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Wilmcote Holdings PLC
25 November 2019

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Wilmcote Holdings plc

Notice of Annual General Meeting & Proposed Open Offer

London, 25 November 2019 - Wilmcote Holdings plc ("Wilmcote" or the "Company") announces the publication of its notice of Annual General Meeting and a proposed Open Offer available to all existing holders of ordinary shares in the Company on the register of members at the record date (excluding overseas shareholders in a restricted jurisdiction) ("Qualifying Shareholders").

The Annual General Meeting is to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on 12 December 2019 at 11.00 a.m.

The circular relating to the proposed Open Offer and which contains notice of the Annual General Meeting (the "Circular"), Form of Proxy and Open Offer Application Form are available on the 'Shareholder Documents' page of the Company's website at www.wilmcoteplc.com.

Capitalised terms used and not otherwise defined in this announcement shall have the same meaning as in the Circular.

The Circular includes details of an Open Offer being made to Qualifying Shareholders on the register as at the Record Date of close of business on 22 November 2019, for up to 650,000,000 New Ordinary Shares at £0.01 per Open Offer Share, raising gross proceeds of up to £6.5 million, on the basis of:

31.199996 New Ordinary Shares for every 1 Existing Ordinary Share

Qualifying Shareholders are also being given the opportunity, provided that they take up their Open Offer Entitlements in full, to apply for additional New Ordinary Shares through an Excess Application Facility.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM ("Admission"), and it is expected that Admission will become effective and that dealings will commence in the New Ordinary Shares at 8.00 a.m. on 13 December 2019.

Following the issue of the New Ordinary Shares (assuming full take-up under the Open Offer), the enlarged ordinary share capital of the Company will be 670,833,336 Ordinary Shares.

REASONS FOR FUNDRAISE

Wilmcote was established (and was admitted to trading on AIM) with the objective of creating value for its investors through the acquisition and subsequent development of target businesses, to date considering opportunities in the downstream and specialty chemicals sector.

Over the last two years, the Company has reviewed and engaged with a substantial number of potential acquisition opportunities in the specialty chemicals sector, including businesses with links to the construction, building products and broader industrial sectors. During this period the Company has progressed two potential acquisitions, under exclusivity, to within days of a successful completion and then been forced to abort these transactions. The financial consequences of these aborted transactions have been significant, and these have accounted for the vast majority of the Company's expenditure.

Consistent with the normal process employed by Marwyn-sponsored companies, during the period of due diligence and negotiation, the Company had significant ongoing dialogue with existing and potential investors (in both cases with more than 50 investors wall-crossed for material periods of time). While the Company was not able to subsequently conclude these acquisitions in either circumstance, each of them, remain in the Directors' view, high quality businesses in specialist segments that have continued to show growth in the period following the termination of our discussions.

While the Directors recognise the risk of future losses arising from the pursuit of future transactions remains, the priority for the Company will be to manage its exposure to the financial costs of progressing and securing a successful acquisition. Alongside the existing risk procedures, the Directors will seek to further mitigate these risks as follows:

- reducing the target size of potential acquisitions to consider taking one or more controlling or non-controlling stakes, in businesses with an enterprise value generally expected to be up to £500 million;
- seeking appropriate risk-sharing measures with professional service providers and, to the extent possible, with vendors;
- continuing the model of early stage market sounding and consultation with potential investors throughout the transaction process; and
- maintaining a flexible attitude to which international capital markets/exchanges would provide the optimal environment for initial and future capital raising.

The fundraising pursuant to the Open Offer will secure the Company's ability to respond quickly to

opportunistic investment prospects which the Directors continue to see in the specialty chemicals sector, as well as in the market in general, while also providing an attractive platform for the Company to secure sector specific operational executives and management teams.

MAML irrevocable undertaking

The Company has received an irrevocable undertaking to vote in favour of the Resolutions from MAML (in its capacity as manager of the Marwyn Shareholders) accounting for 12,591,670 Existing Ordinary Shares, representing 60.44 per cent. of the issued share capital.

On the basis that (i) Resolutions 1 to 7 (inclusive) are to be proposed as Ordinary Resolutions requiring a simple majority of votes cast to be in favour in order to be passed; and (ii) MAML acting alone controls over 50 per cent. of the voting interests in the Company, Resolutions 1 to 7 (inclusive) will be passed at the AGM if MAML approves such Resolutions in accordance with the irrevocable undertaking described in the above paragraph.

MAML commitment

MAML has undertaken to the Company that it will procure that each of the Marwyn Shareholders subscribes for its *pro rata* share of all of the New Ordinary Shares comprising its Open Offer Entitlement (the "**Marwyn Subscription**"), equating to a minimum aggregate subscription of £3,928,600.54.

Either or both of the Marwyn Shareholders may also subscribe for Excess Shares pursuant to the Excess Application Facility.

Dilutionary impact of the Open Offer

The proposed issue of the New Ordinary Shares pursuant to the Open Offer will dilute existing shareholdings of Shareholders who do not participate.

Qualifying Shareholders will be able to mitigate this dilution by applying for New Ordinary Shares in the Open Offer.

The maximum dilution which a Shareholder (who is not a Qualifying Shareholder), and a Qualifying Shareholder if he/she does not participate in the Open Offer at all, will be subject to will be 96.89 per cent. of his or her existing shareholding.

UPDATE TO INVESTMENT POLICY

In order to provide additional flexibility for the Company to be opportunistic and reflecting the breadth of deal flow seen in adjacent sectors, the Directors believe the Investment Policy should be expanded to consider opportunities in other sectors and a broader range of potential investment structures.

This includes the consideration of acquiring controlling or non-controlling stakes in one or more businesses or companies (quoted or private) on a long-term basis. The investments made by the Company may be in the form of equity or other types of capital investment.

The Company intends to focus on the industrials, manufacturing, engineering, construction, building products or support services sectors. The Directors believe that opportunities exist to create value for shareholders through a properly executed, acquisition-led strategy in one of these sectors.

The Company may either seek to recruit sector-leading executive management in advance of an acquisition, or alternatively may consider identifying acquisition opportunities with impressive incumbent management teams that require a catalyst to unlock growth.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for entitlements under the Open Offer	close of business on 22 November 2019
Announcement of the AGM and the Open Offer	7.00 a.m. on 25 November 2019
Ex-entitlement date	25 November 2019
Publication of Circular, Application Forms and Forms of Proxy	25 November 2019
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	as soon as possible after 8.00 a.m. on 26 November 2019
Recommended latest time for requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. on 5 December 2019
Recommended latest time for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements in to CREST	3.00 p.m. on 6 December 2019
Recommended latest time for splitting Application Forms (to satisfy *bona fide* market claims only)	3.00 p.m. on 9 December 2019
Latest time and date for receipt of Forms of Proxy and electronic proxy appointments via CREST	11.00 a.m. on 10 December 2019
Latest time and date for receipt of completed Open Offer Application Forms and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 11 December 2019
Announcement of the results of the Open Offer	12 December 2019

Annual General Meeting	11.00 a.m. on 12 December 2019
Announcement of results of Annual General Meeting	12 December 2019
Admission and commencement of dealings in the New Ordinary Shares	13 December 2019
CREST stock accounts expected to be credited for the New Ordinary Shares by	13 December 2019
Share certificates for New Ordinary Shares expected to be despatched by	20 December 2019

Each of the times and dates in the table above is indicative only and may be subject to change. References to times in this announcement are to London time. The times and dates set out in the table above and mentioned throughout this announcement may be adjusted by the Company, in which event details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Shareholders. Any Existing Ordinary Shares sold prior to the close of business on 22 November 2019, the date on which the Existing Ordinary Shares will trade with entitlement, will be sold to the purchaser with the right to receive entitlements under the Open Offer.

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James Corsellis is Chairman of Wilmcote Holdings plc, which has its offices at 11 Buckingham Street, London, WC2N 6DF and has the LEI number 2138004EUUU11OVHZW75.

IMPORTANT INFORMATION

A copy of this announcement and the Circular will be available on the Company's website at www.wilmcoteplc.com. Neither the content of the Company's website, nor the content on any website accessible from hyperlinks on its website for any other website, is incorporated into, or forms part of, this announcement nor, unless previously published by means of a recognised information service, should any such content be relied upon in reaching a decision as to whether or not to acquire, continue to hold, or dispose of, securities in the Company.

This announcement which has been prepared by, and is the sole responsibility of, the Directors of the Company has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 ("FSMA") by Marwyn Investment Management LLP, which is authorised and regulated by the Financial Conduct Authority.

This announcement is an advertisement and does not constitute a prospectus relating to the Company and does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to subscribe for, any shares in the Company in any jurisdiction nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with or act as any inducement to enter into, any contract therefor.

Recipients of this announcement who are considering acquiring New Ordinary Shares are reminded that any such acquisition must be made only on the basis of the information contained in the Circular. The Open Offer is subject to specific legal or regulatory restrictions in certain jurisdictions. Persons distributing this announcement must satisfy themselves that it is lawful to do so. The Company assumes no responsibility in the event that there is a violation by any person of such restrictions.

This announcement may not be published, distributed or transmitted by any means or media, directly or indirectly, in whole or in part, in or into the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and will not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US person (as defined under Regulation S under the US Securities Act).

Neither this announcement nor any copy of it may be: (i) taken or transmitted into or distributed in any member state of the European Economic Area (other than the United Kingdom), Canada, Australia, Japan or the Republic of South Africa or to any resident thereof, or (ii) taken or transmitted into or distributed in Japan or to any resident thereof. Any failure to comply with these restrictions may constitute a violation of the securities laws or the laws of any such jurisdiction. The distribution of this announcement in other jurisdictions may be restricted by law and the persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

This announcement includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts regarding the Company's investment strategy, financing strategies, investment performance, results of operations, financial condition, prospects and dividend policies of the Company and the instruments in which it will invest. By

their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, changes in general market conditions, legislative or regulatory changes, changes in taxation regimes or development planning regimes, the Company's ability to invest its cash in suitable investments on a timely basis and the availability and cost of capital for future investments.

The Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by FSMA, the AIM Rules for Companies or the Financial Conduct Authority or other applicable laws, regulations or rules.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that the Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Open Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Ordinary Shares and determining appropriate distribution channels.

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