



## **PUBLICATION OF SCHEME DOCUMENT**

### **BREEDON GROUP PLC**

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Breedon Group PLC  
29 March 2023

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29 March 2023

### **BREEDON GROUP PLC**

#### **Scheme of Arrangement to introduce a new holding company incorporated in England and Wales**

#### **Publication of Scheme Document and notice of Jersey Court Meeting and Scheme General Meeting**

On 8 March 2023, Breedon Group plc (the "Company" and together with its subsidiaries, "Breedon" or the "Group") announced its intention to move its listing from AIM to the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange ("Admission").

In connection with Admission, the Company is proposing to undertake a corporate reorganisation by which a new holding company of the Group, incorporated in England and Wales ("New Breedon"), would be introduced by way of a scheme of arrangement (the "Scheme"). As part of the Scheme, Breedon intends to reduce the number of ordinary shares in issue by issuing 1 New Breedon Share for every 5 ordinary shares of the Company.

The Breedon Board is pleased to announce that it expects to publish a circular later today in relation to the Scheme (the "Scheme Document") setting out, amongst other things, a letter from the Chairman of Breedon, a summary of the transaction, the full terms and conditions of the Scheme, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by Breedon Shareholders, together with Forms of Proxy for the Court Meeting and the General Meeting. A copy of the Scheme Document will be made available on Breedon's website ([www.breedongroup.com/aim-to-main](http://www.breedongroup.com/aim-to-main)).

Hard copies of the Scheme Document (or, depending on Breedon Shareholders' communication preferences, a letter or email giving details of the website where the Scheme Document may be accessed), and Forms of Proxy for the Court Meeting and the General Meeting are being sent to Breedon Shareholders today. Hard copies can also be requested by contacting Breedon's Registrars - for more details please see the Scheme Document.

New Breedon will also publish a prospectus (the "Prospectus") in connection with Admission in due course. Copies of this announcement will also be made available (subject to certain restrictions relating to persons in restricted jurisdictions) on Breedon's website at [www.breedongroup.com/aim-to-main](http://www.breedongroup.com/aim-to-main).

#### **Reasons for the Scheme**

For legal and commercial reasons, and in common with many listings on the Main Market, New Breedon will be used as the vehicle in which the Main Market listing takes place. Breedon's current status as a non-English company means it incurs duplicated costs in Jersey to order to comply with local corporate requirements. Accordingly, the Breedon Board, after detailed consideration, believes the proposed new corporate structure is the most appropriate structure for the Group and, together with the move to the Main Market, would best support its long term strategy and growth prospects. The introduction of New Breedon as the new ultimate holding company of the Group will be implemented by way of the Scheme.

#### **Timetable**

The expected timetable of events for the implementation of the Scheme is set out in the Scheme Document and is included in the Appendix to this announcement. The dates and times given are indicative only and are based on Breedon's current expectations and may be subject to change. If any of the dates and/or times set out in the expected timetable change, an announcement will be made through a Regulatory Information Service.

#### **Conditions of the Scheme**

In summary, the implementation of the Scheme is conditional on the following having occurred:

- a) the Scheme being approved by a majority in number representing not less than 75 per cent. of the voting rights of the Scheme Shareholders present and voting (in person or by proxy) at the Jersey Court Meeting (or at any adjournment of that meeting);
- b) the Special Resolution (as set out in the notice convening the Scheme General Meeting in Part 8 (Notice of Scheme General Meeting) of the Scheme Document) having been duly passed at the Scheme General Meeting by a majority of not less than two-thirds of the votes cast;
- c) the Scheme having been sanctioned by the Court at the Sanction Hearing and the Court Order having been delivered to the Jersey Registrar of Companies and registered by it;
- d) the FCA having acknowledged to New Breedon that the application for the admission of the New Breedon Shares to listing on the premium listing segment of the Official List has been approved and the London Stock Exchange having acknowledged to New Breedon that the New Breedon Shares will be admitted to trading on the Main Market; and
- e) Breedon not having withdrawn the Scheme, which it shall be entitled to do at any time, and for any reason, prior to the point at which the Court issues the Court Order.

Further details in relation to the terms and conditions for the Scheme are set out in Part 2 of the Scheme Document.

### **Recommendation**

The Breedon Directors consider the Scheme to be in the best interests of the Breedon Shareholders taken as a whole. Accordingly, the Breedon Directors unanimously recommend that Scheme Shareholders vote in favour of the Scheme at the Jersey Court Meeting, and that Breedon Shareholders vote in favour of the Special Resolution at the Scheme General Meeting, as they intend to do in respect of their own holdings.

### **ENQUIRIES:**

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### **About Breedon Group plc**

Breedon Group plc, a leading vertically-integrated construction materials group in Great Britain and Ireland, delivers essential products to the construction sector. Breedon holds 1bn tonnes of mineral reserves and resources with long reserve life, supplying value-added products and services, including specialty materials, surfacing and highway maintenance operations, to a broad range of customers through its extensive local network of quarries, ready-mixed concrete and asphalt plants.

The Group's two well-invested cement plants are actively engaged in a number of carbon reduction practices, which include utilising alternative raw materials and lower carbon fuels. Breedon's 3,700 colleagues embody our commitment to 'Make a Material Difference' as the Group continues to execute its strategy to create sustainable value for all stakeholders, delivering growth through organic improvement and acquisition in the heavyside construction materials market.

### **Important information**

Unless otherwise defined in this announcement, capitalised words and phrases used in this announcement shall have the same meanings as ascribed to them in the Scheme Document.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements" (including words such as "believe", "expect", "estimate", "intend", "anticipate" and words of similar meaning). By their nature, forward-looking statements involve risk and uncertainty since they relate to future events and circumstances, and actual results may, and often do, differ materially from any forward-looking statements. Any forward-looking statements in this announcement reflect management's view with respect to

future events as at the date of this announcement. Save as required by applicable law, the Company undertakes no obligation to publicly revise any forward-looking statements in this announcement, whether following any change in its expectations or to reflect events or circumstances after the date of this announcement.

This announcement does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, shares in the Company or New Breedon in any jurisdiction. The distribution of this announcement outside the UK may be restricted by law. No action has been taken by the Company or New Breedon that would permit possession of this announcement in any jurisdiction outside the UK where action for that purpose is required. Persons outside the UK who come into possession of this announcement should inform themselves about the distribution of this announcement in their particular jurisdiction.

This announcement is not an offer of securities for sale in the United States. The New Breedon Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The New Breedon Shares issued pursuant to the Scheme are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by section 3(a)(10) thereof based on the Jersey Court's sanctioning of the Scheme. Scheme Shareholders who will be affiliates of New Breedon after the Effective Date will be subject to certain US transfer restrictions relating to the New Breedon Shares received pursuant to the Scheme.

The Scheme has not been and will not be approved or disapproved by the Securities and Exchange Commission, any state's securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits or the fairness of the Scheme nor upon the accuracy or adequacy of the Scheme Document or the Prospectus. Any representation to the contrary is a criminal offence in the United States.

Numis Securities Limited ("Numis"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and New Breedon as Sponsor and no one else in connection with Admission and it will not regard any other person as a client in relation to Admission and will not be responsible to anyone other than the Company and New Breedon for providing the protections afforded to its clients or for providing advice in relation to Admission or any other transaction, matter, or arrangement referred to in this announcement.

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#### ***APPENDIX - Expected Scheme timetable***

<b>Event</b>	<b>Time and/or date</b>
Publication of the Scheme Document	29 March 2023
Latest time for lodging Forms of Proxy for the:	
Jersey Court Meeting	2:15 p.m. on 24 April 2023
Scheme General Meeting	2:30 p.m. on 24 April 2023
Voting Record Time	6:30 p.m. on 24 April 2023
<b>Jersey Court Meeting</b>	2:15 p.m. on 26 April 2023
<b>Scheme General Meeting</b>	2:30 p.m. on 26 April 2023

#### **The following dates are indicative only and are subject to change<sup>1</sup>**

Expected date of publication of the Prospectus by New Breedon	11 May 2023
Sanction Hearing (to sanction the Scheme)	9.00 a.m. on 16 May 2023
Scheme Record Time	6.00 p.m. on 16 May 2023
Last day of dealings in, and for the registration of transfers of, and disablement in CREST of, Breedon Shares on AIM	16 May 2023
Effective Date	16 May 2023 <sup>2</sup>
Cancellation of admission to trading of Breedon Shares on AIM	by 7.00 a.m. on 17 May 2023
Admission of New Breedon Shares to listing on the premium listing segment of the Official List and to trading on the Main Market and commencement of dealings	8.00 a.m. on 17 May 2023
Crediting of New Breedon Shares to CREST accounts	8.00 a.m. on 17 May 2023

Share certificates for New Breedon Shares  
expected to be despatched within 10 Business  
Days of Admission

by 1 June 2023

Long Stop Date

30 June 2023<sup>3</sup>

*Notes*

1. *These dates are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Jersey Registrar of Companies. Participants in Breedon Share Plans will be contacted separately to inform them of the effect of the Scheme on their rights under Breedon Share Plans, including details of any appropriate proposals being made and dates and times relevant to them.*
2. *Following sanction of the Scheme by the Court, the Scheme will become Effective in accordance with its terms upon a copy of the Court Order being delivered to the Jersey Registrar of Companies. This is presently expected to occur on 16 May 2023, subject to satisfaction or (where capable of waiver), waiver of the Conditions.*
3. *This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as Breedon and New Breedon may agree (and as the Court may allow, should such approval be required).*

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