Proxy not so lodged may be handed to the Chair of the Court Meeting at any time before the time that the Court Meeting is due to commence and will still be valid.*
2. *WHITE Forms of Proxy for the General Meeting must be lodged no later than 48 hours (excluding any part of a day that is not a Business Day) before the time and date set for the General Meeting. WHITE Forms of Proxy for the General Meeting not lodged by this time will be invalid.*
3. *If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.30 p.m. on the date falling two Business Days before the date of the adjourned Meeting.*
4. *To commence at 10.15 a.m. or as soon thereafter as the Court Meeting shall have concluded or been adjourned.*
5. *These dates and times are indicative only and will depend, among other things, on the date upon which (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) a copy of the Court Order is delivered to the Registrar of Companies.*
6. *This is the latest date by which the Scheme may become Effective unless Young's and City Pubs agree (and the Panel and, if required, the Court permit) a later date or if the Panel requires an extension to the Long-Stop Date pending final determination of an issue under section 3(g) of Appendix 7 to the Takeover Code.*

**Shareholder Helpline:**

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting or how to complete the Forms of Proxy or to appoint a proxy through the CREST electronic proxy appointment service or online, please contact the registrar of City Pubs, Equiniti, between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0) 371 384

2050 (if calling from outside of the UK, please ensure the country code is used). Equiniti cannot provide advice on the merits of the Transaction or give any financial, legal or tax advice. Calls to Equiniti from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.

### **City Pubs Share Plans**

In accordance with Rule 15 of the Takeover Code, participants in the City Pubs Share Plans will be contacted shortly by way of joint letter (the "**Rule 15 Letters**"). The Rule 15 Letters contain details regarding the effect of the Scheme on participants' rights under the City Pubs Share Plans and the arrangements applicable to those participants, including details of appropriate proposals being made in relation to such rights and relevant dates and times.

#### **Enquiries:**

**City Pubs** Tel: +44 (0) 20 7559 5106  
Clive Watson, Executive Chairman  
Holly Elliott, CFO

**Houlihan Lokey** Tel: +44 (0) 20 7839 3355  
*(Lead Financial Adviser and Joint Rule 3 Adviser to City Pubs)*  
Sam Fuller / Tim Richardson / Tom Barnard

**Liberum** Tel: +44 (0) 20 3100 2000  
*(Financial Adviser, Joint Rule 3 Adviser, Nominated Advisor and Broker to City Pubs)*  
Chris Clarke / Mark Harrison / Ed Thomas

**Panmure Gordon** Tel: +44 (0) 20 7886 2500  
*(Joint Broker to City Pubs)*  
Simon French / Rupert Dearden / Ails Manchester

**Instinctif Partners** Tel: +44 (0) 20 7457 2020  
*(PR Adviser to City Pubs)*  
Matthew Smallwood / Justine Warren

**Young's** Tel: +44 (0) 20 8875 7000  
Simon Dodds, Chief Executive Officer  
Mike Owen, Chief Financial Officer

**J.P. Morgan Cazenove** Tel: +44 (0) 20 3493 8000  
*(Sole Financial Adviser, Nominated Advisor and Joint Broker to Young's)*  
James Mitford / Jonty Edwards / Dean Schneider

**Stifel Nicolaus Europe Limited** Tel: + 44 (0) 20 7710 7600  
*(Joint Broker to Young's)*  
Erik Anderson / Francis North

**MHP Group** Tel: +44 (0) 7736 464 749  
*(PR Adviser to Young's)*  
Tim Rowntree / Robert Collett-Creedy

Addleshaw Goddard LLP are acting as legal adviser to City Pubs in connection with the Transaction.

Slaughter and May are acting as legal adviser to Young's in connection with the Transaction.

Houlihan Lokey and Liberum are each providing independent advice to City Pubs pursuant to Rule 3 of the Code.

#### **Notices relating to financial advisers:**

*Houlihan Lokey UK Limited ("Houlihan Lokey"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to City Pubs and no one else in connection with the Transaction and will not be responsible to anyone other than City Pubs for providing the protections afforded to clients of Houlihan Lokey or for providing advice in relation*

to the Transaction or any other matters referred to in this announcement. Neither Houlihan Lokey nor any of its affiliates owes or accepts any duty, liability, or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Houlihan Lokey in connection with this announcement, any statement contained herein or otherwise.

Liberum Capital Limited ("**Liberum**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively to City Pubs and no one else in connection with the Transaction and will not be responsible to anyone other than City Pubs for providing the protections afforded to clients of Liberum or for providing advice in relation to the Transaction or any other matters referred to in this announcement. Neither Liberum nor any of its affiliates owes or accepts any duty, liability, or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Liberum in connection with this announcement, any statement contained herein or otherwise.

Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for City Pubs and no one else in connection with the Transaction and will not be responsible to anyone other than City Pubs for providing the protections afforded to clients of Panmure Gordon nor for providing advice in relation to any other matters referred to in this announcement. Neither Panmure Gordon nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Panmure Gordon in connection with this announcement, any statement contained herein or otherwise.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated by the PRA and the Financial Conduct Authority. J.P. Morgan Cazenove is acting as financial adviser exclusively for Young's 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 Young's for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to any matter referred to herein.

Stifel Nicolaus Europe Limited ("**Stifel**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Young's and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Young's for providing the protections afforded to clients of Stifel nor for providing advice in relation to the Transaction or any other matters referred to in this announcement. Neither Stifel nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Stifel in connection with this announcement, any statement contained in this announcement, the Transaction or otherwise. No representation or warranty, express or implied, is made by Stifel as to the contents of this announcement.

#### **Overseas shareholders:**

The release, publication or distribution of this announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Transaction disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared in accordance with and for the purpose of complying with English law, the Code, the Market Abuse Regulation and the AIM Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside of the UK.

The availability of this announcement or the Scheme Document to City Pubs Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In

*particular, the ability of persons who are not resident in the UK to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another person to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities law of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Transaction disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by Young's or required by the Code, and permitted by applicable law and regulation, the Transaction and the New Young's A Shares to be issued pursuant to the Transaction to City Pubs Shareholders will not be made available, in whole or in part, directly or indirectly in, into, or from a Restricted Jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction and no person may vote in favour of the Transaction by any such use, means, instrumentality, or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement, the Scheme Document and any other formal documentation relating to the Scheme and the Transaction are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Transaction. If the Transaction is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.*

*The availability of New Young's A Shares pursuant to the Transaction to City Pubs Shareholders who are not resident in the United Kingdom or the ability of those persons to hold such shares may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. City Pubs Shareholders who are in any doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.*

*Further details in relation to overseas shareholders are included in the Scheme Document.*

**Additional information for US investors:**

*The Transaction relates to the shares of an English company with a quotation on AIM and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Securities Exchange Act of 1934 (the "**U.S. Exchange Act**"). Accordingly, the Transaction is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the U.S. tender offer and proxy solicitation rules. Neither the United States Securities and Exchange Commission, nor any securities commission of any state of the United States, has approved or disapproved any offer, or passed comment upon the adequacy or completeness of any of the information included in this announcement. The financial information included in this announcement and the Scheme Document has been prepared in accordance with generally accepted accounting principles of the United Kingdom and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*If, in the future, Young's exercises its right, with the consent of the Panel (where necessary), to implement the Transaction by way of an Offer, which is to be made into the United States, such Offer will be made in compliance with the applicable U.S. laws and regulations.*

*It may be difficult for U.S. holders of City Pubs Shares to enforce their rights and any claim arising out of the U.S. federal laws in connection with the Transaction, since Young's and City Pubs are located in*

a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders of City Pubs Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's jurisdiction or judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Young's, its nominees, or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Young's Shares outside of the U.S., other than pursuant to the Transaction, until the date on which the Scheme becomes Effective, lapses or is otherwise withdrawn.

Also, in accordance with Rule 14e-5(b) of the US Securities Exchange Act of 1934, each of J.P. Morgan Cazenove, Stifel, Houlihan Lokey, Liberum and Panmure Gordon will continue to act as an exempt trader in City Pubs Shares on the London Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the U.S. Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

U.S. City Pubs Shareholders also should be aware that the transaction contemplated herein may have tax consequences in the U.S. and, that such consequences, if any, are not described herein. U.S. City Pubs Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding this transaction.

#### **Forward-Looking Statements:**

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Transaction, and other information published by Young's and City Pubs, contains statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Young's and City Pubs (as applicable) about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements

The forward-looking statements contained in this announcement include statements relating to the expected effects of the Transaction on Young's and City Pubs (including their future prospects, developments and strategies), the expected timing and scope of the Transaction and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "prepares", "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimates", "forecasts", "cost-saving", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, 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 Young's, City Pubs, any member of the Young's Group's or any member of the City Pubs Group's operations and potential synergies resulting from the Transaction; and (iii) the effects of global economic conditions and governmental regulation on Young's, City Pubs, any member of the Young's Group's or any member of the City Pubs Group's business.

Although Young's and City Pubs believe that the expectations reflected in such forward-looking statements are reasonable, Young's and City Pubs can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. Neither Young's nor City Pubs assumes any obligation to

update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise) except as required by applicable law.

The factors that could cause actual results to differ materially from those described in the forward-looking statements include, but are not limited to: the ability to complete the Transaction; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms; changes in the global political, economic, business and competitive environments and in market and regulatory forces; changes in future exchange and interest rates; changes in tax rates; future business combinations or disposals; changes in general economic and business conditions; changes in the behaviour of other market participants; and changes in the anticipated benefits from the proposed transaction not being realised as a result of: changes in general economic and market conditions in the countries in which Young's and City Pubs operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which Young's and City Pubs operate and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors. Neither Young's nor City Pubs, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place any reliance on these forward-looking statements.

Specifically, statements of estimated cost savings and synergies related to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

Other than in accordance with their legal or regulatory obligations, neither Young's nor City Pubs is under any obligation, and Young's and City Pubs expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### **Dealing and Opening Position Disclosure requirements:**

Under Rule 8.3(a) of the Code, any person who is interested in one (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) of the Takeover Code applies must be made by no later than 3.30 p.m. (London time) on the tenth (10<sup>th</sup>) Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the tenth (10<sup>th</sup>) 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 Takeover Code, any person who is, or becomes, interested in one (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 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 p.m. (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 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 Takeover 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 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 a website:**

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement and the documents required to be published under Rule 26 of the Takeover Code, will be made available free of charge (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) on City Pubs' website at <https://www.citypubcompany.com/investors/> and at Young's website at <https://www.youngs.co.uk/investors> by no later than 12 noon (London time) on the Business Day following this announcement. The content of any website referred to in this announcement is not incorporated into and does not form part of this announcement.

**No profit forecasts, profit estimates or quantified benefits statements:**

No statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for City Pubs or for Young's for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for City Pubs or for Young's.

**Requesting hard copy documents:**

In accordance with Rule 30.3 of the Takeover Code, City Pubs Shareholders, persons with information rights and City Pubs Share Plan Participants may request a hard copy of this announcement or the Scheme Document (and any information incorporated by reference in this announcement) by contacting the registrar of City Pubs, Equiniti, between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0) 371 384 2050 (if calling from outside of the UK, please ensure the country code is used). Equiniti cannot provide advice on the merits of the Transaction or give any financial, legal or tax advice. Calls to Equiniti from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.

Alternatively, a request in writing may be submitted to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

**Rounding:**

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