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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**9 June 2021**

**Recommended Cash Offer  
for  
Cambria Automobiles plc  
by  
Cambria Bidco Limited**

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

**Summary**

The Independent Committee of directors of Cambria Automobiles plc (“Independent Committee” and “Cambria” respectively) and the sole director of Cambria Bidco Limited (“Bidco”) being a company ultimately owned and controlled by Mark Lavery, are pleased to announce that they have reached agreement on the terms of a recommended cash offer (“Cash Offer”) to be made by Bidco for the entire issued and to be issued share capital of Cambria other than those Cambria Shares owned or controlled by Bidco (“Offer”).

**Highlights**

- Under the terms of the Cash Offer, each Scheme Shareholder will be entitled to receive:  
  

<b>for each Scheme Share:</b>	<b>80 pence in cash</b>
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- The Cash Offer values the entire issued share capital of Cambria at approximately £80 million and represents a premium of approximately:
  - 21.2 per cent. to the Closing Price per Scheme Share of 66.0 pence on 19 March 2021, being the last Business Day prior to the commencement of the Offer Period;
  - 25.3 per cent. to the volume weighted average Closing Price per Scheme Share of 63.8 pence in the 1 month to 19 March 2021, being the last Business Day prior to the commencement of the Offer Period;
  - 36.8 per cent. to the volume weighted average Closing Price per Scheme Share of 58.5 pence in the 6 months to 19 March 2021, being the last Business Day prior to the commencement of the Offer Period; and

- 56.7 per cent. to the volume weighted average Closing Price per Scheme Share of 51.0 pence in the 12 months to 19 March 2021, being the last Business Day prior to the commencement of the Offer Period.
- As an alternative to the Cash Offer, accepting Scheme Shareholders (other than Scheme Shareholders resident or located in a Restricted Jurisdiction) may elect to receive one New Bidco Share for each Scheme Share held. Each New Bidco Share will be immediately exchanged for two Consideration Shares by way of a call option exercised by Cambria Investments. The Consideration Shares will be issued within 14 days of the Effective Date. The Consideration Shares are non-transferable and do not carry any voting rights.
- The availability of the Consideration Shares under the Alternative Offer is limited to such number as would constitute no more than 20 per cent. of the entire issued share capital of Cambria Investments. To the extent that elections for New Bidco Shares exchanging for Consideration Shares under the Alternative Offer cannot be satisfied in full, they will be scaled down as nearly as reasonably practicable pro rata to the size of such elections and any amount so scaled down shall instead be satisfied in cash. An estimate of the value of the Consideration Shares and the Alternative Offer will be included in the Scheme Document.

### **Recommendation**

- As Mark Lavery is the ultimate owner of Bidco, an independent committee of the Board of Directors of Cambria has been established to consider the terms of the Offer. The Independent Committee is comprised of all Cambria Directors other than Mark Lavery.
- The Independent Committee, who has been so advised by Rothschild & Co as to the financial terms of the Cash Offer, considers the terms of the Cash Offer to be fair and reasonable. In providing advice to the Independent Committee, Rothschild & Co, has taken into account the commercial assessments of the Independent Committee.
- Rothschild & Co is unable to advise the Independent Committee as to whether or not the terms of the Alternative Offer are fair and reasonable. This is because of the significant and variable impact of the disadvantages and advantages of the Alternative Offer for individual Scheme Shareholders including, in terms of the advantages, in particular, the ability to participate in the future value creation of Cambria and, in terms of the disadvantages, in particular, the terms of the Consideration Shares including the fact that they are illiquid and the level of uncertainty in their future value.
- The Independent Committee therefore cannot form an opinion as to whether or not the terms of the Alternative Offer are fair and reasonable and are not making any recommendation to Scheme Shareholders as to whether or not they should elect for the Alternative Offer.

**Accordingly for the reasons set out above and as set out in more detail in the full text of this Announcement in paragraph 2 with sub-heading “the Offer” below, the Independent Committee recommend unanimously that Cambria Shareholders vote in favour of the Scheme at the Court Meeting and that Cambria Shareholders vote in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Offer is implemented by way of a Takeover Offer, that Cambria Shareholders accept such Offer) as the Cambria Directors who hold Scheme Shares have irrevocably undertaken to do in respect of their own entire beneficial holdings, amounting**

**to 5,422,491 Scheme Shares, in aggregate, representing approximately 5.42 per cent. of the issued share capital of Cambria as at the Latest Practicable Date. Each Cambria Director who holds Scheme Shares has elected to receive the Cash Offer.**

### **Shareholder Support**

- Bidco has, received Irrevocable Undertakings from (i) all of the Independent Committee, (ii) Rodney Smith, Ben Crudgington, Amanda Crudgington, Lucy Duckers, Angus Burt and Shazad Anjam, and (iii) Quilter Investors (Cambria's largest independent shareholder) to vote in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Offer is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) and to accept the Cash Offer in respect of their entire beneficial holding of Scheme Shares in respect of 20,841,126 Scheme Shares (representing, in aggregate, approximately 20.84 per cent. of the Cambria Shares in issue on the Latest Practicable Date).
- Further details of the Irrevocable Undertakings are set out in Appendix 3 to this Announcement.

### **General**

- Bidco is a newly-formed limited company incorporated in England and Wales which is wholly owned by Cambria Investments and ultimately owned and controlled by Mark Lavery (CEO of Cambria).
- Cambria Investments is a newly-formed limited company incorporated in England and Wales which is wholly owned by Mark Lavery.
- Mark and Nicola Lavery have agreed to contribute their interest in Cambria, comprising 40,000,000 Cambria Shares in aggregate and representing approximately 40 per cent. of the Cambria Shares in issue, to Cambria Investments pursuant to the terms of the Lavery SPA. Cambria Investments will transfer such Cambria Shares to Bidco pursuant to the terms of the Roll Down SPA.
- It is intended that the Offer will be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act, further details of which are contained in the full text of this Announcement (and will be included in the Scheme Document). However, Bidco reserves the right, with the consent of the Panel, to implement the Offer by way of a Takeover Offer.
- The Offer will be subject to the Conditions and certain further terms set out in Appendix 1 to this Announcement including, among other things: (a) the approval of Scheme Shareholders at the Court Meeting and the passing of the Resolutions to be proposed at the General Meeting; (b) the sanction of the Scheme by the Court; and (c) the Scheme becoming Effective no later than the Long Stop Date. In order to become Effective, the Scheme must be approved by a majority in number of Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting representing at least 75 per cent. in value of the Scheme Shares voted by such holders.
- The Scheme Document will include full details of the Scheme, together with an explanatory statement providing details of the Offer, and the notices convening the Court Meeting and the General Meeting. The Scheme Document will also contain the expected timetable for the Offer and will specify the necessary actions to be taken by Scheme Shareholders. The Scheme Document will be sent to Scheme

Shareholders as soon as reasonably practicable (subject to the availability of the Court to approve the posting of the Scheme Document).

- The Scheme is expected to become Effective in the third quarter of 2021, subject to satisfaction or (where applicable) waiver of the Conditions set out in Appendix 1 to this Announcement.
- Commenting on the Offer, Mark Lavery said:

“I am pleased that the Independent Committee has unanimously recommended the Cash Offer. The Cash Offer represents an opportunity for Cambria Shareholders to realise their investment in cash at a material premium to the historical share price of Cambria where there has been a low level of trading liquidity or, where a shareholder might be prepared to do so, to retain a shareholding through the Alternative Offer.

I am proud of the excellent job that has been done by the team over the last eleven years since Cambria’s IPO to substantially transform the business but these achievements have not been reflected in the equity market’s valuation or perception of Cambria. I am mindful of a rapid period of change for the industry and that there may be headwinds ahead, but I look forward to capitalising on the growth opportunities ahead, and creating value for customers, employees and brand partners under private ownership”

- Commenting on the Offer, Philip Swatman, chairman of Cambria and member of the Independent Committee said:

“Cambria has successfully executed a strategy over the last 11 years of public ownership. However, while Cambria has demonstrated considerable resilience, significant business uncertainties continue to persist in the near and medium term for a company of our relative size. In recommending the Cash Offer to the Cambria Shareholders, the Independent Committee believe it is in the best interests of all stakeholders, enabling them to realise significant and immediate value, whilst enabling the long term success of the business. Therefore, the Independent Committee are unanimously recommending the Cash Offer.”

- finnCap is acting as financial adviser to Bidco in respect of the Offer.
- Rothschild & Co is acting as financial adviser to Cambria in respect of the Offer.

**This summary should be read in conjunction with, and is subject to, the full text of this Announcement (including its Appendices).**

**Enquiries:**

<b>Bidco</b>  <b>Mark Lavery</b>  01707 280 851  <b>finnCap (Financial Adviser to Bidco )</b> Henrik Persson, Emily Watts and Fergus Sullivan 020 7220 0500	<b>Cambria</b>  <b>Philip Swatman</b>  01707 280 851  <b>Rothschild &amp; Co (Financial Adviser to Cambria)</b> Ravi Gupta, John Byrne and Ricky Paul 020 7280 5000  <b>Zeus Capital Ltd (Joint Broker to Cambria)</b> Dominic King 020 7533 7727  <b>Nplus1 Singer Advisory LLP (Nomad and Joint Broker to Cambria)</b> Mark Taylor, Jen Boorer 020 7496 3000  <b>FTI Consulting</b> Alex Beagley, James Styles, Sam Macpherson 020 3727 1000
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**Further information**

Terms used in this summary shall have the meaning given to them in Appendix 4 to this Announcement.

In accordance with Rule 26.1 of the Code, a copy of this Announcement is available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on the website of Cambria at <http://www.cambriaautomobilesplc.com/> promptly and in any event by no later than 12 noon (London time) on the Business Day following the date of this Announcement. For the avoidance of doubt, the contents of such website is not incorporated into, and does not form part of, this Announcement.

In accordance with Rule 30.3 of the Code, a person so entitled may request a hard copy of this Announcement, free of charge, by contacting James Mullins at [james.mullins@cambriaautos.co.uk](mailto:james.mullins@cambriaautos.co.uk) . For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

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

This Announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise.

finnCap, which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser exclusively for Bidco and for no one else in connection with the Offer or other matters referred to in this Announcement and will not be responsible to anyone other than Bidco for providing the protections afforded to its clients nor for providing advice in relation to the Offer, the contents of this Announcement or any other matters set out in this Announcement.

Rothschild & Co, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser under Rule 3 of the Code to Cambria in connection with the matters set out in this Announcement and for no one else and will not be responsible to anyone other than Cambria for providing the protections afforded to its clients or for providing advice in relation to the matters set out in this Announcement. Neither Rothschild & Co 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 Rothschild & Co in connection with this Announcement, any statement contained herein, the Offer or otherwise.

Nplus1 Singer Advisory LLP, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as nominated adviser to Cambria and for no one else in connection with the Offer or other matters referred to in this Announcement and will not be responsible to anyone other than Cambria for providing the protections afforded to its clients nor for providing advice in relation to the Offer, the contents of this Announcement or any other matters set out in this Announcement.

Zeus Capital, which is authorised and regulated in the United Kingdom by the FCA, is acting as joint broker to Cambria and for no one else in connection with the Offer or other matters referred to in this Announcement and will not be responsible to anyone other than Cambria for providing the protections afforded to its clients nor for providing advice in relation to the Offer, the contents of this Announcement or any other matters set out in this Announcement.

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire or subscribe for or dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. The Offer will be made solely through the Scheme Document (or, in the event that the Offer is to be implemented by means of a Takeover Offer, the Offer Document), which, together with the Forms of Proxy, will contain the full terms and conditions of the Offer, including details of how to vote in respect of the Scheme. Scheme Shareholders are advised to read the Scheme Document (including the related Forms of Proxy) (and/or, in the event that the Offer is to be implemented by way of a Takeover Offer, the Offer Document) once this becomes available because it will contain important information in relation to the Offer. Any vote in respect of resolutions to be proposed at the Court Meeting and/or the General Meeting, and any decision in respect of the Scheme or other response in relation to the Offer, by Scheme Shareholders

should be made only on the basis of the information contained in the Scheme Document (and/or, in the event that the Offer is to be implemented by way of a Takeover Offer, the Scheme Document).

This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

### **Overseas shareholders**

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Offer or to vote their Scheme Shares in respect of the Scheme at the Court Meeting or in respect of the Resolutions to be proposed at the General Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting and/or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Offer shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Offer by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.

Copies of this Announcement and any formal documentation relating to the Offer 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 or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Offer.

If the Offer is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of the Offer to Scheme Shareholders who are not resident in the United Kingdom may be affected by the laws 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 requirements. Further details in relation to Scheme Shareholders in overseas jurisdictions will be contained in the Scheme Document.

The Offer will be subject to English law and the applicable requirements of the Court, the Code, the Panel, the London Stock Exchange, the AIM Rules and the FCA.

### **Notice to U.S. investors**

The Offer relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. The companies involved in the Offer are not United States (“U.S.”) companies and are considered “foreign private issuers” for purposes of applicable U.S. securities laws (together with regulations, interpretations and guidance, collectively, “U.S. securities laws”). A transaction effected by means of a scheme of arrangement involving foreign private issuers only is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Exchange Act 1934 (“U.S. Exchange Act”), if it meets relevant conditions under applicable U.S. securities laws.

Accordingly, the Offer is subject to the disclosure and procedural requirements applicable in the UK to schemes of arrangement that differ materially from the offer, disclosure and registration requirements under U.S. securities laws, including as they apply to the offer and sale of securities, tender offers, going-private transactions and proxy solicitation rules. Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant rules under the Code, which differ from U.S. payment and settlement procedures, particularly with regard to the date of payment of consideration.

However, if Bidco were to elect to implement the Offer by means of a Takeover Offer, such Takeover Offer would be subject to a variety of U.S. securities laws and would need to be made in compliance with all such applicable laws, including applicable exemptions (if any) under the U.S. Exchange Act or U.S. Securities Act of 1933 (the “Securities Act”) or compliance with all or some of such U.S. securities laws. Such a Takeover Offer would be made in the United States by Bidco and no one else, in compliance with U.S. securities laws, including Section 14(e) of the U.S. Exchange Act and Regulation 14E thereunder.

In accordance with normal UK practice, Cambria Investments, Bidco or their nominees or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Cambria outside of the U.S., other than pursuant to the Offer, until the date on which the Offer and/or Scheme becomes effective, lapses or is otherwise withdrawn, in compliance with applicable laws, including the U.S. securities laws. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to the Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

Neither the New Bidco Shares nor the Consideration Shares issued under the Alternative Offer will be registered under the U.S. Securities. Bidco expects to issue the New Bidco Shares in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof or other applicable exemptions.

The receipt of consideration by a U.S. holder for the transfer of its Scheme Shares pursuant to the Offer will likely be a taxable transaction for United States federal income tax purposes. Each U.S. holder of Scheme Shares is urged to consult their independent professional adviser immediately regarding the tax

consequences of the Offer applicable to such holder, including under applicable U. S. state and local tax laws, as well as overseas and other tax laws that may be applicable.

Some or all of Cambria's officers and directors reside outside the U.S., and some or all of its assets are or may be located in jurisdictions outside the U.S.. Therefore, investors may have difficulty effecting service of process within the U.S. upon those persons or recovering against Cambria or its officers or directors on judgments of U.S. courts, including judgments based upon the civil liability provisions of 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 judgment. It may not be possible to sue Cambria or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

Neither the SEC nor any U.S. state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Offer or determined if this Announcement is adequate, accurate or complete.

Financial information relating to Cambria included in this Announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and may not be comparable to the financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S.

#### **Cautionary note regarding forward-looking statements**

This Announcement contains certain forward-looking statements with respect to the financial condition, results of operations and business of Cambria and certain plans and objectives of Bidco with respect thereto. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the growth of the operations of Cambria, (iii) negative effects relating to this Announcement and/or status of the Offer, (iv) the possibility that any of the conditions to the Offer will not be satisfied, and (v) significant transaction costs (including litigation) or unknown liabilities. These statements are based on assumptions and assessments made by Cambria, and/or Bidco in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. 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 and the factors described in the context of such forward-looking statements in this Announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. Neither Cambria nor Bidco 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.

There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially

from those described in the forward-looking statements are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

#### **No profit forecasts**

No statement in this Announcement is intended as a profit forecast or profit estimate.

#### **Right to switch to a Takeover Offer**

Bidco reserves the right to elect, with the consent of the Takeover Panel to implement the Offer by way of a Takeover Offer for the entire issued and to be issued ordinary share capital of Cambria as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on the same terms or, if Bidco so decides, on such other terms being no less favourable (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme.

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

Under Rule 8.3(a) of the Code, any person who is interested in one 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 (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. 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 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."

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain other information provided by Scheme Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from Cambria may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Code.

### **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.

**Not for release, publication or distribution, in whole or in part, in or into any Restricted Jurisdiction or jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.**

**This announcement contains inside information.**

**9 June 2021**

**Recommended Cash Offer  
for  
Cambria Automobiles plc  
by  
Cambria Bidco Limited**

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

**1. Introduction**

The Independent Committee of directors of Cambria Automobiles plc (“Independent Committee” and “Cambria” respectively) and the sole director of Cambria Bidco Limited (“Bidco”) being a company ultimately owned and controlled by Mark Lavery, are pleased to announce that they have reached agreement on the terms of a recommended cash offer (“Cash Offer”) to be made by Bidco for the entire issued and to be issued share capital of Cambria other than those Cambria Shares owned or controlled by Bidco (“Offer”).

**2. The Offer**

Under the terms of the Cash Offer, which shall be subject to the Conditions and further terms set out in Appendix 1 and to the full terms and conditions of the Offer which will be set out in the Scheme Document, each Scheme Shareholder will be entitled to receive:

**for each Scheme Share:                      80 pence in cash**

The Cash Offer values the entire issued share capital of Cambria at approximately £80 million and represents a premium of approximately:

- 21.2 per cent. to the Closing Price per Scheme Share of 66.0 pence on 19 March 2021, being the last Business Day prior to the commencement of the Offer Period;
- 25.3 per cent. to the volume weighted average Closing Price per Scheme Share of 63.8 pence in the 1 month to 19 March 2021, being the last Business Day prior to the commencement of the Offer Period;
- 36.8 per cent. to the volume weighted average Closing Price per Scheme Share of 58.5 pence in the 6 months to 19 March 2021, being the last Business Day prior to the commencement of the Offer Period; and
- 56.7 per cent. to the volume weighted average Closing Price per Scheme Share of 51.0 pence in the 12 months to 19 March 2021, being the last Business Day prior to the commencement of the Offer Period.

As an alternative to the Cash Offer, accepting Scheme Shareholders (other than Scheme Shareholders resident or located in a Restricted Jurisdiction) may elect to receive one New Bidco Share for each Scheme Share held. Each New Bidco Share will be immediately exchanged for two Consideration Shares by way of a call option exercised by Cambria Investments. The Consideration Shares will be issued within 14 days of the Effective Date. The Consideration Shares are non-transferable and do not carry any voting rights.

The availability of Consideration Shares under the Alternative Offer is limited to such number as would constitute no more than 20 per cent. of the entire issued share capital of Cambria Investments. To the extent that elections for New Bidco Shares exchanging for Consideration Shares under the Alternative Offer cannot be satisfied in full, they will be scaled down as nearly as reasonably practicable pro rata to the size of such elections and any amount so scaled down shall instead be satisfied in cash. An estimate of the value of the Consideration Shares and the Alternative Offer will be included in the Scheme Document.

Full details of the Scheme will be included in the Scheme Document, together with notices of the Court Meeting and the General Meeting. The Scheme Document will be published as soon as reasonably practicable (subject to the availability of the Court to approve the posting of the Scheme Document and by no later than 28 days following the date of this Announcement (unless otherwise consented to by the Panel).

The issue of any New Bidco Shares is conditional upon the Scheme becoming Effective. Fractions of New Bidco Shares will not be allotted or issued to Scheme Shareholders pursuant to the Alternative Offer and entitlements will instead be rounded down to the nearest whole number of New Bidco Shares which will then be immediately exchanged for Consideration Shares.

#### **Background to and reasons for the recommendation**

Cambria has provided a number of updates to the market in terms of its response to the economic impact of COVID-19. This has set out a clear and comprehensive strategy to transform its operational procedures while continuing to meet the needs of its customers. Cambria confirmed its continued focus on the core strategic levers of the business which had been developed since 2013. Within this, Cambria continues to focus on a combination of new and used vehicle sales as well as aftersales services.

In its unaudited financial results for the six-month period ended 28 February 2021, released on 5 May 2021, Cambria noted that it had continued to show resilience despite the lockdown measures impacting its business.

However, also within the Interim Results to 28 February 2021, released on 5 May 2021, Cambria flagged that the industry continues to face a number of headwinds; whilst the roll out of the national vaccination programme is progressing well, there remains the possibility of a re-imposition of government measures to curb any increase in the incidence of the virus around the country. Cambria is also cautious about the impact on the economy as various Government support packages end. Finally, the industry also faces the challenges of technology change and potentially shifting distribution relationships to the agency model, as well as risks to car product supply which may continue for some time and may also have a material impact on the new car market.

Whilst the Independent Committee remains confident in the longer-term prospects of the business and is encouraged by the early positive signs of its resilience, many of the headwinds set out above remain as potential risks attached to driving the strategy and delivering continued value for Scheme Shareholders.

## **Recommendation**

The Independent Committee, who has been so advised by Rothschild & Co as to the financial terms of the Cash Offer, considers the terms of the Cash Offer to be fair and reasonable. In providing advice to the Independent Committee, Rothschild & Co has taken into account the commercial assessments of the Independent Committee.

**Accordingly, the Independent Committee recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that Scheme Shareholders vote in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Offer is implemented by way of a Takeover Offer, that Scheme Shareholders accept such Offer) as the Cambria Directors who hold Scheme Shares have irrevocably undertaken to do in respect of their own entire beneficial holdings in respect of the Cash Offer, amounting to 5,422,491 Scheme Shares, in aggregate, representing approximately 5.42 per cent. of the issued share capital of Cambria as at the Latest Practicable Date.**

In considering the terms of the Cash Offer and the intention to recommend the Cash Offer to Scheme Shareholders, the Independent Committee have taken into account various factors:

- the Cash Offer is at a material premium to Cambria's historical share price;
- the Cash Offer provides Scheme Shareholders with an opportunity to realise their investment in Cambria wholly for cash;
- Bidco's intentions regarding management, employees and locations of Cambria: the Independent Committee have given due consideration to the assurances given by Bidco regarding the safeguarding of the existing employment rights of Cambria employees and existing pension obligation of Cambria, its plans for the business of Cambria and that it has no current intentions to change the locations of Cambria's of business or redeploy its fixed assets save that under Bidco's financing arrangements Cambria will have the flexibility to explore certain means of optimising the value of its property assets, further details of which are set out in paragraph 6 below;
- the shareholder register is increasingly concentrated and there is a lack of liquidity in Cambria Shares: the Independent Committee considers that the lack of liquidity in Cambria Shares, limited research and institutional shareholder interest have continued to impact Cambria's share price and the Offer price may not be reflected in the market should the Offer lapse; and
- alternative transactions: the Cambria Board assesses options to maximise returns to Cambria Shareholders on an on-going basis, and this includes considering potential alternative transactions to the Offer. Any such alternative transaction would almost certainly require the approval of a majority of Cambria Shareholders and there is no certainty that Mark Lavery would support any such proposal even if it were recommended by the Cambria Board.

## **Alternative Offer**

Details of the Alternative Offer are set out in paragraph 13 below.

The Consideration Shares will be unlisted and will represent a minority investment in a company majority owned and controlled by Mark Lavery. They will not be admitted to trading on any stock exchange, will be non-transferable, and they will therefore be illiquid. The Consideration Shares will also be subject to certain obligations, including drag-along rights.

In considering the terms of the Alternative Offer, the Independent Committee and Rothschild & Co have considered the disadvantages and advantages of electing for the Alternative Offer, outlined below:

### **Disadvantages of electing for the Alternative Offer**

- unlike Cambria Shares, the Consideration Shares will not be listed or traded on AIM or any other regulated exchange or market;
- the issuer of the Consideration Shares will not be subject to the AIM Rules, the Code or the UK Corporate Governance Code or any similar rules or regulations applying to companies with securities admitted to or traded on a regulated market or exchange;
- further issues of shares in Cambria Investments may be necessary and may have a dilutive effect on Scheme Shareholders who elected for the Alternative Offer;
- Consideration Shares will be subordinated to facilities entered into by in relation to the financing of the Cash Offer;
- Consideration Shares are:
  - subject to drag-along rights and holders of Scheme Shares who elect for the Alternative Offer may therefore be required to sell their Consideration Shares at any time; and
  - of uncertain value and there can be no assurance that they will be capable of being sold in the future;
- no dividends or other distributions are currently contemplated in respect of the Consideration Shares;
- upon the Scheme becoming Effective, Cambria Investments will be controlled by Mark Lavery and holders of Consideration Shares (which do not carry any general voting rights at general meetings of Cambria Investments) will therefore have no influence over decisions made by Cambria Investments in relation to its investment in Cambria or in any other business;
- Scheme Shareholders will be able to elect for the Alternative Offer only in relation to their entire holding of Scheme Shares and not part only; and
- Scheme Shareholders will have no certainty as to the amount of Consideration Shares they would receive because:

- the maximum number of New Bidco Shares to be exchanged for Consideration Shares available to Scheme Shareholders under the Alternative Offer will be limited to 20 per cent. of the issued share capital of Cambria Investments; and
- to the extent that elections for the Alternative Offer cannot be satisfied in full, the number of New Bidco Shares (and subsequently Consideration Shares) to be issued in respect of Scheme Shares will be scaled down on a pro rata basis and the balance of the consideration for Scheme Shares will be paid in cash in accordance with the terms of the Offer,

and for these reasons an uncertain amount of Consideration Shares will be issued to Cambria Shareholders.

#### **Advantages of electing for the Alternative Offer**

- the Alternative Offer allows Scheme Shareholders to invest directly into Cambria, providing continued economic exposure;
- the Alternative Offer allows Scheme Shareholders to participate in future value creation and may ultimately deliver greater value than the Offer (although this cannot be guaranteed); and
- the Consideration Shares will rank economically *pari passu* with Mark Lavery's shares in Cambria Investments and will carry a pro rata entitlement to any dividends, distributions and returns of capital.

Rothschild & Co is unable to advise the Independent Committee as to whether or not the terms of the Alternative Offer are fair and reasonable. This is because of the significant and variable impact of the disadvantages and advantages of the Alternative Offer for individual Scheme Shareholders, including, in terms of the advantages, in particular, the ability to participate in the future value creation of Cambria and, in terms of the disadvantages, in particular, the terms of the Consideration Shares including the fact that they are illiquid and the level of uncertainty in their future value.

Accordingly, the Independent Committee cannot form an opinion as to whether or not the terms of the Alternative Offer are fair and reasonable and are not making any recommendation to Scheme Shareholders as to whether or not they should elect for the Alternative Offer.

### **3. Information relating to Cambria**

Cambria was established in March 2006 with a strategy to build a balanced motor retail group, through close co-operation with its manufacturer partners and the self-funded acquisition and turnaround of under-performing businesses, representing both the volume, premium and luxury segments of the motor vehicle market through a "buy and build" strategy.

Cambria is a retailer of new and used cars, commercial vehicles and motorbikes. Post-purchase and during the vehicle ownership cycle, Cambria provides full maintenance carried out by its factory trained, manufacturer qualified technical staff. Cambria carries out warranty repairs under the manufacturer's control and guidance. Cambria supplies parts on behalf of the manufacturer brands for cars being repaired and as a supplier to other car dealers and independent traders and repairers.

For the financial year ended 31 August 2020, Cambria reported revenue of £524 million, and an underlying profit before tax of £11.1 million.

Cambria published its unaudited financial results for the six-month period ended 28 February 2021 on 5 May 2021. For the six-month period ended 28 February 2021, Cambria reported revenue of £254.7 million, an underlying profit before tax of £9.8 million.

#### **4. Information relating to Bidco and Cambria Investments**

Bidco is a private company incorporated in England and Wales on 25 May 2021, wholly owned by Cambria Investments and ultimately owned and controlled by Mark Lavery. Mark Lavery has been CEO of Cambria since he founded Cambria in 2006 following a long career in automotive retail including with Hartwell plc and Reg Vardy plc.

Bidco was incorporated for the purposes of implementing the Offer and does not currently have any subsidiaries or subsidiary undertakings. The sole director of Bidco is Mark Lavery. Bidco has not traded since the date of its incorporation and has not entered into any obligations, other than in connection with the Offer and the financing of the Offer. Bidco has no employees and no existing business, nor at the Latest Practicable Date, has Bidco incurred liabilities nor generated assets. It is not intended that there will be any material changes to Bidco aside from the implementation of the Offer and associated financing. With effect from the Effective Date, save for such assets and liabilities, the earnings, assets and liabilities of Bidco will therefore comprise the consolidated earnings, assets and liabilities of Cambria on the Effective Date.

The issued share capital of Bidco at the Latest Practicable Date comprises one A ordinary share of £0.10 held by Cambria Investments.

Bidco is wholly owned by Cambria Investments, a private company incorporated in England and Wales on 24 May 2021, ultimately owned and controlled by Mark Lavery.

Cambria Investments was incorporated for the purposes of implementing the Offer and does not currently have any subsidiaries or subsidiary undertakings other than Bidco. The sole director of Cambria Investments is Mark Lavery. Cambria Investments has not traded since the date of its incorporation and has not entered into any obligations, other than in connection with the Offer and the financing of the Offer. Cambria Investments has no employees and no existing business, nor at the Latest Practicable Date, has Cambria Investments incurred liabilities nor generated assets. It is not intended that there will be any material changes to Cambria Investments aside from the implementation of the Offer and associated financing. With effect from the Effective Date, save for such assets and liabilities, the earnings, assets and liabilities of Cambria Investments will therefore comprise the consolidated earnings, assets and liabilities of Cambria on the Effective Date.

The issued share capital of Cambria Investments at the Latest Practicable Date comprises one A ordinary share of £0.10 each held by Mark Lavery.

## 5. Conditions to the Offer

It is intended that the Offer will be effected by means of a Court-sanctioned scheme of arrangement between Cambria and the Scheme Shareholders under Part 26 of the Companies Act, although Bidco reserves the right to elect (with the consent of the Panel) to implement the Offer by way of a Takeover Offer as an alternative to the Scheme.

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued and to be issued ordinary share capital of Cambria. This is to be achieved by the transfer of the Scheme Shares to Bidco, in consideration for which the Scheme Shareholders will receive the cash consideration or the Consideration Shares on the basis set out in paragraph 2 of this Announcement.

To become Effective, the Scheme must be approved at the Court Meeting by the requisite majority of Scheme Shareholders at the Court Meeting. In respect of the approval of the Scheme, Scheme Shareholders will be entitled to cast one vote for each Scheme Share held. The Scheme also requires the Resolutions to be approved by the requisite majority of Cambria Shareholders at the General Meeting. It is expected that the General Meeting will be held immediately after the Court Meeting. In respect of the Resolutions to be proposed at the General Meeting, Cambria Shareholders will be entitled to cast one vote for each Cambria Share held.

Once the necessary approvals have been obtained at the Court Meeting and the General Meeting, and the other Conditions have been satisfied (or, if applicable, waived) the Scheme must be sanctioned by the Court (with or without modification but subject to any modification being on terms reasonably acceptable to Bidco and Cambria). The Scheme will only become Effective once a copy of the Court Order is delivered to the Registrar of Companies for registration.

The Offer is subject to the Conditions and further terms set out in Appendix 1 to this Announcement and to the full terms and conditions that will be set out in the Scheme Document, and shall only become effective, if, among other things, the following events occur on or before the Long Stop Date or such later date as may be agreed by Bidco and Cambria (with the Panel's consent and as the Court may approve (if such approval(s) are required)):

- a) the Scheme becoming Effective by no later than 11:59 p.m. on the Long Stop Date;
- b) the approval of the Scheme by a majority in number of Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting representing at least 75 per cent. in value of the Scheme Shares voted by such holders, or at any adjournment thereof on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed between Bidco and Cambria and, if required, as the Court may allow);
- c) the passing of the Resolutions by the requisite majority at the General Meeting to be held on or before the 22nd day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date as may be agreed between Bidco and Cambria and if required, as the Court may allow);
- d) the sanction of the Scheme by the Court on or before the 22nd day after the expected date of the Sanction Hearing to be set out in the Scheme Document in due course (or

such later date as may be agreed between Bidco and Cambria and if required, as the Court may allow); and

- e) the delivery of a copy of the Court Order to the Registrar of Companies.

The Scheme shall lapse if:

- a) the Court Meeting and the General Meetings are not held by the 30th day after the expected date of the Court Meeting and the General Meeting as shall be set out in the Scheme Document in due course (or such later date as may be agreed between Cambria and Bidco and, if required, as the Court may allow);
- b) the Sanction Hearing is not held by the 22nd day after the expected date of such hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between Cambria and Bidco and, if required, as the Court may allow); or
- c) the Scheme does not become effective on or before the Long Stop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the General Meeting and the Sanction Hearing as set out above may be waived by Bidco and Cambria, and the deadline for the Scheme to become effective may be extended by agreement between Bidco and Cambria.

The Scheme Document will include full details of the Scheme, together with an explanatory statement providing details of the Offer, and the notices convening the Court Meeting and the General Meeting. The Scheme Document will also contain the expected timetable for the Offer and will specify the necessary actions to be taken by Cambria Shareholders. The Scheme Document will be sent to Cambria Shareholders as soon as reasonably practicable (subject to the availability of the Court to approve the posting of the Scheme Document).

Subject to the satisfaction or waiver of the Conditions, and certain further terms set out in Appendix 1 and to be set out in the Scheme Document, and subject to the approval and availability of the Court, it is expected that the Scheme will become Effective in the third quarter of 2021.

Upon the Scheme becoming Effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting (and if they attended and voted, whether or not they voted in favour) and the cash consideration payable under the Scheme will be dispatched to Scheme Shareholders, and the Consideration Shares issued, no later than 14 days after the Effective Date.

Any Cambria Shares issued before the Scheme Record Time will be subject to the terms of the Scheme. The Resolutions to be proposed at the General Meeting will, among other matters, provide that the Cambria Articles be amended to incorporate provisions requiring any Cambria Shares issued after the Scheme Record Time (other than to Bidco or its nominee(s)) to be automatically transferred to Bidco on the same terms as the Offer (other than terms as to timings and formalities).

If any Condition in Part 1 A of Appendix 1 to this Announcement is not capable of being satisfied by the date specified therein, Bidco shall make an announcement through a Regulatory Information Service as soon as practicable and, in any event, by not later than 7.00 a.m. on the Business Day following the date so

specified, stating whether Bidco has invoked that Condition, (where applicable) waived that Condition or, with the agreement of Cambria specified a new date by which that Condition must be satisfied.

Subject to the satisfaction or waiver of the Conditions, it is expected that the Scheme will become Effective in the third quarter of 2021.

The Scheme Shares to which the Offer relates will be acquired by Bidco pursuant to the Offer fully paid and free from all liens, charges, equitable interests, encumbrances and rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto.

If any dividend, other distribution or return of capital is declared, made or paid in respect of Cambria Shares on or after the date of this Announcement and with a record date prior to the Effective Date, Bidco reserves the right to reduce the consideration payable in respect of each Cambria Share by the amount of all or part of any such dividend, other distribution or return of capital, except where Cambria Shares are or will be acquired pursuant to the Scheme on a basis which entitles Bidco to receive such any dividend, other distribution or return of capital and retain it. If Bidco exercises this right or makes such a reduction in respect of a dividend or other distribution, Cambria Shareholders will be entitled to receive and retain that dividend, other distribution or return of capital.

The Scheme will be governed by English law and will be subject to the jurisdiction of the Court and the applicable requirements of the Code and the Panel.

## **6. Background to and reasons for the Offer, strategic plans and intentions with regard to assets, management, employees, pensions, research and development**

### ***Background to and reasons for the Offer***

Mark Lavery is proud, together with its the employees and management team, to have grown Cambria to its current prominent market position with its broad product offering in the years since Cambria's establishment and subsequent admission to AIM. These achievements include developing a strategy that has enabled Cambria to remain resilient in the face of the difficulties faced by the industry during the COVID-19 pandemic. Nevertheless, there are challenges and uncertainties ahead for both Cambria and the industry as a whole, as articulated by the Independent Committee in explaining the reasons for their recommendation in paragraph 2 above.

It is also apparent to Bidco that Cambria's continued listing on AIM does not offer the advantages that may once have been apparent. Cambria has not needed to raise new financing in the eleven years since admission to AIM, trading in Cambria's shares remains relatively muted with a low level of shares in public hands, and Bidco does not believe that the price of a Cambria Share has over that time or will in the future properly reflect the achievements of Cambria.

### ***Bidco's intentions for Cambria following the Offer becoming Effective***

Bidco intends that Cambria continue to operate in much the same manner as it does today following the Offer becoming Effective, with the exception that Bidco believes that Cambria would benefit from this strategy being implemented in a private ownership setting.

Bidco therefore intends that following completion of the Offer, the existing Cambria management team will continue to lead the Cambria Group and Bidco intends to support management in the execution of their existing strategy which, in summary, comprises of:

- continued delivery of motor retailing excellence;
- driving growth and higher margins through ancillary services across repair and maintenance services within Repair and Maintenance Plans Limited;
- focusing on mass mobility subscription solutions through flexi-lease, employee car ownership schemes and salary sacrifice schemes; and
- continuing to optimise the Cambria Group's property assets.

Bidco does not intend to make any material changes to the continued employment of Cambria employees or the balance of skills and functions of Cambria employees and management. It is expected that the current non-executive Cambria Directors will resign from the Board and be replaced by directors appointed by Bidco on or shortly following the Effective Date.

Bidco confirms that it has given assurances to the Independent Committee that, upon and following completion of the Offer, it intends to fully safeguard the existing employment rights of all Cambria Group management and employees and to comply with Cambria's pension obligations for existing employees. Further details of Bidco's intentions with regards to the Cambria Group's existing pension schemes are set out in paragraph 8 below. Bidco does not intend to make any changes to the locations of Cambria's business or its headquarters nor does it intend to redeploy any of the fixed assets of Cambria, save that under Bidco's financing arrangements Cambria will have the flexibility to explore certain means of optimising the value of its property assets (for example, a transfer of assets in respect of any future joint venture arrangement). Bidco has no current intention to redeploy any assets, however should an opportunity present itself, it is not expected any arrangement would adversely impact employees. Existing management of Cambria will drive the above elements of strategy. Cambria has no dedicated research and development function. Bidco has no plans to change this.

No statements in this paragraph 6 constitute post-offer undertakings for the purpose of Rule 19.5 of the Code.

## **7. Incentivisation Arrangements**

Bidco has not entered into, or had discussions on proposals to enter into, any form of incentivisation arrangements with members of Cambria management.

Following completion of the Offer, Bidco may put in place incentive arrangements for certain members of the Cambria management team. No proposals have been made on the terms of any incentive arrangements for relevant management.

## **8. Pensions**

Cambria operates a number of defined contribution pension schemes.

Following completion of the Offer, Bidco intends fully to safeguard the pension rights of the management and employees of Cambria in accordance with contractual and statutory requirements. Bidco does not intend to make any changes to the current employer pension contribution arrangements, the accrual of benefits for existing members or the rights of admission of new members under the pension scheme.

## **9. Share schemes**

Participants in the Cambria Share Option Scheme will be contacted regarding the effect of the Offer on their rights under the respective schemes and provided with further details concerning the proposals which will be made to them in due course in accordance with Rule 15 of the Code. Details of the proposals will be set out in the Scheme Document and in separate letters to be sent to participants in the Cambria Share Option Scheme.

## **10. Financing of the Offer**

The cash consideration payable to Scheme Shareholders pursuant to the Offer will be funded by way of debt commitments to be made available to Bidco under the Facilities Agreement.

finnCap, in its capacity as adviser to Bidco, is satisfied that sufficient resources are available to Bidco to satisfy in full the maximum cash consideration payable pursuant to the Offer.

## **11. Offer-related arrangements**

There are no offer-related arrangements at the date of this Announcement.

## **12. Agreements to Purchase and Irrevocable Undertakings**

### **Share Purchase Agreements**

Mark and Nicola Lavery have agreed to contribute their interest in Cambria, comprising 40,000,000 Scheme Shares in aggregate and representing approximately 40 per cent. of Cambria's issued share capital, to Cambria Investments pursuant to the terms of the Lavery SPA in exchange for shares in Cambria Investments and Bidco has agreed to acquire such shares from Cambria Investments in exchange for shares in Bidco pursuant to the terms of the Roll Down SPA.

### **Irrevocable Undertakings**

Each of the Cambria Directors who is interested in Cambria Shares (being James Mullins, Tim Duckers, Michael Burt, Paul McGill and Philip Swatman) has irrevocably undertaken to vote (or procure the vote) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) in respect of their entire beneficial holdings of Scheme Shares. These Cambria Directors have elected for the Cash Offer and hold in aggregate 5,422,491 Cambria Shares, representing 5.42 per cent. of the Cambria Shares in issue on the Latest Practicable Date.

In addition, Bidco has received Irrevocable Undertakings from (i) all of the Independent Committee, (ii) Rodney Smith, Ben Crudgington, Amanda Crudgington, Lucy Duckers, Angus Burt and Shazad Anjam, and (iii) Quilter Investors (Cambria's largest independent shareholder) to vote in favour of the Scheme at

the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Offer is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) and to accept the Cash Offer in respect of their entire beneficial holding of Scheme Shares in respect of 20,841,126 Scheme Shares (representing, in aggregate, approximately 20.84 per cent. of the Cambria Shares in issue on the Latest Practicable Date).

Each of the Irrevocable Undertakings cease to be binding if the Scheme Document is not published within 28 days of the date of this Announcement.

### **13. Information on the Alternative Offer**

The consideration under the Alternative Offer will comprise New Bidco Shares in Bidco which shall be immediately exchanged for Consideration Shares issued by Cambria Investments. finnCap will provide an independent estimate of value of the Consideration Shares and the Alternative Offer, together with the assumptions forming the basis of its estimate of value, in a letter to be included in the Scheme Document.

The New Bidco Shares will be exchanged by way of a call option exercisable by Cambria Investments for the Consideration Shares. The share capital of Cambria Investments following the Effective Date, on the basis that the Alternative Offer is taken up in full, will consist of 80,000,000 A Ordinary Shares (owned by Mark Lavery) and 20,000,000 Consideration Shares.

The issue of any New Bidco Shares pursuant to the Alternative Offer will be conditional upon the Offer becoming unconditional in all respects. Full details of the Alternative Offer will be contained in the Scheme Document. The Alternative Offer is not being offered to persons located in or for the account or benefit of any person located in a Restricted Jurisdiction.

### **14. Consideration Shares**

The Consideration Shares will be issued credited as fully paid and will rank pari passu in all respects with all other shares in Cambria Investments in issue at the time Consideration Shares are issued pursuant to the Offer, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the date of this Announcement.

The maximum number of Consideration Shares that can be issued pursuant to the Offer will be 20,000,000.

Assuming that the maximum number of Consideration Shares to be issued pursuant to the Offer are issued, it is expected that accepting Scheme Shareholders will own a maximum of 20.00 per cent of Cambria Investment's enlarged issued share capital.

No application has been or will be made for the Consideration Shares to be admitted to listing or trading on any stock exchange. Cambria Investments has no other shares admitted to listing or trading on any stock exchange.

The attention of Scheme Shareholders, who may be considering electing for the Alternative Offer, is drawn to certain risk factors and other investment considerations relevant to such an election. These will be set out in full in the Scheme Document and, in respect of the Consideration Shares, include, inter alia, the following:

- unlike Scheme Shares, Consideration Shares will not be listed or traded on AIM or any other regulated exchange or market;
- the issuer of the Consideration Shares will not be subject to the AIM Rules, the Code or the UK Corporate Governance Code or any similar rules or regulations applying to companies with securities admitted to or traded on a regulated market or exchange;
- further issues of shares in Cambria Investments may be necessary and may have a dilutive effect on Scheme Shareholders;
- Consideration Shares are subject to drag-along rights and holders of Scheme Shares may therefore be required to sell their Consideration Shares at any time; and
- no dividends or other distributions are currently contemplated in respect of the Consideration Shares.

Consideration Shares will be non-voting. The rights of the Consideration Shares shall be governed by the Articles.

#### **15. Disclosure of interests**

Except, as set out in paragraph 12 above or in this paragraph 15 as at the close of Business on the Latest Practicable Date, neither Bidco, nor any of its directors, nor, so far as Bidco is aware, any person acting in concert (within the meaning of the Code) with Bidco has:

- any interest in, or right to subscribe for, any Scheme Shares;
- any short position in (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of, relevant securities of Cambria;
- procured an irrevocable commitment or letter of intent to accept the terms of the Offer in respect of relevant securities of Cambria;
- entered into any dealing arrangements of the kind referred to in Note 11 on the definition of acting in concert in the Code in respect of any Scheme Shares or in relation to any securities convertible or exchangeable into Scheme Shares; or
- borrowed or lent any Scheme Shares (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code), save for any borrowed shares which have been either on-lent or resold.

Except for the Irrevocable Undertakings and the SPAs referred to in paragraph 12, no arrangement exists between Bidco or Cambria or any person acting in concert with Bidco or Cambria in relation to Scheme Shares. For these purposes, an arrangement includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to Scheme Shares which may be an inducement to deal or refrain from dealing in such securities.

## **16. Delisting and re-registration**

It is intended that dealings in Cambria Shares will be suspended on or shortly before the Effective Date at a time to be set out in the Scheme Document. It is further intended that an application will be made to the London Stock Exchange to cancel trading in Scheme Shares on AIM with effect from or shortly after the Effective Date.

The last day of dealing in Cambria Shares on AIM is currently expected to be the Business Day immediately prior to the Effective Date and it is currently intended that no transfers will be registered after 6:00 p.m. on that date.

Share certificates in respect of Cambria Shares will cease to be valid on the Effective Date. In addition, entitlements held within CREST to Cambria Shares will be cancelled on the Effective Date.

It is Bidco's intention that, in due course and following the Effective Date and the cancellation of admission to trading on AIM, Cambria will be re-registered as a private limited company.

## **17. Right to Switch to a Takeover Offer**

Bidco reserves the right to elect (with the consent of the Panel) to implement the Offer by way of a Takeover Offer as an alternative to the Scheme. In such event, the Offer will be implemented on substantially the same terms, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments to reflect the change in method to effecting by way of a Takeover Offer.

## **18. Documents available for inspection**

Copies of the following documents will by no later than 12 noon on the Business Day following the date of this Announcement be published on <http://www.cambriaautomobilesplc.com/> until the end of the Offer Period:

- a) a copy of this Announcement;
- b) the Irrevocable Undertakings listed in Appendix 3;
- c) the financing documentation entered into in connection with the financing set out in paragraph 10 above; and
- d) consent letters from finnCap and Rothschild & Co.

## **General**

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

This Announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise.

The Offer will be made solely pursuant to the terms of the Scheme Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the Scheme Document.

finnCap, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Bidco and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than Bidco for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement.

Rothchild & Co, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Cambria and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than Cambria for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement.

Each of finnCap and Rothschild & Co have each given and not withdrawn their consent to the publication of this Announcement with the inclusion herein of the references to their names in the form and context in which they appear.

In accordance with Rule 30.3 of the Code, a person so entitled may request a hard copy of this Announcement, free of charge, by contacting James Mullins. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.

### **Overseas jurisdictions**

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom to accept the Offer or to execute and deliver the Form of Acceptance may be affected by the laws of the relevant jurisdictions in which they are located.

This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of any jurisdictions outside the United Kingdom.

Unless otherwise determined by Bidco or required by the Code, and as permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any use, 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 including the United States or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facility.

Accordingly, copies of this Announcement and any formal documentation relating to the Offer 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 or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction.

The availability of the Offer to Scheme Shareholders who are not resident in the United Kingdom may be affected by the laws 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.

Further details (as appropriate) in relation to Scheme Shareholders in overseas jurisdictions will be contained in the Scheme Document.

#### **Note to U.S. investors**

The Offer relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. The companies involved in the Offer are not United States ("U.S.") companies and are considered "foreign private issuers" for purposes of applicable U.S. securities laws (together with regulations, interpretations and guidance, collectively, "U.S. securities laws"). A transaction effected by means of a scheme of arrangement involving foreign private issuers only is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Exchange Act 1934 ("U.S. Exchange Act"), if it meets relevant conditions under applicable U.S. securities laws.

Accordingly, the Offer is subject to the disclosure and procedural requirements applicable in the UK to schemes of arrangement that differ materially from the offer, disclosure and registration requirements under U.S. securities laws, including as they apply to the offer and sale of securities, tender offers, going-private transactions and proxy solicitation rules. Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant rules under the Code, which differ from U.S. payment and settlement procedures, particularly with regard to the date of payment of consideration.

However, if Bidco were to elect to implement the Offer by means of a Takeover Offer, such Takeover Offer would be subject to a variety of U.S. securities laws and would need to be made in compliance with all such applicable laws, including applicable exemptions (if any) under the U.S. Exchange Act or U.S. Securities Act of 1933 (the "Securities Act") or compliance with all or some of such U.S. securities laws. Such a Takeover Offer would be made in the United States by Bidco and no one else, in compliance with U.S. securities laws, including Section 14(e) of the U.S. Exchange Act and Regulation 14E thereunder.

In accordance with normal UK practice, Cambria Investments, Bidco or their nominees or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Cambria outside of the U.S., other than pursuant to the Offer, until the date on which the Offer and/or Scheme becomes effective, lapses or is otherwise withdrawn, in compliance with applicable laws, including the U.S. securities laws. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to the Regulatory

Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

Neither the New Bidco Shares nor the Consideration Shares issued under the Alternative Offer will be registered under the U.S. Securities. Bidco expects to issue the New Bidco Shares in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof or other applicable exemptions.

The receipt of consideration by a U.S. holder for the transfer of its Scheme Shares pursuant to the Offer will likely be a taxable transaction for United States federal income tax purposes. Each U.S. holder of Scheme Shares is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer applicable to such holder, including under applicable U. S. state and local tax laws, as well as overseas and other tax laws that may be applicable.

Some or all of Cambria's officers and directors reside outside the U.S., and some or all of its assets are or may be located in jurisdictions outside the U.S.. Therefore, investors may have difficulty effecting service of process within the U.S. upon those persons or recovering against Cambria or its officers or directors on judgments of U.S. courts, including judgments based upon the civil liability provisions of 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 judgment. It may not be possible to sue Cambria or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

Neither the SEC nor any U.S. state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Offer or determined if this Announcement is adequate, accurate or complete.

Financial information relating to Cambria included in this Announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and may not be comparable to the financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S.

#### **Cautionary note regarding forward-looking statements**

This Announcement contains certain forward-looking statements with respect to the financial condition, results of operations and business of Cambria and certain plans and objectives of Bidco with respect thereto. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the growth of the operations of Cambria, (iii) negative effects relating to this Announcement and/or status of the Offer, (iv) the possibility that any of the conditions to the Offer will not be satisfied, and (v) significant transaction costs (including litigation) or unknown liabilities. These statements are based on assumptions and assessments made by Cambria, and/or Bidco in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. 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 and the factors described in the context

of such forward-looking statements in this Announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. Neither Cambria nor Bidco 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.

There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

### **No profit forecasts**

No statement in this Announcement is intended as a profit forecast or profit estimate.

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

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

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 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.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain other information provided by Scheme Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from Cambria may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Code

### **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.

## APPENDIX 1

### CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE OFFER

#### 1. The Offer will be subject to the following conditions (as amended if appropriate):

The Offer will be conditional upon the Scheme becoming unconditional and becoming Effective, subject to the Code, by no later than 11:59 p.m. on the Long Stop Date.

##### A. Scheme approval

The Scheme will be conditional upon:

- i. its approval by a majority in number of Scheme Shareholders who are present and vote, whether in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court, representing not less than 75 per cent. in value of the Scheme Shares in issue at the Voting Record Time voted by such Scheme Shareholders;
- ii. the Court Meeting and any separate class meeting which may be required by the Court being held on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Bidco and Cambria may agree and the Court may allow);
- iii. all resolutions necessary to implement the Scheme being duly passed by the requisite majority or majorities at the General Meeting;
- iv. the General Meeting being held on or before the 22nd day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Bidco and Cambria may agree and the Court may allow);
- v. the sanction of the Scheme by the Court with or without modification (but subject to any such modification being acceptable to Bidco and Cambria); and
- vi. the Sanction Hearing being held on or before the 22nd day after the expected date of the Sanction Hearing to be set out in the Scheme Document in due course (or such later date, if any, as Bidco and Cambria may agree and the Court may allow).

In addition, Bidco and Cambria have agreed that, subject to the requirements of the Panel and in accordance with the Code, the Offer will also be conditional upon the following Conditions and, accordingly, the necessary actions to make the Scheme Effective will not be taken unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

##### B. Third Party Consents Conditions

- (A) all necessary filings or applications having been made in connection with the Offer and all statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Offer or the acquisition by Bidco of any shares or other securities in, or control of, Cambria and

all authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals for or in respect of the Offer, including without limitation, its implementation and financing, or the proposed acquisition of any Scheme Shares or other securities in, or control of, Cambria by Bidco having been obtained in terms and in a form reasonably satisfactory to Bidco from all appropriate parties or persons with whom Bidco has entered into contractual arrangements and all such authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals together with all material authorisations orders, recognitions, grants, licences, confirmations, clearances, permissions and approvals necessary or appropriate to carry on the business of any member of the Cambria Group remaining in full force and effect and all filings necessary for such purpose have been made and there being no notice or intimation of any intention to revoke or not to renew any of the same at the time at which the Offer becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

- (B) no Relevant Authority or any other person or body in any jurisdiction having decided to take, instituted, implemented or threatened any action, proceeding, suit, investigation, enquiry or reference or enacted, made or proposed any statute, regulation or order or otherwise taken any other step or done anything, and there not being outstanding any statute, legislation or order, that would or might reasonably be expected to (in any case to an extent which is material in the context of Cambria or in the context of the Offer):
- (i) make the Offer or its implementation or the proposed acquisition of Cambria or of any Scheme Shares or any other shares or securities in, or control of, Cambria, illegal, void or unenforceable in or under the laws of any jurisdiction;
  - (ii) directly or indirectly restrict, restrain, prohibit, delay, impose additional conditions or obligations with respect to or otherwise interfere with the implementation of the Offer or the acquisition of any Scheme Shares by Bidco or control or management of Cambria by Bidco or any matters arising therefrom or require amendment to the terms of the Offer;
  - (iii) result in a limit or delay in the ability of Bidco, or render Bidco unable, to acquire some or all of the Scheme Shares;
  - (iv) require, prevent, delay or affect the divestiture (or alter the terms of any proposed divestiture) by Bidco or the Cambria Group of all or any portion of their respective businesses, assets or property or of any Scheme Shares or other securities in Cambria or impose any limitation on their ability to conduct all or part of their respective businesses or to own, control or manage all or part of their respective assets or properties;
  - (v) impose any limitation on the ability of Bidco to acquire or hold or exercise effectively, directly or indirectly, all rights of all or any of the Scheme Shares (whether acquired pursuant to the Offer or otherwise) or to exercise voting or management control over Cambria;
  - (vi) impose any limitation on, or result in any delay in, the ability of Bidco or any member of the Cambria Group to integrate or co-ordinate its business, or any part of it, with the businesses or any part of the businesses of Bidco or any other member of the Cambria Group;

- (vii) require the divestiture by Bidco of any shares, securities or other interests in any member of the Cambria Group; or
- (viii) otherwise adversely affect any or all of the businesses, assets, financial or trading position or prospects or profits of Bidco or the Cambria Group or the exercise of rights of shares in Cambria;

and all applicable waiting and other time periods (including extensions thereof) during which any such Relevant Authority could decide to take, institute, implement or threaten any such action, proceedings, suit, investigation, enquiry or reference or otherwise intervene having expired, lapsed or been terminated;

### **C. Confirmation of absence of adverse circumstances**

- (A) save as Disclosed, there being no provision of any authorisation, agreement, arrangement, licence, permit, lease, franchise or other instrument to which any member of the Cambria Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject which, as a result of the acquisition or proposed acquisition by Bidco of any Scheme Shares, or change in the control or management of Cambria or otherwise, would or might reasonably be expected to result in (in each case, to an extent which is material in the context of the Cambria Group, taken as a whole, or in the context of the Offer):
  - (i) any monies borrowed by or any other indebtedness (actual or contingent) of, or any grant available to, any member of the Cambria Group becoming repayable, or capable of being declared repayable, immediately or earlier than the stated maturity or repayment date or the ability of such member to borrow monies or incur any indebtedness being withdrawn or inhibited;
  - (ii) the rights, liabilities, obligations, interests or business of any member of the Cambria Group under any such authorisation, agreement, arrangement, licence, permit, lease, franchise or other instrument or the rights, liabilities, obligations, interests or business of any member of the Cambria Group in or with any other firm or company or body or person (or any agreement or arrangement relating to any such rights, liabilities, obligations, interests or business) being, or becoming capable of being, terminated or adversely modified or adversely affected or any onerous obligation or liability arising or any adverse action being taken or arising thereunder;
  - (iii) the creation or enforcement of any mortgage, charge or other security interest over the whole or any material part of the business, property or assets of any member of the Cambria Group or any such mortgage, charge or other security interest (whenever arising or having arisen) becoming enforceable;
  - (iv) any assets, property or interest of, or any asset the use of which is enjoyed by, any member of the Cambria Group being, or falling to be, disposed of by, or ceasing to be available to, any member of the Cambria Group or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any member of the Cambria Group;

- (v) the financial or trading or regulatory position or prospects or the value of any member of the Cambria Group being materially prejudiced or materially adversely affected;
- (vi) the creation, acceleration or assumption of any liabilities (actual, contingent or prospective) by any member of the Cambria Group;
- (vii) any requirement on any member of the Cambria Group to acquire, subscribe, pay up or repay any shares or other securities (or the equivalent) in and/or any indebtedness of any member of the Cambria Group owned by any third party;
- (viii) no event having occurred which, under any provision of any such authorisation, agreement, arrangement, licence, permit, lease, franchise or other instrument to which any member of the Cambria Group is a party or by or to which any such member or any of its assets may be bound or be subject, could result in any of the events or circumstances as are referred to in this paragraph (C);

**D. Certain events occurring since 31 August 2020**

- (A) save as Disclosed, no member of the Cambria Group having since 31 August 2020:
  - (i) issued or agreed to issue, or authorised or proposed the issue of, additional shares of any class or issued or authorised or proposed the issue of or granted securities convertible into or rights, warrants or options to subscribe for or acquire such shares or convertible securities (except, where relevant, as between Cambria and its wholly-owned subsidiaries or between its wholly-owned subsidiaries and except in connection with the ongoing operation of, or exercise of rights under, any of the Cambria Share Option Scheme (in accordance with their respective terms));
  - (ii) recommended, declared, paid or made or proposed or resolved to recommend, declare, pay or make any dividend, bonus issue or other distribution, whether payable in cash or otherwise, other than a distribution to Cambria or one of its wholly-owned subsidiaries;
  - (iii) (except for transactions between Cambria and its wholly-owned subsidiaries, or between its wholly-owned subsidiaries or transactions in the ordinary course of business), implemented or authorised any reconstruction, amalgamation, scheme or other transaction or arrangement with a substantially equivalent effect;
  - (iv) (except for transactions between Cambria and its wholly-owned subsidiaries, or between its wholly-owned subsidiaries or transactions in the ordinary course of business) purchased, redeemed or repaid any of its own shares or other securities or reduced or made or authorised any other change in its share capital;
  - (v) (except for transactions between Cambria and its wholly-owned subsidiaries, or between its wholly-owned subsidiaries) redeemed, purchased, repaid or reduced or announced any intention to do so or made any other change in its share capital;

- (vi) (except for transactions between Cambria and its wholly-owned subsidiaries or between its wholly-owned subsidiaries) made or authorised or proposed or announced any change in its loan capital;
- (vii) issued or authorised or proposed the issue of any debentures or incurred or increased any indebtedness or liability (actual or contingent) which in any case is material in the context of the Cambria Group or in the context of the Offer;
- (viii) other than pursuant to the Offer, implemented or authorised any merger or demerger or (except for transactions between Cambria and its wholly-owned subsidiaries, or between its wholly-owned subsidiaries or transactions in the ordinary course of business) acquired or disposed of or transferred, mortgaged or charged, encumbered or created any other security interest over, any asset or any right, title or interest in any asset or authorised, proposed or announced any intention to do so (in each case, to an extent which is material in the context of the Cambria Group, taken as a whole, or in the context of the Offer);
- (ix) (except for transactions between Cambria and its wholly-owned subsidiaries, or between its wholly-owned subsidiaries or transactions in the ordinary course of business), entered into, or authorised, proposed or announced the entry into, any joint venture, asset or profit-sharing arrangement, partnership or, other than pursuant to the Offer, merger of businesses or corporate entities;
- (x) entered into, varied or terminated, or authorised the entry into, variation or termination of, any contract, commitment or arrangement (whether in respect of capital expenditure, real estate or otherwise) which is outside the ordinary course of business or which is of a long term, onerous or unusual nature or magnitude or which involves or could involve an obligation of a nature or magnitude which is material or is otherwise than in the ordinary course of business or could reasonably be regarded as restricting the business of any member of the Cambria Group, taken as a whole or Bidco, or in the context of the Offer, or authorised, proposed or announced any intention to do so;
- (xi) entered into, or varied the terms of, or terminated or given notice of termination of, any contract, agreement or arrangement with, or for the services of, any of the directors or senior executives of any member of the Cambria Group;
- (xii) (other than in respect of a subsidiary of Cambria which is dormant and solvent at the relevant time) taken or proposed any corporate action or had any legal proceedings started, served or threatened against it or any documents filed in court for its winding-up (voluntary or otherwise), dissolution or reorganisation or for the appointment of a liquidator, provisional liquidator, receiver, administrator, administrative receiver, trustee or similar officer of all or any of its assets and revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction which in any case is material in the context of the Cambria Group;
- (xiii) made any amendment to its memorandum or articles of association or other constitutional documents;

- (xiv) been unable or deemed unable, or admitted that it is unable, to pay its debts as they fall due or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
  - (xv) commenced negotiations with any of its creditors or taken any step with a view to rescheduling or restructuring any of its indebtedness or entered into a composition, compromise, assignment or arrangement with any of its creditors whether by way of a voluntary arrangement, scheme of arrangement, deed of compromise or otherwise;
  - (xvi) except in the ordinary course of business, waived, compromised, settled, abandoned or admitted any dispute, claim or counter-claim whether made or potential and whether by or against any member of the Cambria Group (in each case, to an extent which is material in the context of the Cambria Group, taken as a whole, or in the context of the Offer);
  - (xvii) proposed, agreed to provide, or agreed to modify the terms of, any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any person employed by the Cambria Group, other than in accordance with the terms of the Offer;
  - (xviii) save as between Cambria and its wholly-owned subsidiaries, granted any material lease in respect of any of the leasehold or freehold property owned or occupied by it or transferred or otherwise disposed of any such property; or
  - (xix) entered into any contract, commitment or agreement or passed any resolution or made any offer (which remains open for acceptance) with respect to, or proposed or announced any intention to effect or propose, any of the transactions, matters or events referred to in this paragraph (D);
- (B) save as Disclosed, since 31 August 2020:
- (i) no litigation, arbitration, prosecution or other legal proceedings having been instituted, announced or threatened or become pending or remained outstanding by or against any member of the Cambria Group or to which any member of the Cambria Group is or may become a party (whether as plaintiff, defendant or otherwise) which in any case is material in the context of the Cambria Group;
  - (ii) no contingent or other liability of any member of the Cambria Group having arisen or become apparent or increased which in any case is material in the context of the Cambria Group;
  - (iii) no adverse change or deterioration having occurred and no events, matters or circumstances having arisen which would or might reasonably be expected to result in any adverse change or deterioration in the business, assets, financial or trading or regulatory position, profits or prospects or operational performance of any member of the Cambria Group which in any case is material in the context of the Cambria Group or in the context of the Offer; and

- (iv) no enquiry, review or investigation by any Relevant Authority having been threatened, announced, implemented or instituted or remaining outstanding which in any case is material in the context of the Cambria Group; and
- (C) no steps having been taken and no omissions having been made which are reasonably likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Cambria Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which would reasonably be expected to have a material adverse effect on the Cambria Group taken as a whole; and

**E. Discoveries and contingent liabilities**

- (A) save as Disclosed, Bidco not having discovered that:
  - (i) any business, financial or other information concerning any member of the Cambria Group publicly disclosed at any time by Cambria prior to the date of this Announcement, either contains a misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading and which was not subsequently corrected before the date of this Announcement by disclosure either publicly through the publication of an announcement via a Regulatory Information Service or otherwise to Bidco;
  - (ii) any member of the Cambria Group is subject to any liability, actual or contingent, to an extent which is material in the context of the Cambria Group or in the context of the Offer; or
  - (iii) any information which materially adversely affects the import of any information Disclosed at any time.

**2. Waiver or variation of Conditions to the Offer**

- (A) Subject to the requirements of the Code and the Panel, Bidco will reserve the right to waive all or any of conditions in paragraphs (B) to (E) (inclusive) above of this Appendix 1, in whole or in part, at its absolute discretion.
- (B) Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.
- (C) Bidco shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of Conditions in paragraphs 1(B) to (E) (inclusive) of this Appendix 1 by a date earlier than the latest date specified for the fulfilment of them notwithstanding that the other Conditions of the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
- (D) Under Rule 13.5(a) of the Code, Bidco may not invoke any Condition so as to cause the Offer not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the Condition are of material significance to Bidco in the context of the Offer.

### **3. Certain further terms of the Offer**

- (A) If Bidco is required by the Panel to make a mandatory offer for Scheme Shares under the provisions of Rule 9 of the Code, Bidco may make such alterations to the Conditions as are necessary to comply with the provisions of that rule.
- (B) If the Offer lapses, it will cease to be capable of further acceptance. Scheme Shareholders who have accepted the Offer and Bidco shall then cease to be bound by acceptances delivered on or before the date on which the Offer lapses.
- (C) Subject to obtaining the consent of the Panel, Bidco reserves the right to elect to implement the Offer by way of a Takeover Offer as an alternative to the Scheme.
- (D) In such event, such Takeover Offer will be implemented on the same terms and conditions, so far as applicable, as those which would apply to the Scheme subject to appropriate amendments to reflect the change in method of effecting the Takeover Offer, including (without limitation) the inclusion of an acceptance condition set at a level of 90 per cent. of the Cambria Shares to which the Takeover Offer relates, (or such lesser percentage as may be determined by Bidco after consultation with the Panel (if necessary), being, in any case, Cambria Bidco having acquired or agreed to acquire (either pursuant to the Offer or otherwise) Cambria Shares holding more than 50 per cent. of the voting rights normally exercisable at a general meeting of Cambria, including, for this purpose, any such voting rights attaching to Cambria Shares that are issued before the Takeover Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise). Further, if sufficient acceptances of the Takeover Offer are received and/or sufficient Cambria Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of Chapter 3 of Part 28 of the Companies Act to compulsorily acquire any outstanding Cambria Shares to which such Takeover Offer relates.
- (E) The Scheme will be governed by the laws of England and Wales and will be subject to the jurisdiction of the Court and to the conditions and further terms set out in this Appendix 1 and to be set out in the Scheme Document. The Offer will also be subject to and will comply with the applicable requirements of the Companies Act, the Court, the Panel, the FCA, the AIM Rules and the Code. This Announcement does not constitute, or form part of, an offer or invitation to purchase Cambria Shares or any other securities.
- (F) The Offer shall lapse if the Offer or any matter arising from or relating to it becomes subject to a CMA Phase 2 Reference before the date of the Court Meeting.

### **4. Alternative Offer**

- (A) The issue of any New Bidco Shares and subsequent exchange for Consideration Shares is conditional upon the Offer becoming or being declared unconditional in all respects.
- (B) Fractions of New Bidco Shares and Consideration Shares will not be allotted or issued to Scheme Shareholders pursuant to the Alternative Offer and entitlements will instead be rounded down to the nearest whole number of New Bidco Shares and/or Consideration Shares.

## APPENDIX 2

### SOURCES OF INFORMATION AND BASES OF CALCULATION

Unless otherwise stated in this Announcement:

1. financial information relating to Cambria has been extracted from the annual report and accounts of Cambria for the year ended 31 August 2020 and the announcement of interim results released on 5 May 2021 in respect of the six-month period ended 28 February 2021;
2. the Offer value is calculated on the basis of the issued share capital of Cambria as at the date of this Announcement comprising 100,000,000 Scheme Shares and the fully diluted Offer value comprising 100,000,000 Scheme Shares and 3,575,000 options over Scheme Shares;
3. all share prices for Scheme Shares are derived from the information published by the London Stock Exchange and, unless otherwise stated, represent Closing Prices on the relevant date(s); and
4. all share prices expressed in pence or pounds Sterling have been rounded to the nearest tenth of a penny and all percentages have been rounded to the nearest one or two decimal places, as appropriate.

### APPENDIX 3

#### DETAILS OF IRREVOCABLE UNDERTAKINGS

The following Cambria Directors and Cambria Shareholders have each given an irrevocable undertaking to vote (or procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Offer is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, the Takeover Offer) in relation to the following Scheme Shares in which they are beneficially interested:

Name of Scheme Shareholder	Number of Scheme Shares	Percentage of Cambria issued share capital
James Mullins	2,491,590	2.49
Tim Duckers	527,123	0.53
Michael Burt	2,261,881	2.26
Paul McGill	41,897	0.04
Philip Swatman	100,000	0.10
Rodney Smith	1,998,731	2.00
Ben Crudgington	115,000	0.12
Shazad Anjam	654,229	0.65
Lucy Duckers	527,122	0.53
Angus Burt	7,196	0.007
Amanda Crudgington	979,203	0.98
Quilter Investors	11,137,154	11.18
<b>Total</b>	<b>20,841,126</b>	<b>20.84</b>

These irrevocable undertakings also extend to any further Cambria Shares acquired by the Cambria Directors, including as a result of the vesting of awards or the exercise of options under the Cambria Share Option Scheme.

These irrevocable undertakings remain binding in the event a higher competing offer is made for Cambria and will only cease to be binding if:

- a. Bidco announces, with the consent of the Panel, that it does not intend to proceed with the Offer;
- b. if a competing offer for Cambria becomes or is declared unconditional in all respects (if implemented by way of a Takeover Offer) or otherwise becoming effective in accordance with its terms (if implemented by way of a scheme of arrangement); or
- c. on the earlier of: (a) the Long Stop Date; or (b) the date on which the Offer, if made, lapses, is withdrawn or otherwise terminates in accordance with its terms, as the case may be, or, if applicable, the Scheme does not become Effective.

These irrevocable undertakings will prevent each of the individuals listed above from: (i) exercising any right of withdrawal of any acceptance of the Offer where such a right is otherwise exercisable under the Code; or (ii) otherwise selling all or any part of their respective Cambria Shares into the market.

## APPENDIX 4

### DEFINITIONS

“Act”	Companies Act 2006
“AIM”	the AIM Market operated by the London Stock Exchange
“Alternative Offer”	the arrangements pursuant to which Cambria Shareholders who validly accept the Offer may elect to receive one New Bidco Shares per Scheme Share (each New Bidco Share once issued shall be immediately exchanged for two Consideration Shares) in lieu of the Cash Offer to which they would otherwise be entitled under the Offer
“Articles”	the articles of association of Cambria Investments
“Bidco”	Cambria Bidco Limited, a company incorporated in England and Wales with registered number 13418494
“Bidco Shareholders”	holders of Bidco Shares
“Bidco Shares”	the ordinary B shares of £0.10 in the capital of Bidco
“Board”	in relation to a company, its board of directors
“Business Day”	a day, (other than a Saturday, Sunday, public or bank holiday) on which banks are generally open for business in London
“Cambria”	Cambria Automobiles plc, a company incorporated in England and Wales with registered number 05754547
“Cambria Articles”	the articles of association of Cambria
“Cambria Directors”	the directors of Cambria from time to time
“Cambria Group”	Cambria and its subsidiary undertakings and associated undertakings and any other undertaking, partnership, company or joint venture in which Cambria and/or such subsidiary or associated undertakings (aggregating their interests) have an interest of more than 20 per cent. of the voting or equity capital or the equivalent (and “ <b>member of the Cambria Group</b> ” shall be construed accordingly)
“Cambria Shareholders”	holders of Cambria Shares
“Cambria Shares”	the ordinary shares of £0.10 each in the capital of Cambria

<b>“Cambria Share Option Scheme”</b>	the Cambria long term incentive plan
<b>“Cambria Investments”</b>	Cambria Investments Holdings Limited, a company incorporated in England and Wales with registered number 13415571
<b>“Cash Offer”</b>	in accordance with the terms of the Offer, the consideration of 80 pence per Scheme Share, payable in cash
<b>“Closing Price”</b>	the closing middle market quotations of a share derived from the Daily Official List of London Stock Exchange
<b>“CMA”</b>	the Competition and Markets Authority of the United Kingdom (or any successor body or bodies carrying out the same functions in the United Kingdom from time to time)
<b>“CMA Phase 2 Reference”</b>	a reference pursuant to sections 22, 33, 45 or 62 of the Enterprise Act (as amended) of the Offer to the chair of the CMA for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013
<b>“Code”</b>	the City Code on Takeovers and Mergers
<b>“Conditions”</b>	the conditions of the Offer set out in Appendix 1 to this Announcement
<b>“Consideration Shares”</b>	B ordinary shares of £0.10 each in the capital of Cambria Investments to be issued to Scheme Shareholders pursuant to the Offer
<b>“Court”</b>	the High Court of Justice of England and Wales
<b>“Court Meeting”</b>	the meeting or meetings of the Scheme Shareholders to be convened by order of the Court pursuant to section 896 of the Companies Act, notice of which will be set out in the Scheme Document, for the purposes of considering, and if thought fit, approving the Scheme (with or without amendment), including any adjournment, postponement or reconvention thereof
<b>“Court Order”</b>	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
<b>“Dealing Disclosure”</b>	a disclosure required by the Code in relation to Dealings (as defined therein)
<b>“Disclosed”</b>	the information fairly disclosed: <ul style="list-style-type: none"> <li>i. in Cambria’s published annual report and accounts for the year ended 31 August 2020;</li> <li>ii. in this Announcement;</li> </ul>

- iii. in any other public announcement made by Cambria in accordance with the Market Abuse Regulation or the AIM Rules or the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority before the date of the Scheme Document; or
- iv. as otherwise fairly disclosed to Bidco (or its respective officers, employees or advisers) in sufficient detail to enable such person(s) to make a reasonable assessment of the nature and scope of the matter disclosed, in each case before the date of this Announcement

<b>“Effective”</b>	in the context of the Offer: (a) if the Offer is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms, upon the delivery of the Court Order to the Registrar of Companies for registration; or (b) if the Offer is implemented by way of the Takeover Offer, the Takeover Offer having been declared or having become unconditional in all respects in accordance with the requirements of the Code
<b>“Effective Date”</b>	the date on which the Offer becomes Effective
<b>“Excluded Shares”</b>	any Cambria Shares registered in the name of or beneficially owned by Bidco or its nominees, Cambria Investments, Mark Lavery or Nicola Lavery or held in treasury at the Scheme Record Time
<b>“Facilities Agreement”</b>	the senior facilities agreement entered into between, amongst others, Cambria Bidco Limited as borrower and original guarantor, Lloyds Bank plc and Barclays Bank plc as mandated lead arrangers and bookrunners and Lloyds Bank plc as agent and security agent dated on or around the date of this Announcement
<b>“FCA”</b>	the FCA or its successor from time to time
<b>“FCA Handbook”</b>	the FCA's Handbook of rules and guidance as amended from time to time
<b>“finnCap”</b>	finnCap Limited, incorporated in England and Wales with registered number 06198898
<b>“First Closing Date”</b>	the date which is 21 days after the date of the posting of the Scheme Document
<b>“Form of Proxy”</b>	the forms of proxy in connection with each of the Court Meeting and the General Meeting, which will accompany the Scheme Document
<b>“General Meeting”</b>	the general meeting of Cambria Shareholders (including any adjournment, postponement or reconvention thereof) to be convened for the purpose of considering and, if thought fit, approving the Resolutions, notice of which shall be contained in the Scheme Document

<b>“Independent Committee ”</b>	means the committee comprising the directors of Cambria other than Mark Lavery
<b>“Irrevocable Undertakings”</b>	the irrevocable undertakings set out in Appendix 3 to this Announcement
<b>“Latest Practicable Date”</b>	8 June 2021, being the last practicable date prior to publication of this Announcement
<b>“Lavery SPA”</b>	the share purchase agreement dated 9 June 2021 between Mark Lavery, Nicola Lavery and Cambria Investments in respect of the transfer of Mark and Nicola Lavery’s 40,000,000 Cambria Shares to Cambria Investments
<b>“London Stock Exchange”</b>	the London Stock Exchange operated by the London Stock Exchange Group PLC or its successor
<b>“Long Stop Date”</b>	4 October 2021 or such later date (if any) as Bidco and Cambria may agree, with the consent of the Panel, and which (if required) the Court may allow
<b>“Market Abuse Regulation”</b>	Regulation (EU) No 596/2014, as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018
<b>“New Bidco Shares”</b>	the new Bidco Shares to be issued to Scheme Shareholders pursuant to the Offer
<b>“Offer”</b>	the recommended takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006 to be made by Bidco to acquire the entire issued and to be issued ordinary share capital of Cambria to be implemented by means of the Scheme (or by a Takeover Offer, under certain circumstances as described in this Announcement), on the terms and subject to the Conditions set out in this Announcement and to be set out in the Scheme Document (or the Offer Document, as applicable), and, where the context admits, any subsequent revision, variation, extension or renewal of such offer
<b>“Offer Document”</b>	if the Offer is implemented by means of a Takeover Offer, the document to be sent or made available to Cambria Shareholders and persons with information rights containing, among other things, the full terms and conditions of the Offer;
<b>“Offer Consideration”</b>	the consideration payable in connection with the Offer
<b>“Scheme Document”</b>	the document to be sent to Scheme Shareholders which will contain, inter alia, the terms and conditions of the Offer, including, where appropriate, the Form of Acceptance

<b>“Offer Period”</b>	the period commencing on 22 March 2021 and ending on the later of: <ul style="list-style-type: none"> <li>i. the First Closing Date;</li> <li>ii. the date on which the Offer lapses or is withdrawn; and</li> <li>iii. the date on which the Offer becomes unconditional as to acceptances</li> </ul>
<b>“Offer Price”</b>	80 pence per Scheme Share
<b>“Opening Position Disclosure”</b>	an announcement containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to the Offer if the person concerned has such a position
<b>“Panel”</b>	the Panel on Takeovers and Mergers
<b>“Quilter Investors”</b>	means Quilter Investors Limited, its nominees and/or members of its Group
<b>“Regulatory Information Service”</b>	a regulatory information service as defined in the FCA Handbook
<b>“Relevant Authority”</b>	a government or governmental, quasi-governmental, supranational, statutory, administrative or regulatory body, or any court, institution, investigative body, association, trade agency or professional or environmental body
<b>“Resolutions”</b>	the special resolution or resolutions to be proposed by Cambria at the General Meeting in connection with, among other things, the amendment of the Cambria Articles and such other matters as may be necessary to implement the Scheme
<b>“Restricted Jurisdiction”</b>	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Scheme is sent or made available to Cambria Shareholders in that jurisdiction
<b>“Roll Down SPA”</b>	the share purchase agreement dated 9 June 2021 between Cambria Investments and Bidco in respect of the transfer of Cambria Investments’ 40,000,000 Cambria Shares to Bidco
<b>Sanction Hearing</b>	the hearing of the Court to sanction the Scheme under section 899 of the Companies Act
<b>Scheme</b>	the proposed Court-sanctioned scheme of arrangement between Cambria and Scheme Shareholders pursuant to which the Offer is to be made under Part 26 of the Companies Act, upon the terms and subject to the conditions set out in this Announcement and to be set out in the Scheme Document (with or subject to any modification, addition or condition which Bidco and Cambria may

	agree and the Court may impose or, if required, approve)
<b>Scheme Document</b>	means the document to be sent or made available to Cambria Shareholders and persons with information rights containing, among other things, the Scheme, the full terms and conditions of the Scheme and notices convening the Court Meeting and the General Meeting
<b>Scheme Record Time</b>	the record date and time for the Scheme, as specified in the Scheme Document, by reference to which the entitlements of Scheme Shareholders under the Scheme will be determined, expected to be 6:00 p.m. on the Business Day immediately prior to the Effective Date
<b>Scheme Shareholder(s)</b>	the holder of Scheme Shares from time to time
<b>Scheme Shares</b>	the Cambria Shares: <ul style="list-style-type: none"> <li>i. in issue at the date of the Scheme Document;</li> <li>ii. if any, issued after the date of the Scheme Document and before the Voting Record Time; and</li> <li>iii. if any, issued at or after the Voting Record Time and before the Scheme Record Time, either on terms that the original or any subsequent holders of such shares are to be bound by the Scheme or in respect of which their holders are, or shall have agreed in writing to be, bound by the Scheme, but, in each case, other than Excluded Shares;</li> </ul>
<b>“SPAs”</b>	together the Lavery SPA and the Roll Down SPA
<b>“Takeover Offer”</b>	a takeover offer as defined in Part 28 of the Companies Act 2006
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“UK Corporate Governance Code”</b>	the Corporate Governance Code of the Financial Reporting Council, as amended and in force from time to time
<b>“US” or “United States”</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
<b>“Voting Record Time”</b>	the time and date by reference to which entitlement to vote on the Scheme will be determined, as specified in the Scheme Document

