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If you have sold or transferred all of your shares in Ultimate Products plc (the '**Company**'), please send this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction.

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# **Ultimate Products plc**

*(Incorporated with limited liability in England and Wales with registered number 05432142)*

## **Proposed Approval of Waiver of Mandatory Offer provisions in the City Code and Notice of General Meeting**

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Action to be taken by Shareholders is set out on page 11.

Notice of a General Meeting to be held at 9.00 a.m. on 2 May 2024 is set out at the end of this document.

All valid proxy votes will be included in the polls to be taken at the meeting but to be valid, all proxy votes must be received by the means set out in the notes of the Notice by the Company's Registrars, Equiniti not later than 9.00 a.m. on 30 April 2024.

9 April 2024

## CONTENTS

|  | <i>Page</i> |
|--|-------------|
| <b>DEFINITIONS</b>   | 3           |
| <b>PART I: LETTER FROM THE CHAIRMAN OF ULTIMATE PRODUCTS PLC</b> | 5           |
| <b>PART II: ADDITIONAL INFORMATION</b>                           | 13          |
| <b>NOTICE OF GENERAL MEETING</b>                                 | 22          |

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

|   |   |
|---|---|
| <b>'Act'</b>                                | the Companies Act 2006, as amended;   |
| <b>'AGM'</b>                                | the annual general meeting of the Company held on 15 December 2023;   |
| <b>'Annual Report 2023'</b>                 | the report and financial statements of the Group for the year ended 31 July 2023;   |
| <b>'Articles'</b>                           | the articles of association of the Company as at the date of this document;   |
| <b>'A Shares'</b>                           | A ordinary shares of £0.10 each in the capital of Ultimate Products UK which were issued to the MIP Option Holders pursuant to the MIP; |
| <b>'Board' or 'Directors'</b>               | the Directors of the Company listed on pages 5 and 13 of this document;   |
| <b>'Business Day'</b>                       | a day (other than a Saturday, Sunday or public holiday) when banks in the City of London are open for business;                         |
| <b>'Cavendish'</b>                          | Cavendish Capital Markets Limited;  |
| <b>'Circular'</b>                           | this document;  |
| <b>'City Code'</b>                          | the City Code on Takeovers and Mergers;   |
| <b>'Company' or 'Ultimate Products'</b>     | Ultimate Products plc (company number: 05432142);   |
| <b>'Concert Party'</b>                      | Andrew Gossage, Simon Showman and Barry Franks;   |
| <b>'GM' or 'General Meeting'</b>            | the General Meeting to be convened pursuant to the Notice;  |
| <b>'Group'</b>                              | the Company and its subsidiary undertakings;  |
| <b>'Hurdle'</b>                             | the 'Hurdle Amount' as defined in the articles of association of Ultimate Products UK;  |
| <b>"'Incentive Plan 2023'"</b>              | the Company's 2023 incentive plan which was approved at the annual general meeting of the Company on 15 December 2023;                  |
| <b>'Independent Directors'</b>              | the Directors other than Andrew Gossage and Simon Showman;  |
| <b>'Independent Shareholders'</b>           | all Shareholders other than members of the Concert Party;   |
| <b>'MIP' or 'Management Incentive Plan'</b> | the Company's management incentive plan adopted on 28 February 2017 pursuant to which shares in Ultimate Products UK were issued;       |
| <b>'MIP Options'</b>                        | options to subscribe for Ordinary Shares by the MIP Option Holders pursuant to the MIP;   |
| <b>'MIP Option Holders'</b>                 | Andrew Gossage, Simon Showman, Emma Rawley and Jennifer Scales;   |
| <b>'Notice' or 'Notice of GM'</b>           | the Notice of General Meeting set out at the end of this document;  |

|  |  |
|--|--|
| <b>'Options'</b>                             | options to subscribe for Ordinary Shares pursuant to the Share Option Schemes (as applicable);   |
| <b>'Ordinary Shares'</b>                     | ordinary shares of 0.25 pence each in the capital of the Company;  |
| <b>'Panel'</b>                               | The Panel on Takeovers and Mergers;  |
| <b>'Proposed Buy-Back Authority'</b>         | the general buy-back authority being sought by the Repurchase Resolution for the Company to buy-back up to a maximum of 8,931,245 Ordinary Shares by way of market purchases (within the meaning of the Act), being up to 10 per cent. of the Ordinary Shares in issue at the date of this document, in accordance with section 701 of the Act, in place of the existing Share Purchase Authority; |
| <b>'PSP' or 'Performance Share Plan'</b>     | the performance share plan of the Company approved at the Annual General Meeting of the Company held on 15 December 2017 which is governed by the rules of the PSP adopted by the Company on or around the same date;  |
| <b>'Repurchase Resolution'</b>               | the special resolution numbered 2 as set out in the Notice;  |
| <b>'Repurchase Waiver' or 'Panel Waiver'</b> | the waiver which has been granted by the Panel, conditional upon the approval by the Independent Shareholders of the Waiver Resolution on a poll, of any obligation which would otherwise be imposed on the Concert Party, either individually or collectively, under Rule 9, as a result of the exercise of the Proposed Buy-Back Authority;  |
| <b>'Rule 9'</b>                              | Rule 9 of the City Code;   |
| <b>'SAYE' or 'Save As You Earn Plan'</b>     | the Save As You Earn Plan of the Company approved and adopted by Company at the Annual General Meeting held on 14 December 2018 which is governed by the rules of the SAYE adopted by the Company on or around the same date;  |
| <b>'Shareholders'</b>                        | holders of Ordinary Shares;  |
| <b>'Share Option Schemes'</b>                | together, the MIP, the SAYE, the PSP and the Incentive Plan 2023;  |
| <b>'Share Purchase Authority'</b>            | the authority granted on 15 December 2023, for the Company to make market purchases of Ordinary Shares up to an overall maximum of 8,931,245 Ordinary Shares;  |
| <b>'Ultimate Products UK'</b>                | Ultimate Products UK Limited (company number: 03357718); and   |
| <b>'Waiver Resolution'</b>                   | the resolution numbered 1 as set out in the Notice.  |

**PART I:**

**LETTER FROM THE CHAIRMAN OF ULTIMATE PRODUCTS PLC**

# Ultimate Products plc

*(Registered in England No. 05432142)*

*Directors*

Andrew Gossage *(Chief Executive Officer)*  
Simon Showman *(Founder & Chief Commercial Officer)*  
John Christopher Dent *(Chief Financial Officer)*  
James McCarthy *(Independent Non-Executive Chairman)*  
Alan Rigby *(Senior Independent Non-Executive Director)*  
Robbie Bell *(Independent Non-Executive Director)*  
Jill Easterbrook *(Independent Non-Executive Director)*  
Christine Adshead *(Independent Non-Executive Director)*

*Registered Office*

Manor Mill  
Victoria Street  
Chadderton  
Oldham  
Greater Manchester  
OL9 0DD

*To Shareholders and, for information purposes only, to holders of options under the Share Option Schemes and those with information rights pursuant to section 146 of the Companies Act 2006*

9 April 2024

Dear Shareholder

## **1. Introduction**

The Company has historically sought authority and received approval from its Shareholders to make market purchases of its own shares, with the most recent authority being granted at the Company's AGM on 15 December 2023, permitting the Company to repurchase up to 8,931,245 Ordinary Shares, equal to 10 per cent. of the Company's issued ordinary share capital at the latest practicable date before publication of the Notice of GM, being 8 April 2024. However, despite this authority having already been granted, the Company has been restricted from using it owing to the Concert Party being interested in more than 30 per cent. but less than 50 per cent. of the total voting rights of the Company (and therefore, any repurchases of shares under such buyback authority being liable to trigger an obligation for the Concert Party to make an offer, in cash, for the entire issued and to be issued share capital of the Company, pursuant to Rule 9 of the City Code).

The Board have adopted a new capital allocation policy; after paying down its debt levels, the Board's intention is, over the medium term, to maintain a net bank debt / adjusted EBITDA ratio at approximately 1.0x. The Board believes that this level of gearing is the most efficient use of the Company's balance sheet and excess cash can be returned to shareholders.

With a strong cash balance and a cash generative business model, the Board has concluded that it wishes to have the flexibility to utilise the Proposed Buy-Back Authority in circumstances which it decides are in the best interests of the Company. Accordingly, this letter sets out the background to, and reasons why the Board believes it to be in the best interests of Shareholders as a whole for the Company to reapply for buy back authority, as necessary under the City Code, to make market purchases of its Ordinary Shares under the same parameters as previously approved.

If the Company buys-back shares under the Proposed Buy-Back Authority and at the time the voting rights attributable to the interests in Ordinary Shares of the Concert Party exceeds 30 per cent. of such voting rights, an obligation under Rule 9 of the City Code would arise on one or more of the Concert Party to make a cash offer for the issued shares of the Company not already owned by them.

The Panel has agreed, to waive the obligation to make a general offer that would otherwise arise on the Concert Party as a result of the buy-back by the Company of any Ordinary Shares and under the Proposed Buy-Back Authority subject to approval on a poll by the Independent Shareholders of the Repurchase Resolution and Waiver Resolution as set out in the Notice of GM.

This Circular sets out details of the existing buy back authority and contains at the end of this document the Notice of GM to be held at 9.00 a.m. on 2 May 2024 to consider and approve both the Repurchase Resolution and the Waiver Resolution.

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

In the Trading Update on 13 February 2024 the Board announced its new Capital Allocation Policy as follows:

“During FY21 the Group increased its level of borrowings to complete the transformational acquisition of Salter. The acquisition debt has now largely been repaid. The Board has, therefore, approved a new Capital Allocation Policy. The Board's intention is to maintain the net bank debt/adjusted EBITDA ratio at around 1.0x. The Board believes that this level of leverage is an efficient use of the Group's balance sheet and allows for further returns of capital to shareholders. It is the Board's intention to continue to invest in the business enabling it to grow, whilst returning around 50 per cent. of post-tax profits to shareholders through dividends, and to supplement this with share buybacks pursuant to a policy of maintaining net bank debt at a 1.0x adjusted EBITDA ratio.”

### ***Rationale for using the share buy-back authority***

The Board believes it to be in the best interests of Shareholders as a whole for the Company to have authority to purchase its Ordinary Shares in the market.

The Directors believe that the Proposed Buy-Back Authority would be an optimum and efficient use of the Company's excess cash, whilst at the same time enhancing earnings per share. The Directors also believe that the Proposed Buy-Back Authority would provide Shareholders with the flexibility, but without any compulsion, to realise value in respect of all or some of their shareholdings and is also a tax efficient method of returning surplus cash to certain Shareholders.

Similarly, all members of the Concert Party have confirmed that none of them (or any persons connected with them within the meaning of sections 252–255 of the Act) will, nor do they have any current intention to, sell any of the Ordinary Shares which they beneficially own to the Company should the Company utilise the Proposed Buy-Back Authority.

### ***Purchases of Own Shares***

The Board is seeking the authority, in accordance with Section 701 of the Act, for the Company to make market purchases of its own shares (within the meaning of Section 693(4) of the Act) providing such purchases do not exceed, in aggregate 10 per cent. of the Company's issued ordinary share capital as at the latest practicable date before publication of this document, being 8 April 2024, being 89,312,457 Ordinary Shares, and subject to such pricing restrictions as described below (**'Share Buyback Programme'**).

The Board is seeking the flexibility to buy back shares should they consider it appropriate to do so. However, the Board will only exercise the authority after taking account of the overall financial position of the Company and in circumstances where they believe that to do so would result in either an increase or protection of value for the remaining Shareholders and be in the best interests of Shareholders as a whole.

Any Ordinary Shares purchased under the Proposed Buy-Back Authority will be cancelled and the number of Ordinary Shares in issue reduced accordingly.

Share purchases under the Share Buyback Programme will take place in open market transactions and may be made from time to time depending on market conditions, share price, trading volume and other terms. The maximum price paid per Ordinary Share will be no more than: (i) the higher of the price of the last independent trade and the highest current independent purchase bid for Ordinary Shares on the trading venue where the purchase is carried out; and (ii) 105 per cent. of the average closing middle market

quotations of an Ordinary Share for the five business days immediately preceding the day on which such Ordinary Shares are purchased.

There is no guarantee that the Share Buyback Programme will be implemented in full or that any purchases will be made and the Board's broad intention is initially to deploy approximately £1 million per quarter. The Company reserves the right to bring a halt to the Share Buyback Programme under circumstances that it deems to be appropriate and in accordance with relevant law and regulation.

The Share Buyback Programme will operate in accordance with the Company's general authority to purchase a maximum of 8,931,245 Ordinary Shares. It is the intention that the Share Buyback Programme will be conducted within the pricing parameters of the Market Abuse Regulation 596/2014 (as it forms part of retained EU law as defined in the EU (Withdrawal) Act 2018) (the '**Regulations**'). However, given the limited liquidity in the issued Ordinary Shares, the Company has agreed that, on any trading day, a buy-back of Ordinary Shares under the Share Buyback Programme may exceed 25 per cent. but remain below 50 per cent. of the average daily trading volume in the Ordinary Shares in the 20 trading days preceding the date on which a buy-back of Ordinary Shares is carried out. Accordingly, the Company may not benefit from the exemption contained in the Regulations.

### ***City Code on Takeovers and Mergers***

The City Code applies to the Company. Under Rule 9 of the Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person, and any persons acting in concert with that person, are interested.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Under Rule 37 of the City Code, when a company purchases its own voting shares, the resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 of the City Code (although a shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make an offer under Rule 9 in these circumstances).

### ***Current and potential shareholdings of the Concert Party***

For the purposes of the City Code, Andrew Gossage, Simon Showman and Barry Franks are considered to be acting in concert (the '**Concert Party**').

The Concert Party currently holds, in aggregate, 36,821,400 Ordinary Shares representing an aggregate interest of 41.23 per cent. of the Company's issued ordinary share capital of 89,312,457 as at 8 April 2024 (being the latest practicable date prior to the publication of this document). In addition, Andrew Gossage, Simon Showman (being two members of the Concert Party) hold 48 A Shares and 32 A Shares respectively pursuant to the MIP which may be converted into Ordinary Shares if the Hurdle is exceeded. The maximum number of Ordinary Shares pursuant to the MIP that may be acquired by Simon Showman and Andrew Gossage is 4,108,480. The Concert Party do not hold any Options under the PSP, SAYE or Incentive Plan 2023.

The details of the effect of the Repurchase Resolution on the aggregate interests of Concert Party are set out in paragraph 3 below and paragraph 5.3 Part II of this Document.

### 3. The Waiver Resolution

As mentioned in paragraph 2 above and given that the Concert Party's current percentage interest in Ordinary Shares is between 30 and 50 per cent. of the of the voting rights of the Company, any increase in any member of the Concert Party's percentage interest in Ordinary Shares (which includes any increase caused by way of a share buyback) would have the effect of triggering Rule 9 of the City Code and result in that Concert Party being under an obligation to make a general offer to all Shareholders.

The Independent Directors have consulted with the Panel, which has agreed that, subject to approval of the Waiver Resolution by the Independent Shareholders on a poll at the GM, it will grant the Repurchase Waiver. The effect of the Repurchase Waiver, if approved by the Independent Shareholders, would be that the Concert Party would not be required to make a general offer under Rule 9 of the City Code that would otherwise arise due to the increase in the aggregate holding of the Concert Party resulting from the purchase by the Company of its own Ordinary Shares pursuant to the Proposed Buy-Back Authority.

The Waiver Resolution is subject to the approval of Independent Shareholders on a poll, where each Independent Shareholder will be entitled to one vote for each Ordinary Share they hold. Members of the Concert Party are not entitled to vote on this poll as they are not considered to be independent.

Set out below, and also in paragraph 5.3 of Part II of this Circular, are details of the maximum percentage of the Company's voting rights which could be held by the Concert Party following the approval of the Repurchase Resolution and the Waiver Resolution as it assumes the full utilisation of the Proposed Buy-Back Authority (assuming no member of the Concert Party participates in the proposed buyback and no further Ordinary Shares are issued by the Company), the full exercise of the MIP Options by Andrew Gossage and Simon Showman and no exercise of any Options under any Share Option Schemes (other than the full exercise of the MIP Options by Andrew Gossage and Simon Showman).

The MIP Options operate by way of the MIP Participants holding A Shares and such shares can in future be sold to the Company pursuant to the provisions of the articles of association of Ultimate Products UK and the individual's subscription documentation for an aggregate value equivalent to a maximum of 15 per cent. of the increase in shareholder value ('**Relevant Percentage**') over the Hurdle. The value of the A Shares, as a whole, at the date of exercise ('**Exercise Date**'), will be the Relevant Percentage (i.e. 15 per cent.) multiplied by the amount by which the Ordinary Share price exceeds the Hurdle (based on the 90 day average share price of the Company's Ordinary Shares prior to the Exercise Date) multiplied by the number of issued Ordinary Shares in the Company at 1 March 2017. Upon the Exercise Date, the Company may, at its discretion, purchase the A Shares for cash or by issuing Ordinary Shares in the Company.

#### **Scenario**

In the event that:

- the Independent Shareholders approve the Waiver Resolution;
- the maximum number of Ordinary Shares are repurchased by the Company under the Proposed Buy-Back Authority and no further Ordinary Shares are issued by the Company;
- there are no sales of Ordinary Shares by any member of the Concert Party pursuant to the proposed share buyback or otherwise;
- the full exercise of the MIP Options by Andrew Gossage and Simon Showman; and
- and no exercise of any Options under any Share Option Schemes (other than the full exercise of the MIP Options by Andrew Gossage and Simon Showman).

the combined shareholding of the Concert Party of 40,929,880 Ordinary Shares would represent 48.44 per cent. of the then issued ordinary share capital of the Company of 84,489,692 Ordinary Shares as further detailed in paragraph 5.3 of Part II of this document.



*Interests of the Concert Party assuming full utilisation of the Proposed Buy-Back Authority, the Concert Party do not participate in the proposed share buyback nor sell any Ordinary Shares, the full exercise of the MIP Options by Andrew Gossage and Simon Showman and no exercise of any Options under any Share Option Schemes (other than the full exercise of the MIP Options by Andrew Gossage and Simon Showman)*

| <i>Concert Party member</i> | <i>Current interests of the Concert Party</i> |  |   |  | <i>Maximum</i>                            |                                  | <i>Maximum</i>                            |  |
|-----------------------------|---|--|---|--|---|----------------------------------|---|--|
|                             | <i>Number of Ordinary Shares</i>              | <i>% of current issued share capital</i> | <i>of shares that can be issued under the MIP</i> | <i>possible resulting shareholding</i> | <i>% of enlarged issued share capital</i> | <i>Number of Ordinary Shares</i> | <i>% of enlarged issued share capital</i> |  |
| Simon Showman               | 18,530,600                                    | 20.75%                                   | 2,465,088   | 20,995,688                             | 22.47%                                    | 20,995,688                       | 24.85%                                    |  |
| Barry Franks                | 10,238,400                                    | 11.46%                                   | Nil   | 10,238,400                             | 10.96%                                    | 10,238,400                       | 12.12%                                    |  |
| Andrew Gossage              | 8,052,400                                     | 9.02%                                    | 1,643,392   | 9,695,792                              | 10.38%                                    | 9,695,792                        | 11.48%                                    |  |
| <b>Total</b>                | <b>36,821,400</b>                             | <b>41.23%</b>                            | <b>4,108,480</b>                                  | <b>40,929,880</b>                      | <b>43.81%</b>                             | <b>40,929,880</b>                | <b>48.44%</b>                             |  |

All of the above holdings include family members

As the MIP Options are subject to performance conditions, it is possible that these options are not exercised, this scenario is set out below.

### **Scenario**

In the event that:

- the Independent Shareholders approve the Waiver Resolution;
- the maximum number of Ordinary Shares are repurchased by the Company under the Proposed Buy-Back Authority and no further Ordinary Shares are issued by the Company;
- there are no sales of Ordinary Shares by any member of the Concert Party pursuant to the proposed share buyback or otherwise;
- no exercise of any Options under any Share Option Schemes

the combined shareholding of the Concert Party of 36,821,400 Ordinary Shares would represent 45.81 per cent. of the then issued ordinary share capital of the Company of 80,381,212 Ordinary Shares as set out below.

*Interests of the Concert Party assuming full utilisation of the Proposed Buy-Back Authority, the Concert Party do not participate in the proposed share buyback nor sell any Ordinary Shares and no exercise of any Options under any Share Option Schemes*

| <i>Concert Party member</i> | <i>Number of Ordinary Shares</i> | <i>% of current issued share capital</i> | <i>Number of Ordinary Shares</i> | <i>% of enlarged issued share capital</i> |
|-----------------------------|----------------------------------|--|----------------------------------|---|
| Simon Showman               | 18,530,600                       | 20.75%                                   | 18,530,600                       | 23.05%                                    |
| Barry Franks                | 10,238,400                       | 11.46%                                   | 10,238,400                       | 12.74%                                    |
| Andrew Gossage              | 8,052,400                        | 9.02%                                    | 8,052,400                        | 10.02%                                    |
| <b>Total</b>                | <b>36,821,400</b>                | <b>41.23%</b>                            | <b>36,821,400</b>                | <b>45.81%</b>                             |

All of the above holdings include family members

Shareholders should note that any further increase in the interests of the Concert Party in the Ordinary Shares of the Company, which increases the percentage of the voting rights in which they are interested, whether collectively or individually, other than as a result of the purchase of Ordinary Shares pursuant to the Proposed Buy-Back Authority will be subject to the provisions of Rule 9. Whether or not the Waiver Resolution is passed by the Independent Shareholders, members of the Concert Party will not be restricted from making an offer for the Company.

In the event that the Concert Party's interest in the voting rights of the Company increases as a result of the exercise of the Proposed Buy-Back Authority, they could not acquire any further interest in the shares of the Company without triggering an obligation under Rule 9.

The Waiver described in the Waiver Resolution, applies only in respect of increases in the percentage interest of the Concert Party resulting from purchases by the Company of its own shares under the Proposed Buy-Back Authority and not in respect of any other increases in the Concert Party's interests in Ordinary Shares by any other means.

#### **4. Current Trading and Prospects**

On 13 February 2024, Ultimate Products plc provided the following trading update for the six months ended 31 January 2024:

"During the period, unaudited Group revenues decreased 4 per cent. to £84.0 million (H1 2023: £87.6m), with supermarket ordering held back by overstocking issues, strong prior year comparatives bolstered by the exceptionally strong demand for energy efficient air fryers in H1 2023, and some modest revenue deferral at the end of the period due to the recent disruption to global supply chains.

The Group has continued to drive productivity through its focus on continuous improvement, including the automation of hundreds of tasks across the business. Combined with lower freight rates in the period, this increased productivity has led to the Group achieving improved operating margins.

As the Group moves into H2 2024, shipping schedules are expected to settle, and peak air-fryer sales will move out of the prior year comparatives. More importantly, supermarket overstocking issues are continuing to subside and following the peak Christmas trading period more retail customers are reporting normalised stock positions, allowing an improving order trend for 2024.

At the period end, the Group had a net bank debt/adjusted EBITDA ratio of 0.4x (31 July 2023: 0.7x). Throughout the period of seasonal peak trading this KPI remained below 1.0x, with net debt reaching a seasonal peak of £17.1 million (H1 2023: £30.5 million) in December.

Outlook: The Board anticipates a full year profit performance in line with current market expectations.

Today, the Company released its interim financial statements for the period to 31 January 2024 which stated the following: "Current trading and outlook; The Group continues to trade in line with market expectations for FY24."

As the above mentioned guidance relates to the financial year ended 31 July 2023, at the time of its repetition in this document it constitutes a profit forecast (**'FY24 Profit Forecast'**).

Furthermore, given that the above mentioned guidance was originally published before the Company elected to apply for a Rule 9 waiver, pursuant to the Proposed Buy-Back Authority, the requirements of Rule 28.1(c)(i) of the City Code apply in relation to the FY24 Profit Forecast.

#### ***Basis of Preparation of the FY24 Profit Forecast***

The FY24 Profit Forecast has been prepared based on the Company's unaudited management accounts

for the year ending 31 July 2024. The FY24 Profit Forecast has been prepared on a basis consistent with the accounting policies adopted by the Company for the year ending 31 July 2023 and those that will be applicable for the year ending 31 July 2024. These policies are in accordance with IFRS.

### **Directors' confirmation**

The Directors have considered the FY24 Profit Forecast and confirm that:

- (a) it remains valid as at the date of this document; and
- (b) the FY24 Profit Forecast has been properly compiled on a basis of accounting that is consistent with the Company's accounting policies, which are in accordance with IFRS and are those that the Company expects to apply in preparing its annual report and accounts for the financial year ending 31 July 2024.

The interim financial statements can be found on the Company's website at <https://upplc.com/investor-relations/financial-reports>.

The Company confirms that it currently has no other unpublished price sensitive information at the time of this announcement.

## **5. General Meeting**

A notice convening the General Meeting to be held at 9.00 a.m. on 2 May 2024 is set out at the end of this document.

Owing to their interests in it, the Concert Party members will not be voting on the Waiver Resolution in respect of their combined interests of 36,821,400 Ordinary Shares representing 41.23 per cent. of the Company's issued ordinary share capital as at the 8 April 2024, being the last practicable date prior to the publication of this document.

## **6. Action to be Taken**

Please note that a hard copy form of proxy is not included with this notice. If you would like to vote on the resolutions to be proposed at the GM, you are requested to vote in accordance with the instructions printed below as soon as possible.

You may request a hard copy form of proxy directly from the registrars, Equiniti Group, on Tel: +44 (0) 371 384 2030. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notes on pages 24 and 25.

The instrument appointing a proxy must reach the Company's registrars, Equiniti Group, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DAT no later than 9.00 a.m. on 30 April 2024.

Shareholders should note that, in order to have the right to vote at the meeting, their holding must be entered on the Company's share register by close of business on 30 April 2024.

## **7. Recommendation**

### **Repurchase Resolution**

The Independent Directors who have been so advised by Cavendish consider the Repurchase Resolution is fair and reasonable and in the best interests of Shareholders and the Company as a whole. In providing advice to the Directors, Cavendish has taken into account the Directors' commercial assessments.

Accordingly, the Independent Directors recommend all Shareholders to vote in favour of the Repurchase Resolution to be proposed at the GM, as they intend to do in respect of their own beneficial holdings of

Ordinary Shares which, as at 8 April 2024, being the last practicable date prior to the publication of this document in aggregate, amount to 1,619,019 Ordinary Shares (which, for the avoidance of doubt, excludes Ordinary Shares held by the Concert Party) representing approximately 1.81 per cent. of the existing issued ordinary share capital of the Company. The Independent Directors consider the proposals to be in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole.

### ***Waiver Resolution***

The Independent Directors who have been so advised by Cavendish consider the market purchase by the Company of its Ordinary Shares under the Proposed Buy-Back Authority is in the best interests of the Independent Shareholders and the Company as a whole. The Independent Directors who have been so advised by Cavendish, believe that the Proposed Buy-Back Authority and the Waiver Resolution are fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. In providing advice to the Independent Directors, Cavendish has taken into account the Independent Directors' commercial assessments.

Accordingly, the Independent Directors recommend all Independent Shareholders to vote in favour of the Proposed Buy-Back Authority and the Waiver Resolution as they intend to do in respect of their own beneficial holdings of Ordinary Shares which, as at 8 April 2024, being the last practicable date prior to the publication of this document, in aggregate amount to 1,619,019 Ordinary Shares (which, for the avoidance of doubt, excludes Ordinary Shares held by the Concert Party), representing approximately 1.81 per cent. of the existing issued ordinary share capital of the Company.

As detailed above, the Concert Party is considered to be interested in the outcome of the Waiver Resolution. Accordingly, no Director who is also a member of the Concert Party (being Andrew Gossage and Simon Showman) has participated in the Independent Directors' recommendation and no member of the Concert Party will vote on the Waiver Resolution.

Yours faithfully

**James McCarthy,**  
*Chairman*

## PART II:

### ADDITIONAL INFORMATION

#### 1. Responsibility

The Directors, whose names appear in paragraph 2 of this Part II, accept responsibility for the information (including any expression of opinion) contained in this document other than information relating to the Concert Party and the Independent Directors' recommendation made in respect of the Proposed Buy-Back Authority and the Waiver Resolution. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Independent Directors accept responsibility for their recommendation (including any expressions of opinion) in relation to the Proposed Buy-Back Authority and the Waiver Resolution. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each member of the Concert Party accepts responsibility for the information (including any expressions of opinion) contained in this document relating to them. To the best of the knowledge and belief of each such member of the Concert Party (who has taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. The Directors

The names and functions of the Directors are as follows:

Andrew Gossage (*Chief Executive Officer*)  
Simon Showman (*Founder & Chief Commercial Officer*)  
John Christopher Dent (*Chief Financial Officer*)  
James McCarthy (*Independent Non-Executive Chairman*)  
Alan Rigby (*Senior Independent Non-Executive Director*)  
Robbie Bell (*Independent Non-Executive Director*)  
Jill Easterbrook (*Independent Non-Executive Director*)  
Christine Adshead (*Independent Non-Executive Director*)

#### 3. Disclosure of Interests and Dealings

In this document 'disclosure period' means the period commencing 8 April 2023 and ending on 8 April 2024, being the period of 12 months prior to the latest practicable date prior to the publication of this document. As at 8 April 2024, the Company had 89,312,457 Ordinary Shares in issue, there are no shares currently held in treasury.

3.1 As at 8 April 2024 (being the latest practicable date prior to the publication of this document), the interests of the Directors and their immediate families in the share capital of the Company which (i) have been notified to the Company in accordance with sections 252-255 and Schedule 1 of the Act, or which (ii) are required to be entered in the register, or which (iii) are interests of a person connected (within the meaning of section 252 of the Act) with a Director which would, if the connected person were a Director, be required to be disclosed under (i) or (ii) above, and the existence of which is known to or could with reasonable diligence be ascertained by that Director, were as follows:

| <i>Director</i>   | <i>Number of Ordinary Shares: Beneficial</i> | <i>Percentage held</i> |
|-------------------|--|------------------------|
| Andrew Gossage*   | 8,052,400                                    | 9.02%                  |
| Simon Showman*    | 18,530,600                                   | 20.75%                 |
| Christopher Dent  | 91,875                                       | 0.1%                   |
| James McCarthy    | 1,000,000                                    | 1.12%                  |
| Alan Rigby        | 25,000                                       | 0.03%                  |
| Robbie Bell       | 502,144                                      | 0.56%                  |
| Christine Adshead | nil  | nil                    |
| Jill Easterbrook  | nil  | nil                    |
| <b>Total</b>      | <b>28,202,019</b>                            | <b>31.58</b>           |

\*includes family members

3.2 In addition to the interests in Ordinary Shares referred to in paragraph 3.1 above, the Directors have the following options to subscribe for Ordinary Shares pursuant to the MIP:

| <i>Director</i>   | <i>Maximum number of Ordinary Shares pursuant to the MIP Options</i> | <i>Date of Grant</i> | <i>Date Exercisable</i>  |
|-------------------|--|----------------------|--|
| Andrew Gossage*   | 1,643,392  | 28 February 2017     | On or before 28 February 2026, subject to performance conditions |
| Simon Showman*    | 2,465,088  | 28 February 2017     | On or before 28 February 2026, subject to performance conditions |
| Christopher Dent  | Nil  | N/A                  | N/A  |
| James McCarthy    | Nil  | N/A                  | N/A  |
| Alan Rigby        | Nil  | N/A                  | N/A  |
| Robbie Bell       | Nil  | N/A                  | N/A  |
| Christine Adshead | Nil  | N/A                  | N/A  |
| Jill Easterbrook  | Nil  | N/A                  | N/A  |
| <b>Total</b>      | <b>4,108,480</b>   |                      |  |

\*includes family members

3.3 Save as disclosed in paragraph 3.2 above, there were no options granted to Directors in the 12 months preceding 8 April 2024 (the last practicable date prior to the publication of this document).

3.4 There were no options exercised by the Directors in the 12 months preceding 8 April 2024 (being the last practicable date prior to the publication of this document).

3.5 Save as disclosed in this document, Ultimate Products plc is not aware of any persons who directly or indirectly, jointly or severally exercise or could exercise control over it.

3.6 The Group operates an employee benefit trust ('**EBT**') under settlement dated 2 August 2018 between JTC Employer Solutions Trustee Limited and the Company. As at the date of this document, the EBT holds 2,384,836 Ordinary Shares. These shares are held to satisfy awards made under the Group's the PSP, SAYE and Incentive Plan 2023.

3.7 Save as disclosed in paragraph 5 of Part II of this document:

- the Concert Party has no interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- the Concert Party has not dealt in relevant securities during the disclosure period ending on 8 April 2024 being the latest practicable date prior to the publication of this document;

- (c) the Concert Party has not borrowed or lent any relevant securities;
- (d) none of:
  - (i) the Directors or any of their close relatives or related trusts;
  - (ii) any associated company of the Company;
  - (iii) any pension fund or employee benefit trust of the Company or any associated company of the Company;
  - (iv) any connected adviser to the Company, or any company which is an associated company of the Company, or to a person acting in concert with the Directors; or
  - (v) any person controlling, controlled by or under the same control as any connected adviser falling within (iv) above (except for an exempt principal trader or exempt fund manager);

has at 8 April 2024 (being the latest practicable date prior to the publication of this document) any interest in, right to subscribe in respect of or short position in relation to any relevant securities;

- (e) none of the Company, the Concert Party, nor any person acting in concert with the Directors has borrowed or lent any relevant securities (save for any borrowed relevant securities which have either been on lent or sold);
- (f) the Concert Party has no indemnity or option arrangement, or any agreement or understanding, formal or informal, of whatever nature, with any other person relating to relevant securities which may be an inducement to deal or refrain from dealing.

In this paragraph 3.7 reference to:

- (1) 'relevant securities' means Ordinary Shares and securities carrying conversion or subscription rights into, options (including traded options) in respect of or derivatives referenced to, Ordinary Shares;
- (2) 'derivatives' include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security but which does not include the possibility of delivery or such underlying security;
- (3) 'short position' means a short position, whether conditional or absolute and whether in money or otherwise, and includes 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
- (4) 'connected adviser' means
  - (i) in relation to the Company, (a) an organisation which is advising the Company in relation to the Panel Waiver; and (b) a corporate broker to the Company;
  - (ii) in relation to a person who is acting in concert with Concert Party or with the Directors, an organisation (if any) which is advising that person either(a) in relation to the Panel Waiver; or (b) in relation to the matter which is the reason for that person being a member of the relevant concert party; and
  - (iii) in relation to a person who is an associated company of the Concert Party or with the Directors, an organisation (if any) which is advising that person in relation to the Panel Waiver;
- (5) 'control' means a holding, or aggregate holdings, of shares carrying 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding, or holdings, gives de facto control; and
- (6) 'dealing' or 'dealt' includes the following:
  - (i) the acquisition or disposal of securities of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
  - (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
  - (iii) subscribing or agreeing to subscribe for securities;

- (iv) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
  - (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
  - (vi) entering into, terminating or varying the terms of any agreement to purchase or sell securities;
  - (vii) the redemption or purchase of, or taking or exercising an option over, any of its own relevant securities by the offeree company or an offeror; and
  - (viii) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which the person has a short position.
- (7) 'acting in concert' with a party means any such person acting or deemed to be acting in concert with that party for the purposes of the City Code and/or the Waiver; For the purposes of this paragraph 3.4 a person is treated as 'interested' in securities if he has long economic exposure, whether absolute or conditional, to changes in the price of those securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person is treated as 'interested' in securities if:
- (i) he/she owns them;
  - (ii) he/she has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;
  - (iii) by virtue of any agreement to purchase, option or derivative, he/she:
    - (a) has the right or option to acquire them or call for their delivery; or
    - (b) is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
  - (iv) he/she is party to any derivative;
    - (a) whose value is determined by reference to their price; and
    - (b) which results, or may result, in his having a long position in them.

#### **4. Directors' Service Agreements**

The Directors' current service agreements and letters of appointment will be available for inspection as set out in paragraphs 4.1 to 4.9 below. There are no other service contracts between the Directors and the Company or any of its subsidiaries and save as disclosed below in respect of Andrew Gossage and Simon Showman, no service contracts have been entered into nor have existing service contracts been amended during the period of six months prior to the date of this document. The service agreements relating to Andrew Gossage and Simon Showman were updated on 20 March 2024 to reflect their revised roles as CEO and Founder & Chief Commercial Officer respectively. The particulars of the service contracts required to be disclosed herein by the City Code are as follows:

##### **4.1 Andrew Gossage service agreement dated 20 March 2024**

Andrew Gossage entered into a service agreement with the Company on 20 March 2024, pursuant to which he is engaged by the Company to act as Chief Executive Officer, subject to termination upon 12 months' notice by the Company. He is currently paid £390,275 by way of salary (including pension contributions and car allowance) and may also be entitled to bonus payments subject to the Board determining whether certain performance criteria have been met.

##### **4.2 Simon Showman service agreement dated 20 March 2024**

Simon Showman entered into a service agreement with the Company on 20 March 2024, pursuant to which he is engaged by the Company to act as Chief Commercial Officer, subject to termination upon 12 months' notice by the Company. He is currently paid £338,525 by way of salary (including pension



contributions and car allowance) and may also be entitled to bonus payments subject to the Board determining whether certain performance criteria have been met.

**4.3 Christopher Dent service agreement dated 30 November 2021**

Christopher Dent entered into a service agreement with the Company on 30 November 2021, pursuant to which he is engaged by the Company to act as Chief Financial Officer, subject to termination upon 6 months' notice by the Company. He is currently paid £169,500 by way of salary (including car allowance) and may also be entitled to bonus payments subject to the Board determining whether certain performance criteria have been met.

**4.4 James McCarthy letter of appointment dated 2 November 2020**

James McCarthy is engaged as Independent Non-Executive Chairman under the terms of a letter of appointment between the Company and James McCarthy dated 2 November 2020 under which he is a fee of £92,400 per annum in respect of his services.

**4.5 Alan Rigby letter of appointment dated 2 November 2020**

Alan Rigby is engaged as Senior Independent Non-Executive Director under the terms of a letter of appointment between the Company and Alan Rigby dated 2 November 2020 under which he is a fee of £45,644 per annum in respect of his services.

**4.6 Robbie Bell letter of appointment dated 2 November 2020**

Robbie Bell is engaged as an Independent Non-Executive Director under the terms of a letter of appointment between the Company and Robbie Bell dated 2 November 2020 under which he is a fee of £55,644 per annum in respect of his services.

**4.7 Jill Easterbrook letter of appointment dated 21 September 2020**

Jill Easterbrook is engaged as an Independent Non-Executive Director under the terms of a letter of appointment between the Company and Jill Easterbrook dated 21 September 2020 under which she is a fee of £55,644 per annum in respect of her services.

**4.8 Christine Adshead letter of appointment dated 21 September 2020**

Christine Adshead is engaged as an Independent Non-Executive Director under the terms of a letter of appointment between the Company and Christine Adshead dated 21 September 2020 under which she is a fee of £55,644 per annum in respect of her services.

4.9 Save as disclosed above and in paragraph 8 below there are no other agreements, arrangements or understandings (including any compensation or incentivization arrangements) that exist between Andrew Gossage, Simon Showman, Barry Franks or any person acting in concert with them, any of the directors, recent directors, shareholders or recent shareholders of the Company, or any person interested or recently interested in shares of the Company, having any connection with or dependence upon the outcome of the GM.

**5. Concert Party**

5.1 The Concert Party includes Andrew Gossage, Simon Showman and Barry Franks (and family), they were deemed to be acting in concert following the execution of a management buy-out by the Concert Party in June 2014 and the IPO of the Company in March 2017. The business address of all Concert Party members is Manor Mill, Victoria Street, Chadderton, Oldham, Greater Manchester, OL9 0DD.

5.2 Full details as at 8 April 2024, being the latest practicable date prior to the publication of this document, of the Concert Party's shareholding is set out below:

| <i>Concert Party:</i>                                  | <i>Number of Ordinary Shares</i> | <i>% of current issued share capital</i> |
|--|----------------------------------|--|
| Simon Showman  | 18,530,600                       | 20.75%                                   |
| Barry Franks   | 10,238,400                       | 11.46%                                   |
| Andrew Gossage   | 8,052,400                        | 9.02%                                    |
| <b>Total Ordinary Shares held by the Concert Party</b> | <b>36,821,400</b>                | <b>41.23%</b>                            |

All of the above holdings include family members

5.3 As at 8 April 2024 being the latest practicable date prior to the publication of this document, the interests in Ordinary Shares held by the Concert Party are as set out in the table below. The table also shows the maximum potential percentage interest assuming the repurchase of the maximum number of 8,931,245 Ordinary Shares pursuant to the Proposed Buy-Back Authority, the exercise of the MIP Options held by the Concert Party in full and assuming no sales by the Concert Party:

| <i>Concert Party member</i> | <i>Current interests of the Concert Party</i> |  | <i>Maximum</i>                                    |  | <i>Maximum</i>                            |                                  | <i>Interests of the Concert Party assuming full utilisation of the Proposed Buy-Back Authority, the Concert Party do not participate in the proposed share buyback nor sell any Ordinary Shares, the full exercise of the MIP Options by Andrew Gossage and Simon Showman and no exercise of any Options under any Share Option Schemes (other than the full exercise of the MIP Options by Andrew Gossage and Simon Showman)</i> |  |
|-----------------------------|---|--|---|--|---|----------------------------------|---|--|
|                             | <i>Number of Ordinary Shares</i>              | <i>% of current issued share capital</i> | <i>of shares that can be issued under the MIP</i> | <i>possible resulting shareholding</i> | <i>% of enlarged issued share capital</i> | <i>Number of Ordinary Shares</i> | <i>% of enlarged issued share capital</i>   |  |
| Simon Showman               | 18,530,600                                    | 20.75%                                   | 2,465,088   | 20,995,688                             | 22.47%                                    | 20,995,688                       | 24.85%  |  |
| Barry Franks                | 10,238,400                                    | 11.46%                                   | 10,238,400  | 10.96%                                 | 10,238,400                                | 12.12%                           |   |  |
| Andrew Gossage              | 8,052,400                                     | 9.02%                                    | 1,643,392   | 9,695,792                              | 10.38%                                    | 9,695,792                        | 11.48%  |  |
| <b>Total</b>                | <b>36,821,400</b>                             | <b>41.23%</b>                            | <b>4,108,480</b>                                  | <b>40,929,880</b>                      | <b>43.81%</b>                             | <b>40,929,880</b>                | <b>48.44%</b>   |  |

All of the above holdings include family members

5.4 The Concert Party has confirmed to the Board that, following purchases of Ordinary Shares by the Company pursuant to the Proposed Buy-Back Authority, the intention of the Concert Party is that the business of the Company will be continued in substantially the same manner as at present. Furthermore, the Concert Party have confirmed the following:

- that there are no plans in place which will affect the future business of the Company and the Company does not have any research and development function;
- that there are no strategic plans in place which will affect either the employees or the locations of Ultimate Products plc's places of business;
- that the existing employment rights of the employees (including management) of the Company and its subsidiaries will be fully safeguarded and there will be no material change in the conditions of employment;
- that there will be no redeployment of the fixed assets of the Company;

- (e) that all transactions and relationships between Ultimate Products plc and the Concert Party will be conducted at arm's length and on a normal commercial basis;
  - (f) that there are no plans in place which will affect employer contributions into the Company's pension scheme, the accrual of benefits for existing members, and the admission of new members; and
  - (g) that there are no plans in place which will affect the maintenance of any existing trading facilities for the relevant securities of the Company.
- 5.5 There is no agreement, arrangement or understanding between the Concert Party, Cavendish, any director or Shareholder of Ultimate Products plc or any person having any connection with or dependence on, or which is conditional on, the outcome of the proposed purchase and cancellation of shares.
- 5.6 There is no agreement, arrangement or understanding by which the beneficial ownership of any Ordinary Shares acquired by the Company pursuant to the Proposed Buy-Back Authority will be transferred to any other person.
- 5.7 Save as disclosed in paragraphs 5.2 and 5.3 of Part II of this document, the Concert Party does not have any interests, rights to subscribe or short positions in the Ordinary Shares.
- 5.8 Simon Showman, being a member of the Concert Party, sold 48,615 Ordinary Shares at a price of 145 pence per Ordinary Share and each of his three adult children (being Dylan Rose, Alfie Showman and Jack Showman) ISA's each purchased 16,205 Ordinary Shares at a price of 145 pence per Ordinary Share on 21 February 2024.

## **6. Options**

As at 8 April 2024 (being the latest practicable date prior to the publication of this document), the total number of outstanding options to subscribe for new Ordinary Shares under the MIP, the PSP, the SAYE and the Incentive Plan 2023 was 6,253,301 representing approximately 7.02 per cent. of the Company's existing issued ordinary share capital.

Assuming the repurchase of 8,931,245 Ordinary Shares, the total number of outstanding options to subscribe for new Ordinary Shares would represent approximately 7.8 per cent. of the Company's then issued ordinary share capital.

## **7. Repurchases made by the Company within the last 12 months**

No repurchases have been made by the Company in the last 12 months.

## **8. Material Contracts**

Save as disclosed below, no member of the Concert Party or the Group has entered into any contract during the two years preceding the date of this document which are outside the ordinary course of business and which are or may be considered material:

### ***Heron Mill Lease:***

Ultimate Products UK is a party to a lease dated 26 June 2023 relating to Heron Mill, Heron Street, Oldham, Greater Manchester (240,000 sq. ft.), which was entered into with the landlord, Heron Mill Limited. The lease, on normal commercial terms, is for a term of 7 years from 14 April 2023 to 13 April 2030 at a current rent of £387,500 per annum (subject to periodic rent reviews). The next rent review is due on 14 April 2027. The landlord may unilaterally forfeit the lease if (1) Ultimate Products UK breaches any condition or tenant covenant of the lease; (2) Ultimate Products UK becomes insolvent; (3) a receiver or administrator is appointed in respect of Ultimate Products UK; (4) Ultimate Products UK enters into any arrangement with its creditors; or (5) Ultimate Products UK does not pay the rent due within 21 working days (whether it has been formally demanded or not). This lease does not contain a break clause and has security of tenure under the provisions of the Landlord and Tenant Act 1954. It was deemed a 'smaller related party

transaction' under the Listing Rules as Heron Mill Limited is connected to, *inter alia*, Barry Franks, Simon Showman and Andrew Gossage.

## 9. Major Interests in Ordinary Shares

As at 8 April 2024 (being the latest practicable date prior to the publication of this document), the following persons were interested, directly or indirectly, in 3 per cent. or more of the issued ordinary share capital of the Company:

| <i>Shareholder</i>             | <i>Number of Ordinary Shares</i> | <i>% of current issued share capital</i> | <i>Total shares in issue</i> |
|--------------------------------|----------------------------------|--|------------------------------|
| Simon Showman                  | 18,530,600                       | 20.75                                    |                              |
| Schroder Investment Management | 10,736,079                       | 12.02                                    |                              |
| Barry Franks Family Holdings   | 10,238,400                       | 11.46                                    |                              |
| Andrew Gossage                 | 8,052,400                        | 9.02                                     |                              |
| Ennismore Fund Management      | 7,797,331                        | 8.73                                     |                              |
| Slater Investments             | 3,713,756                        | 4.16                                     |                              |
|                                |                                  |  | 89,312,457                   |

## 10. Significant and Material Changes in the Financial or Trading Position

There has been no significant change in the financial or trading position of the Group since the publication of the Annual Report 2023, being the last financial year for which audited financial statements of the Group have been published.

## 11. Middle Market Quotations

The middle market quotations for an Ordinary Share on the first business day of each of the six months immediately preceding the date of this document and on the latest available date prior to the publication of this document as derived from the Stock Exchange Daily Official List, were as follows:

| <i>Date</i>     | <i>Pence</i> |
|-----------------|--------------|
| 8 April 2024    | 149.75       |
| 2 April 2024    | 148.75       |
| 1 March 2024    | 148.00       |
| 1 February 2024 | 152.50       |
| 2 January 2024  | 150.50       |
| 1 December 2023 | 148.00       |
| 1 November 2023 | 125.25       |

## 12. General

12.1 Cavendish has given, and has not withdrawn, its written consent to the inclusion herein of the references to its name in the form and context in which they appear.

12.2 Information on the nature of the Company's business and the Company's financial and trading prospects can be found in the Company's Annual Report 2023 which can be found on the Company's website at <https://upplc.com/investor-relations/financial-reports> .

12.3 All information relating to the financial position of the Company required by Rules 24.3(a) and 24.3(c) of the City Code on Takeovers and Mergers may be found in the audited accounts for the Company for the financial years ended 31 July 2021, 31 July 2022 and 31 July 2023 which can be found on the Company's website at <https://upplc.com/investor-relations/financial-reports>. These accounts, are hereby incorporated into this document. With respect to the other documents incorporated by reference, any Shareholder may request a hard copy (hard copies will not be provided unless requested). Hard copies may be requested by contacting [shareholders@upplc.com](mailto:shareholders@upplc.com) or telephone number 016 1627 7161.

- 12.4 As at the close of business on 8 April 2024 (being the latest practicable date prior to the publication of this document), Cavendish did not hold any Ordinary Shares.
- 12.5 During the 12 months preceding the date of this document, Cavendish has been dealing for value in relevant securities, trading as principal.
- 12.6 No agreement, arrangement or understanding exists whereby the Ordinary Shares held by any member of the Concert Party will be transferred to any other party. If pursuant to the Proposed Buy-Back Authority the Company purchases any Ordinary Shares, they will be held in treasury pursuant to section 724 of the Act for subsequent cancellation

### **13. Documents Available for Inspection**

Copies of the following documents will be available for inspection on the Company's website at <https://upplc.com/investor-relations/>. The documents will be available from the date of this document until the conclusion of the GM;

- 13.1 the memorandum of association and the Articles of the Company;
- 13.2 the audited consolidated accounts for Ultimate Products plc for the financial years ended 31 July 2021, 31 July 2022 and 31 July 2023 which can be found on the Company's website <https://upplc.com/investor-relations/financial-reports/> and which have therefore been incorporated by reference;
- 13.3 the Directors' service agreements and letters of appointment referred to in paragraph 4 of this Part II above;
- 13.4 the consent letter from Cavendish referred to in paragraph 12.1 of this Part II above; and
- 13.5 this document together with the Notice of GM.

9 April 2024

# Ultimate Products plc

(Registered in England No. 05432142)

## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the members of Ultimate Products plc (the “**Company**”) will be held at Manor Mill, Victoria Street, Chadderton, Oldham OL9 0DD on 2 May 2024 at 9.00 a.m. for the following purposes to consider and, if thought fit, pass the resolutions set out below. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

1. THAT, subject to and conditional on the passing of resolution 2 below, the waiver by the Panel on Takeovers and Mergers (the “**Panel**”) of any obligation which might otherwise arise on the Concert Party (as defined in the circular of the Company dated 9 April 2024 (the “**Circular**”)), collectively and/or individually, to make a general offer to Shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers (the “**Code**”) as a result of any market purchases of Ordinary Shares by the Company pursuant to the Proposed Buy-Back Authority (as defined in the Circular), which could have the effect of increasing the Concert Party’s aggregate interest in shares of the Company to a maximum of 48.44 per cent. of the voting rights of the Company, be and is hereby approved, provided that such approval shall expire at the conclusion of the next annual general meeting of the Company.
2. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares, on such terms and in such manner that the Directors think fit, provided that:
  - a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 8,931,245;
  - b. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the day on which the Ordinary Share is purchased; and (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
    - i. the last independent trade of; and
    - ii. the highest current independent bid for,any number of the Company’s Ordinary Shares on the trading venue where the purchase is carried out;
  - c. the minimum price which may be paid for an Ordinary Share is an amount equal to its nominal value (in each case exclusive of associated expenses);
  - d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 31 January 2025 and the conclusion of the next annual general meeting of the Company after the passing of this resolution, but a contract to purchase Ordinary Shares may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract; and

- e. an Ordinary Share so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of applicable laws or regulations of the Financial Conduct Authority, held as a treasury share.

By order of the Board

**Christopher Dent**

*Company Secretary*

9 April 2024

*Registered Office*

Ultimate Products plc

Manor Mill

Victoria Street

Chadderton

Oldham

OL9 0DD

Registered in England and Wales

Company Number 5432142

Shareholders should also read the General Notes to this Notice which are set out on pages 24 to 25 of this document. Those notes provide further information about Shareholders' entitlement to attend, speak and vote at the GM (or appoint another person to do so on their behalf).

## **General Notes**

### **1. Attending the General Meeting in person**

If you are planning to attend the GM in person, you should arrive at the venue for the GM in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Equiniti Limited (the **Registrar**), prior to being admitted to the GM.

### **2. Appointment of proxies**

Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the GM. A proxy need not be a Shareholder of the Company but must attend the GM to represent a Shareholder. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying Proxy Form.

Details of how to appoint the Chairman of the GM as your proxy using the Proxy Form are set out in the notes on the Proxy Form. Such an appointment can be made using the Proxy Form accompanying this Notice of GM or through CREST.

Shareholders can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Shareholders cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a Shareholder wishes to appoint more than one proxy, they should photocopy the Proxy Form.

A Shareholder may instruct their proxy to abstain from voting on a particular resolution to be considered at the GM by marking the "Withheld" option in relation to that particular resolution when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the resolution.

The appointment of a proxy will not prevent a Shareholder from attending the GM and voting in person if he or she wishes.

A person who is not a Shareholder of the Company but who has been nominated by a Shareholder to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 8 below.

### **3. Appointment of a proxy using a Proxy Form**

A Proxy Form for use in connection with the GM is enclosed. To be valid, any Proxy Form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post by the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA at least 48 hours before the time of the GM or any adjournment of that meeting.

If you do not have a Proxy Form and believe that you should have one, or you require additional Proxy Forms, please contact the Registrar at +44 (0) 371 384 2030.

### **4. Appointment of a proxy through CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to: [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed (a) voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) no later than 48 hours before the time of the GM or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **5. Appointment of a proxy by joint holders**

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

### **6. Corporate representatives**

Any corporation which is a Shareholder can appoint one or more corporate representatives. Shareholders can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Shareholders cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).



## **7. Entitlement to attend and vote**

To be entitled to attend and vote at the GM (and for the purpose of determining the votes they may cast), Shareholders must be registered in the Company's register of members at 6.30 p.m. on 30 April 2024 (or, if the GM is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting). Any changes to the Company's register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the GM.

Please refer to section 1 above in respect of the requirements for any person to attend the GM.

## **8. Nominated persons**

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the GM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

## **9. Website giving information regarding the GM**

Information regarding the GM, including information required by section 311A of the Act, and a copy of this notice of GM is available from [www.upplc.com](http://www.upplc.com).

## **10. Audit concerns**

Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the GM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the GM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

## **11. Voting rights**

As at 8 April 2024 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 89,312,457 Ordinary Shares, carrying one vote each. As at 8 April 2024, the Company did not hold any treasury shares. Therefore, the total voting rights in the Company as at 8 April 2024 were 89,312,457 votes. Of such issued share capital, 2,384,836 Ordinary Shares are held by JTC Employer Solutions Trustee Limited ("**JTC**"), as trustee of the UP Global Sourcing Employee Benefit Trust ("**EBT**"). Unless the Company directs that the JTC may vote on a particular occasion, JTC shall abstain from voting in respect of the shares it holds for the benefit of the EBT. If the Company directs that JTC may vote, JTC may vote, or abstain from voting, in the manner that it thinks fit in its absolute discretion.

## **12. Notification of shareholdings**

Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chairman of the GM as his/her proxy will need to ensure that both he/she, and his/her proxy, comply with their respective disclosure obligations under the Disclosure and Transparency Rules.

## **13. Further questions and communication**

Any Shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## **13. Documents available for inspection**

The following documents will be available for inspection on the day of the GM at the registered office of the Company at, Manor Mill, Victoria Street, Chadderton, Oldham, OL9 0DD from 9.00 a.m. until the conclusion of the GM:

- 13.1 the memorandum of association and the Articles of the Company;
- 13.2 the audited consolidated accounts for Ultimate Products plc for the financial years ended 31 July 2021, 31 July 2022 and 31 July 2023 which can be found on the Company's website <https://upplc.com/investor-relations/financial-reports/> and which have therefore been incorporated by reference.
- 13.3 the Directors' service agreements and letters of appointment referred to in paragraph 4 of Part II above;
- 13.4 the consent letter from Cavendish referred to in paragraph 12.1 of Part II above; and
- 13.5 this document together with the Notice of GM.