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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

24 June 2021

RECOMMENDED CASH ACQUISITION

of

ST. MODWEN PROPERTIES PLC

by

BRIGHTON BIDCO LIMITED

**(a newly formed company indirectly owned by investment funds advised by Blackstone)
to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006**

OFFER UPDATE

AND

PUBLICATION OF THE SCHEME DOCUMENT

On 20 May 2021, Brighton Bidco Limited ("**Bidco**") and St. Modwen Properties PLC ("**St. Modwen**") jointly announced (the "**Rule 2.7 Announcement**") that they had reached agreement on the terms and conditions of a recommended all cash offer by Bidco for the entire issued, and to be issued, ordinary share capital of St. Modwen (the "**Acquisition**"), to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"). Capitalised terms in this announcement, unless otherwise defined, have the same meanings as set out in the Scheme Document (as defined below). All references to times in this announcement are to London times unless otherwise stated.

Increased Offer

Bidco and St. Modwen are pleased to announce that they have reached agreement on the terms of an increased and final* recommended cash offer (the "**Increased Offer**") by Bidco for the entire issued, and to be issued, ordinary share capital of St. Modwen.

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

for each St. Modwen Share: 560 pence in cash (the "Final Offer Price")

The Final Offer Price represents a premium of approximately:

- 25.1 per cent. to the Closing Price of 448 pence on 6 May 2021 (being the last Business Day before the commencement of the offer period);
- 38.3 per cent. to the volume-weighted average St. Modwen share price of 405 pence over the 90-day period ending on 6 May 2021 (being the last Business Day before the commencement of the offer period);

- 41.8 per cent. to the volume-weighted average St. Modwen share price of 395 pence over the 180-day period ending on 6 May 2021 (being the last Business Day before the commencement of the offer period);
- 21.1 per cent. to St. Modwen's estimated EPRA Net Tangible Assets Per Share of 463 pence as at 31 May 2021, as contained in the Scheme Document.

The Acquisition values St. Modwen's entire issued, and to be issued, ordinary share capital at approximately £1,272 million.

The financial terms of the Increased Offer are final* and will not be increased, except that Bidco reserves the right to increase the amount of the offer price if there is an announcement on or after the date of this announcement of an offer or a possible offer for St. Modwen by a third party offeror or potential offeror. Bidco reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme.

If, on or after the date of this announcement and before the Effective Date, any dividend and/or other distribution and/or other return of capital is declared, made or paid or becomes payable in respect of the St. Modwen Shares, Bidco will reduce the consideration payable under the terms of the Acquisition for the St. Modwen Shares by an amount up to the amount of such dividend and/or distribution and/or return of capital, in which case any reference in this announcement to the consideration payable under the terms of the Acquisition will be deemed to be a reference to the consideration as so reduced. Any reduction referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Scheme or the Acquisition. In such circumstances, St. Modwen Shareholders would be entitled to retain any such dividend, distribution and/or other return of capital declared, made or paid.

The Increased Offer does not change Bidco's intentions as regards the business of St. Modwen (including locations of its operations), the management and employees of St. Modwen and the proposals in respect of the St. Modwen Share Plans, as set out in the Rule 2.7 Announcement and in the Scheme Document.

* Bidco reserves the right to increase the amount of the offer price if there is an announcement on or after the date of this announcement of an offer or a possible offer for St. Modwen by a third party offeror or potential offeror. Bidco also reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme.

Recommendation

The St. Modwen Directors, who have been so advised by Lazard, J.P. Morgan Cazenove and Numis as to the financial terms of the Acquisition, consider the terms of the Increased Offer to be fair and reasonable. In providing their financial advice, Lazard, J.P. Morgan Cazenove and Numis have taken into account the commercial assessments of the St. Modwen Directors. Lazard and Numis are each providing independent financial advice to the St. Modwen Directors for the purposes of Rule 3 of the Takeover Code.

The St. Modwen Directors believe that the terms of the Acquisition (including the Scheme) are in the best interests of St. Modwen Shareholders as a whole and unanimously recommend that St. Modwen Shareholders vote in favour of the resolutions to be proposed at the Court Meeting and the General Meeting, as they have irrevocably agreed to do in respect of their own beneficial holdings.

St. Modwen Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

Additional irrevocable undertakings

In accordance with Rule 2.10(a) of the Code, Bidco announces that members of the Leavesley family have undertaken to vote in favour of the resolutions relating to the Acquisition at the Meetings (or in the event that the Acquisition is implemented by an Offer, to accept such Offer) in respect of their respective beneficial holdings of St. Modwen Shares, which total 10,792,377 St. Modwen Shares, representing approximately 4.85 per cent. of the issued ordinary share capital of St. Modwen as at the Latest Practicable Date.

In total, therefore, Bidco has received irrevocable undertakings to vote in favour of the resolutions relating to the Acquisition at the Meetings (or in the event that the Acquisition is implemented by an Offer, to accept such Offer) in respect of, in aggregate, 25,478,019 St. Modwen Shares, representing approximately 11.44 per cent. of the issued ordinary share capital of St. Modwen as at the Latest Practicable Date. The undertakings will remain binding in the event that a higher competing offer for St. Modwen is made. Full details of the irrevocable undertakings are set out in Appendix 2 to this announcement and in the Scheme Document.

Financing of the Acquisition

The cash consideration payable to the St. Modwen Shareholders under the terms of the Increased Offer will be financed by equity to be invested by Blackstone Funds. In connection with the financing of Bidco, Blackstone Funds have entered into a revised equity commitment letter (the "**Revised Equity Commitment Letter**").

Rothschild & Co, in its capacity as financial adviser to Bidco, is satisfied that sufficient resources are available to Bidco to satisfy in full the cash consideration payable to the St. Modwen Shareholders under the terms of the Scheme.

Amended and Restated Cooperation Agreement

In connection with the Increased Offer, Bidco and St. Modwen have entered into a deed of amendment and restatement in relation to the cooperation agreement entered into between Bidco and St. Modwen on 20 May 2021 (the "**Amended and Restated Cooperation Agreement**"). Under the terms of the Amended and Restated Cooperation Agreement, Bidco may at any time, subject to the consent of the Panel (if required), elect to implement the Acquisition by way of an Offer. All other terms of the Amended and Restated Cooperation Agreement are on the same terms as the previous agreement.

Publication of the Scheme Document

St. Modwen is pleased to announce that a circular in relation to the Scheme (the "**Scheme Document**") setting out, among other things, a letter from the Chairman of St. Modwen, the full terms and conditions of the Scheme, a statutory explanatory statement, an expected timetable of principal events, a valuation report in respect of St. Modwen's portfolio of investment properties and assets held for sale as at 31 May 2021, notices of the Court Meeting and General Meeting and details of the actions to be taken by St. Modwen and Scheme Shareholders has been published today on St. Modwen's website at www.stmodwen.co.uk/investors.

A letter and/or email giving details of the website where the Scheme Document may be accessed (and, depending on the St. Modwen Shareholders' communication preferences, a hard copy of the Scheme Document) is being sent to St. Modwen Shareholders. St. Modwen Shareholders may request a hard copy of the relevant documentation or Forms of Proxy by calling St. Modwen's registrars, Equiniti, between 8:30 a.m. and 5:30 p.m. Monday to Friday (except English and Welsh public holidays) on 0333 207 6530 from within the UK or on +44 333 207 6530 if calling from outside the UK, or by writing to 'Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA', stating the name and address to which the hard copies should be sent.

Action required

As further detailed in the Scheme Document, in order to become effective, the Scheme will require, among other things, that the requisite majority of eligible Scheme Shareholders vote in favour of the Scheme at the Court Meeting and eligible St. Modwen Shareholders vote in favour of the Special Resolution at the General Meeting. The Scheme is also subject to the satisfaction or waiver of the Conditions and further terms that are set out in the Scheme Document.

Notices convening the Court Meeting and the General Meeting at 12:00 p.m. on 21 July 2021 and 12:15 p.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) on 21 July 2021, respectively, to be held at The Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London SW1P 3EE, are set out in the Scheme Document.

COVID-19 restrictions remain in place at the time of publication of this announcement, and the UK Government has urged people to maintain social distancing and reduce time spent in crowded areas. Whilst St. Modwen anticipates that attendance in person will be legally permissible, Scheme Shareholders and St. Modwen Shareholders are strongly encouraged not to attend the Meetings in person, and are instead encouraged to attend the Meetings remotely via the Virtual Meeting Platform.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to Scheme Shareholders and St. Modwen Shareholders before the Meetings, including through our website www.stmodwen.co.uk/investors and by announcement through a Regulatory Information Service.

Scheme Shareholders and St. Modwen Shareholders will be given the opportunity to remotely attend, submit written questions and/or any objections (in the case of the Court Meeting) and vote at the Court Meeting and the General Meeting via the Virtual Meeting Platform, further details of which are set out in the Scheme Document.

Scheme Shareholders and St. Modwen Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods (online, electronically through CREST, by post or by email) set out in the Scheme Document. Scheme Shareholders and St. Modwen Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy, in particular given the ongoing uncertainties associated with the COVID-19 pandemic.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. You are therefore strongly urged to complete and return your Forms of Proxy as soon as possible. Whether or not you intend to attend and/or vote at the Meetings (either in person or remotely), you are strongly advised to

transmit a proxy appointment and voting instruction (online or through CREST) or sign and return your blue Form of Proxy by post or email for the Court Meeting as soon as possible.

Timetable

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also set out in Appendix 1 to this announcement. The Scheme remains conditional on the approval of Scheme Shareholders at the Court Meeting and St. Modwen Shareholders at the General Meeting and on the satisfaction or waiver of the other Conditions set out in the Scheme Document, including the approval of the Court. The Scheme is expected to become effective on 6 August 2021.

Other

Copies of this announcement and the Scheme Document will be available for viewing on St. Modwen's website at www.stmodwen.co.uk/investors and Bidco's website at www.publishdocuments.co.uk by no later than 12.00 p.m. on the Business Day following the date of publication of the Scheme Document (subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions) up to and including the Effective Date or the date the Scheme lapses or is withdrawn, whichever is earlier.

A copy of the Scheme Document will shortly be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

If you have any questions about this announcement, the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to submit your proxies online or to complete the Forms of Proxy, please call St. Modwen's registrars, Equiniti, between 8:30 a.m. and 5:30 p.m. Monday to Friday (except English and Welsh public holidays) on 0333 207 6530 from within the UK or on +44 333 207 6530 if calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

The person responsible for arranging release of this announcement on behalf of St. Modwen is Lisa Minns, General Counsel & Company Secretary.

Commenting on this announcement, Danuta Gray, Chair of St Modwen said:

"Given the repositioning of the business in the attractive logistics and housebuilding sectors, the momentum of the business and confidence in the management team, the Board considered Blackstone's approach from a position of strength. The Board adopted a robust position on value, mindful of expected growth both in H1 2021 and over the medium to long term. We are pleased to announce this increased offer, supporting our belief that the acquisition is in the best interests of St. Modwen shareholders by significantly accelerating, and de-risking, the value that could be realised by St. Modwen independently."

James Seppala, Head of Blackstone Real Estate Europe, added:

"We believe this is a business with great potential and we will be providing significant additional capital to accelerate its existing plans and to fully realise the opportunity for the business, its customers and

its employees. Our belief in our ability to grow St Modwen in this way enables us to make this final offer to shareholders at a significant premium to undisturbed market value.”

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APPENDIX 1
EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable is based on St. Modwen's and Bidco's current expected dates for the implementation of the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to St. Modwen Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange.

Event	Time and/or date ⁽¹⁾
Publication of the Scheme Document	24 June 2021
Latest time for lodging Forms of Proxy for the:	
Court Meeting (blue form)	12:00 p.m. on 19 July 2021 ⁽²⁾
General Meeting (yellow form)	12:15 p.m. on 19 July 2021 ⁽³⁾
Voting Record Time for the Court Meeting and the General Meeting	6.30 p.m. on 19 July 2021 ⁽⁴⁾
Court Meeting	12:00 p.m. on 21 July 2021
General Meeting	12:15 p.m. on 21 July 2021 ⁽⁵⁾

The following dates and times associated with the Scheme are subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. As at the date of the Scheme Document, the CMA has responded to the briefing paper submitted by Bidco in respect of the Acquisition that it has no further questions in relation to the Acquisition and has not otherwise opened an inquiry, or implied that it is still investigating whether to open an inquiry. Provided that the CMA has not opened an inquiry, or implied that it is still investigating whether to open an inquiry by the proposed date of the Sanction Hearing (set out below) and all other Conditions (with the exception of the sanction of the Scheme by the Court pursuant to the Condition at paragraph 2(C) of Part III (Conditions to the Implementation of the Scheme and to the Acquisition) of the Scheme Document) are satisfied or waived, Bidco and St. Modwen propose to proceed with the following dates and times. Bidco is not aware of any fact or circumstance, as at the date of the Scheme Document, that would result in any delay in the satisfaction of the CMA condition set out in paragraph 3(A) of Part III (Conditions to the Implementation of the Scheme and to the Acquisition) of the Scheme Document. Should any of these dates change, St. Modwen will give adequate notice by issuing an announcement through a Regulatory Information Service, with such announcement being made available on St. Modwen's website at www.stmodwen.co.uk/investors. Further updates and changes to these times will be notified in the same way. See also note (1).

Sanction Hearing	4 August 2021
Last day of dealings in, and for the registration of transfers of, St. Modwen Shares	5 August 2021
Scheme Record Time	6.00 p.m. on 5 August 2021
Disablement of CREST in respect of St. Modwen Shares	6.00 p.m. on 5 August 2021
Suspension of dealings in St. Modwen Shares	7.30 a.m. on 6 August 2021

Effective Date of the Scheme

6 August 2021

De-listing of St. Modwen Shares

By 8.00 a.m. on 9 August 2021

Latest date for despatch of cheques, crediting of
CREST accounts and processing electronic transfers
for cash consideration due under the Scheme

20 August 2021 (within 14 days of
the Effective Date)Long Stop Date ⁽⁶⁾

22 November 2021

(1) The dates and times given are indicative only and are based on current expectations and are subject to change.

References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to St. Modwen Shareholders by announcement through a Regulatory Information Service.

Participants in the St. Modwen Share Plans will be contacted separately on or around the date of the Scheme Document to inform them of the effect of the Scheme on their rights under the St. Modwen Share Plans, including details of any appropriate proposals being made and dates and times relevant to them.

- (2) It is requested that blue Forms of Proxy for the Court Meeting be lodged by 12:00 p.m. on 19 July 2021 or, if the Court Meeting is adjourned, by no later than 48 hours prior to the time fixed for any adjourned Court Meeting (excluding any part of such 48 hour period falling on a non-working day in the UK). Blue Forms of Proxy not so lodged can be emailed to ProxyVotes@equiniti.com any time prior to the commencement of the Court Meeting, or handed to the Chair of the Court Meeting at the Court Meeting.
- (3) In order to be valid, yellow Forms of Proxy for the General Meeting must be received by Equiniti by 12:15 p.m. on 19 July 2021 or, if the General Meeting is adjourned, 48 hours prior to the time appointed for the General Meeting (excluding any part of such 48 hour period falling on a non-working day in the UK).
- (4) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.30 p.m. on the day which is two days prior to the date of the adjourned meeting.
- (5) To commence at 12:15 p.m. or as soon thereafter as the Court Meeting shall have concluded or been adjourned.
- (6) 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 may be agreed by Bidco and St. Modwen (with the Panel's consent and as the Court may approve (if such approval(s) are required)).

**APPENDIX 2
DETAILS OF IRREVOCABLE UNDERTAKINGS**

Directors

The following St. Modwen Directors have given irrevocable undertakings to vote in favour of the resolutions relating to the Acquisition at the Meetings in respect of their own beneficial holdings of St. Modwen Shares which are under their control:

Name	Total Number of St. Modwen Shares	Percentage of existing issued share capital
Danuta Gray	18,861	0.008
Sarwjit Sambhi	38,744	0.017
Rob Hudson	232,114	0.104
Ian Bull	42,500	0.019
Jamie Hopkins	12,564	0.006
Jenefer Greenwood	10,359	0.005
Sarah Whitney	17,371	0.008
Simon Clarke	2,691,657	1.209

The irrevocable undertakings referred to in the table immediately above cease to be binding on the earlier of the following occurrences (i) Bidco announces, with the consent of the Panel, that it does not intend to make or proceed with the Acquisition and no new, revised or replacement offer or scheme is announced at the same time; (ii) the Scheme lapses or is withdrawn in accordance with its terms unless, by such time, Bidco publicly announces its intention to proceed with the Acquisition or to implement the Acquisition by way of an Offer; (iii) the Scheme has not become effective by 23.59 p.m. on the Long Stop Date (or such other time and date as agreed between Bidco and St. Modwen, with the approval of the Court and/or the Panel, if required (other than in circumstances where Bidco has, prior to such date, elected to exercise its right to proceed by way of an Offer and announced the same in accordance with the requirements of Paragraph 8 of Appendix 7 to the Code, and such Offer has not lapsed or been withdrawn)); or (iv) the date on which any competing offer for the entire issued and to be issued share capital of St. Modwen is declared wholly unconditional or becomes effective.

Members of the Clarke family

Members of the Clarke family have given irrevocable undertakings to vote in favour of the resolutions relating to the Acquisition at the Meetings in respect of their respective beneficial holdings of St. Modwen Shares:

Name	Total Number of St. Modwen Shares	Percentage of existing issued share capital
Jane Louise Gerard-Pearse	3,795,658	1.705
Sally Ann Hayward	3,774,657	1.696
Mary Elizabeth MacGregor	3,816,657	1.714
Angus William Hayward	33,500	0.015

Eleanor Louise Hayward	33,500	0.015
Georgina Rose Hayward	33,500	0.015
Matthew William Clarke	33,500	0.015
Emily Bess Gerard-Pearse	33,500	0.015
Annabel Iona Gerard-Pearse	33,500	0.015
Fergus Duncan MacGregor	33,500	0.015

The irrevocable undertakings referred to in the table immediately above cease to be binding on the earlier of the following occurrences: (i) Bidco announces, with the consent of the Panel, that it does not intend to make or proceed with the Acquisition and no new, revised or replacement offer or scheme is announced at the same time; (ii) the Scheme lapses or is withdrawn in accordance with its terms unless, by such time, Bidco publicly announces its intention to proceed with the Acquisition or to implement the Acquisition by way of an Offer; (iii) the Scheme has not become effective by 23.59 p.m. on the Long Stop Date (or such other time and date as agreed between Bidco and St. Modwen, with the approval of the Court and/or the Panel, if required (other than in circumstances where Bidco has, prior to such date, elected to exercise its right to proceed by way of an Offer and announced the same in accordance with the requirements of Paragraph 8 of Appendix 7 to the Code, and such Offer has not lapsed or been withdrawn)); or (iv) the date on which any competing offer for the entire issued and to be issued share capital of St. Modwen is declared wholly unconditional or becomes effective.

Members of the Leavesley family

Members of the Leavesley family have given irrevocable undertakings to vote in favour of the resolutions relating to the Acquisition at the Meetings in respect of their respective beneficial holdings of St. Modwen Shares:

Name	Total Number of St. Modwen Shares	Percentage of existing issued share capital
James David Leavesley (Senior)	4,594,328	2.064
Susan Alexandra Mason	1,079,207	0.485
Roberta Kim Leavesley	1,068,841	0.480
Anna Victoria Clare Mason	592,285	0.266
Rory Thomas Mason	589,124	0.265
Guy William Mason	584,289	0.262
Victoria Nicole Leavesley	566,263	0.254
James David Leavesley (Junior)	548,465	0.246
Gerald Clare Mason	540,830	0.243
Angela Maria Leavesley	358,000	0.161
James Thomas Leavesley	270,745	0.122

The irrevocable undertakings referred to in the table immediately above cease to be binding on the earlier of the following occurrences: (i) Bidco announces, with the consent of the Panel, that it does not

intend to make or proceed with the Acquisition and no new, revised or replacement offer or scheme is announced at the same time; (ii) the Scheme lapses or is withdrawn in accordance with its terms unless, by such time, Bidco publicly announces its intention to proceed with the Acquisition or to implement the Acquisition by way of an Offer; (iii) the Scheme has not become effective by 23.59 p.m. on the Long Stop Date (or such other time and date as agreed between Bidco and St. Modwen, with the approval of the Court and/or the Panel, if required (other than in circumstances where Bidco has, prior to such date, elected to exercise its right to proceed by way of an Offer and announced the same in accordance with the requirements of Paragraph 8 of Appendix 7 to the Code, and such Offer has not lapsed or been withdrawn)); or (iv) the date on which any competing offer for the entire issued and to be issued share capital of St. Modwen is declared wholly unconditional or becomes effective.

Important notices

*N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom, is acting exclusively for Bidco and for no one else in connection with the subject matters described in 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 matters described in this announcement.*

*Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to St. Modwen and no one else in connection with the subject matters described in this announcement and will not be responsible to anyone other than St. Modwen for providing the protections afforded to clients of Lazard nor for providing advice in relation to the subject matters described in this announcement. Neither Lazard 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 Lazard in connection with the subject matters described in this announcement, any statement contained herein or otherwise.*

*J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the PRA and the FCA. J.P. Morgan Cazenove is acting as financial adviser exclusively for St. Modwen and no one else in connection with the subject matters described in this announcement and will not regard any other person as its client in relation to the subject matters described in this announcement and will not be responsible to anyone other than St. Modwen for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to any matter referred to herein.*

*Numis Securities Limited ("**Numis**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser exclusively for St. Modwen and no one else in connection with the subject matters described in this announcement and will not regard any other person as its client in relation to the subject matters described in this announcement and will not be responsible to anyone other than St. Modwen for providing the protections afforded to clients of Numis, nor for providing advice in relation to any matter referred to herein.*

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

The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).

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

Overseas Shareholders

This announcement has been prepared in accordance with and for the purpose of complying with English law, the Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the Listing Rules and 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.

The release, publication or distribution of this announcement in or into certain 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 of, and observe, any applicable requirements of their jurisdictions.

The availability of the Acquisition to St. Modwen Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their St. Modwen Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition 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 Acquisition will not be made available, directly or indirectly, in, into or from any Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or from within any 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 Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving this announcement and all such documents relating to the Acquisition (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 Acquisition. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The Acquisition shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

Notice to US investors in St. Modwen

The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure and procedural requirements and practices applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of the US tender offer and proxy solicitation rules.

The financial information included in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) has been prepared in accordance with generally accepted accounting principles of the United Kingdom and thus may not be comparable to the financial

information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

If, in the future, Bidco exercises its right to implement the Acquisition by means of an Offer which is to be made into the United States, such an Offer would be made in compliance with all applicable US laws and regulations, including any applicable exemptions under the US Exchange Act. Such an Offer would be made in the United States by Bidco and no one else.

In the event that the Acquisition is implemented by way of an Offer, in accordance with normal United Kingdom practice, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of St. Modwen outside of the US, other than pursuant to such an Offer, during the period in which such an Offer would remain open for acceptances. 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 United Kingdom, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

The receipt of consideration by a US holder for the transfer of its St. Modwen Shares pursuant to the Scheme may have tax consequences in the US and such consequences, if any, are not described herein. Each St. Modwen Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws.

St. Modwen is incorporated under the laws of England and Wales, and Bidco is incorporated under the laws of Jersey. Some or all of the officers and directors of Bidco and St. Modwen, respectively, are residents of countries other than the United States. In addition, some of the assets of Bidco and St. Modwen are located outside the United States. As a result, it may be difficult for US holders of St. Modwen Shares to enforce their rights and any claim arising out of the US federal laws or to enforce against them a judgment of a US court predicated upon the securities laws of the United Kingdom. US holders of St. Modwen Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

Forward-Looking Statements

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

The forward-looking statements contained in this announcement include statements relating to the expected effects of the Acquisition on Bidco and St. Modwen (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "prepares", "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimates", "forecasts", "intends", "cost-saving", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should",

“would”, “might” or “will” be taken, occur or be achieved. Forward looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's, St. Modwen's, any member of the Bidco Group's or any member of St. Modwen Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, St. Modwen's, any member of the Bidco Group's or any member of the St. Modwen Group's business.

Although Bidco and St. Modwen believe that the expectations reflected in such forward-looking statements are reasonable, Bidco and St. Modwen can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; changes in the global political, economic, business and competitive environments and in market and regulatory forces; changes in future exchange and interest rates; changes in tax rates; future business combinations or disposals; changes in general economic and business conditions; changes in the behaviour of other market participants; changes in the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Bidco and St. Modwen operate; weak, volatile or illiquid capital and/or credit markets; changes in the degree of competition in the geographic and business areas in which Bidco and St. Modwen operate; and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Bidco nor St. Modwen, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given these risks and uncertainties, potential investors are cautioned not to place any reliance on these forward-looking statements.

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

Dealing and Opening Position Disclosure Requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange

offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3:30 pm on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3:30 pm 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, 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 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 Disclosure 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, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should consult the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on a website

This announcement and the documents required to be published pursuant to Rule 26.1 of the Takeover Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on St. Modwen's website at www.stmodwen.co.uk/investors and Bidco's website at www.publishdocuments.co.uk by no later than 12 noon on the first Business Day following the date of this announcement. For the avoidance of doubt, neither the contents of these websites nor any website accessible from hyperlinks is incorporated into or forms part of this announcement.

Requesting hard copy documents

In accordance with Rule 30.3 of the Code, St. Modwen Shareholders, persons with information rights and participants in St. Modwen Share Plans may request a hard copy of this announcement by contacting St. Modwen's registrars, Equiniti, between 8.30 a.m. to 5:30 p.m. Monday to Friday (except English and Welsh public holidays) on 0333 207 6530 if calling from the United Kingdom, or +44 333 207 6530 if calling from outside the United Kingdom or by submitting a request in writing to 'Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA'. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. 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. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

Electronic Communications

Please be aware that addresses, electronic addresses and certain other information provided by St. Modwen Shareholders, persons with information rights and other relevant persons for the receipt of communications from St. Modwen may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.