

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION**

**FOR IMMEDIATE RELEASE**

**12 April 2019**

## **Recommended Cash Offer For Footasylum plc by JD Sports Fashion plc**

### **Offer declared wholly unconditional**

On 18 March 2019, the boards of directors of JD Sports Fashion plc (**JD**) and Footasylum plc (**Footasylum**) announced the terms of an offer to be made for the whole of the issued and to be issued ordinary share capital of Footasylum (other than the Footasylum Shares which JD already owns) (**Offer**) to be implemented by means of a takeover offer under the Code and within the meaning given to that term in section 974 of the Companies Act (**Announcement**). The offer document containing the full terms and Conditions of the Offer and the procedures for its acceptance (**Offer Document**) was posted to Footasylum Shareholders on 22 March 2019.

Capitalised terms used in this announcement shall have the meanings respectively given to them in the Announcement.

### **Level of acceptances**

As at 3.00pm (London time) on 11 April 2019 (the latest practicable date prior to the publication of this announcement), JD has received valid acceptances of its Offer in respect of a total of 78,176,481 Footasylum Shares, representing approximately 74.82 per cent. of the issued share capital of Footasylum and includes acceptances in respect of a total of 75,456,481 Footasylum Shares representing 91.82 per cent. of Footasylum Shares which JD may count towards satisfaction of the Acceptance Condition.

Of these, acceptances have been received in respect of:

- 2,720,000 Footasylum Shares (representing approximately 2.60 per cent. of the current issued share capital of Footasylum) from Pentland, which is presumed by the Code to be acting in concert with JD. This acceptance does not count towards satisfaction of the Acceptance Condition; and
- 65,845,799, Footasylum Shares (representing approximately 63.03 per cent. of the current issued share capital of Footasylum and approximately 80.13 per cent. of the issued share capital of Footasylum which JD may count towards satisfaction of the Acceptance Condition) received under the terms of certain irrevocable undertakings to accept the Offer which were provided by Footasylum Shareholders, excluding those acceptances provided by Pentland.

Accordingly, JD has received valid acceptances of its Offer in respect of a total of 78,176,481 Footasylum Shares, and includes acceptances in respect of a total of 75,456,481 Footasylum Shares representing approximately 91.82 per cent. of Footasylum Shares which JD may count towards satisfaction of the Acceptance Condition.

The percentage holdings of Footasylum Shares referred to in this announcement are based on there being a total of 104,474,390 Footasylum Shares in issue.

### **Acceptance Condition satisfied**

JD is pleased to announce that the Acceptance Condition to the Offer has been satisfied and that the Offer has become unconditional as to acceptances.

### **Offer wholly unconditional**

JD is also pleased to confirm that all the Conditions to the Offer set out in the Offer Document have now been satisfied or waived and, accordingly, JD is pleased to announce that the Offer has now become unconditional in all respects.

Commenting on the Offer becoming wholly unconditional, Peter Cowgill, Executive Chairman of JD, said:

"We are very pleased that this Offer has been declared unconditional and look forward to welcoming the Footasylum team to our newly enlarged Group. We believe the combination of these two complementary businesses will deliver significant operational and strategic benefits going forward."

### **Settlement**

Settlement of the consideration to which any Footasylum Shareholder is entitled under the Offer will be dispatched to validly accepting Footasylum Shareholders (i) in the case of acceptances received, valid and complete in all respects, within 14 days of the date of this announcement or (ii) in the case of acceptances received, valid and complete in all respects, after the date of this announcement, within 14 days of such receipt, in the following manner:

*(a) If you hold Footasylum Shares in certificated form (i.e. not in CREST)*

Where an acceptance relates to Footasylum Shares in certificated form, settlement of any cash due will be dispatched by first class post (or such other method as may be approved by the Panel) to accepting Footasylum Shareholders or their appointed agents (but not in a Restricted Jurisdiction). All such cash payments will be made in pounds Sterling by cheque drawn on a branch of a United Kingdom clearing bank, provided that if the amount payable to any such Footasylum Shareholder exceeds £100,000, JD reserves the right to make arrangements with such Footasylum Shareholder to facilitate electronic payment of such amount in lieu of a cheque.

*(b) If you hold Footasylum Shares in uncertificated form (i.e. in CREST)*

Where an acceptance relates to Footasylum Shares in uncertificated form, the cash consideration to which the accepting Footasylum Shareholder is entitled will be paid by means of a CREST payment in favour of the accepting Footasylum Shareholder's payment bank in respect of the cash consideration due, in accordance with CREST payment arrangements. JD reserves the right to settle all or any part of the consideration referred to in this paragraph, for all or any accepting Footasylum Shareholder(s), in the manner referred to in paragraph (a) above if, for any reason, it wishes to do so.

## **Compulsory acquisition of remaining Footasylum Shares**

As JD has received acceptances under the Offer in respect of Footasylum Shares which, when taken together with all other Footasylum Shares which JD, directly or indirectly, holds, comprise in aggregate not less than 90 per cent in nominal value of, and of the voting rights attached to, the Footasylum Shares to which the Offer relates, JD now intends to exercise its rights pursuant to Chapter 3 of Part 28 of the Companies Act to acquire compulsorily the Footasylum Shares in respect of which it has not received acceptances.

## **Delisting and cancellation of trading**

JD has, by virtue of its shareholding, acceptances of the Offer and any other purchases, acquired, or agreed to acquire, Footasylum Shares representing at least 75 per cent. of the voting rights attaching to Footasylum Shares. As contemplated by the Offer Document, JD confirms that it intends to procure that Footasylum make an application to the London Stock Exchange for the cancellation of the admission to trading on AIM of the Footasylum Shares as soon as practicable after the date of this announcement.

Delisting will significantly reduce the liquidity and marketability of any Footasylum Shares not assented to the Offer.

## **Interests in relevant securities**

As at 3.00pm (London time) on 11 April 2019 (the latest practicable date prior to the publication of this announcement):

- JD held 19,579,964 Footasylum Shares (representing approximately 18.74 per cent. of the current issued share capital of Footasylum); and
- Pentland, which is presumed by the Code to be acting in concert with JD, held 2,720,000 Footasylum Shares (representing approximately 2.60 per cent. of the current issued share capital of Footasylum).

Save as disclosed above, as at the date of this announcement, neither JD nor (so far as JD is aware) any person acting in concert with it (a) is interested in, or has any rights to subscribe for, any relevant securities of Footasylum (b) has any short position (whether conditional or absolute and whether in the money or otherwise) in, including any short position under a derivative or any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of, any relevant securities of Footasylum or (c) has any borrowing or lending of any relevant securities of Footasylum (save for any borrowed Footasylum Shares which have been either on-lent or sold).

## **Action to be taken**

The Offer will remain open for acceptance until further notice. Not less than 14 calendar days' notice will be given in respect of closure of the Offer.

**FOOTASYLUM SHAREHOLDERS WHO HAVE NOT ACCEPTED THE OFFER ARE URGED TO DO SO AS SOON AS POSSIBLE.**

To accept the Offer in respect of certificated Footasylum Shares, the Form of Acceptance should be completed, signed and returned to the Receiving Agent as soon as possible.

To accept the Offer in respect of uncertificated Footasylum Shares, acceptances should be made electronically through CREST so that the TTE instruction settles as soon as possible. If you are a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

### **Shareholder helpline**

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Receiving Agent, Equiniti, on 0333 207 6379 (when telephoning from inside the UK) or on +44 121 415 0951 (when telephoning from outside the UK). 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. The helpline is open between 8.30 a.m. and 5.30 p.m. London time from Monday to Friday excluding public holidays in England and Wales. Please note that Equiniti cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes. If you are a CREST sponsored member, you should contact your CREST sponsor before taking any action. Further Forms of Acceptance are available from the Receiving Agent upon request.

### **Enquiries:**

#### **JD**

Peter Cowgill +44 (0) 161 767 1000

Neil Greenhalgh +44 (0) 161 767 1000

#### **Rothschild & Co (Financial Adviser to JD)**

Andrew Thomas +44 (0) 161 827 3800

Jason Loucopoulos +44 (0) 161 827 3800

#### **Footasylum**

Barry Brown +44 (0) 1706 714 299

Clare Nesbitt +44 (0) 1706 714 299

#### **GCA Altium Limited (Rule 3 Adviser, Financial Adviser and Nomad to Footasylum)**

+44 (0) 20 7484 4040

Phil Adams +44 (0) 20 7484 4040

Sam Fuller +44 (0) 20 7484 4040

Tim Richardson

**MHP Communications (PR adviser to JD)**

Andrew Jaques +44 (0) 20 3128 8788

Giles Robinson +44 (0) 20 3128 8788

**Powerscourt (PR adviser to Footasylum)**

Rob Greening +44 (0) 20 7250 1446

Isabelle Saber +44 (0) 20 7324 0494

**Important notices relating to financial advisers**

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

GCA Altium, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Footasylum as financial adviser and Nomad and no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Footasylum for providing the protections afforded to clients of GCA Altium or for providing advice in relation to the subject matter of this announcement.

**Further information**

This announcement is not intended to, and does not, constitute, or form part of, any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. The Offer is made solely by means of the Offer Document and the Form of Acceptance accompanying the Offer Document, which contains the full terms of, and Conditions to, the Offer, including details of how the Offer may be accepted. Any response to the Offer should be made only on the basis of information contained in the Offer Document. Footasylum Shareholders are advised to read the formal documentation in relation to the Offer carefully.

This announcement has been prepared for the purposes of complying with English law, the AIM Rules and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside the United Kingdom.

**Overseas jurisdictions**

The distribution of this announcement in jurisdictions other than the United Kingdom and the ability of Footasylum Shareholders who are not resident in the United Kingdom to participate in the Offer may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Footasylum Shareholders who are not resident in the United Kingdom will need to inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas Footasylum Shareholders is contained in the Offer Document.

The Offer is not being, and will not be, made available, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality of interstate or foreign commerce of, or any facility of a national state or other securities exchange of, any Restricted Jurisdiction unless conducted pursuant to an exemption from the applicable securities laws of such Restricted Jurisdiction.

Accordingly, copies of this announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction except pursuant to an exemption from the applicable securities laws of such Restricted Jurisdiction and persons receiving this announcement (including, without limitation, agents, nominees, custodians and trustees) must not distribute, send or mail it in, into or from such jurisdiction. Any person (including, without limitation, any agent, nominee, custodian or trustee) who has a contractual or legal obligation, or may otherwise intend, to forward this announcement and/or the Offer Document and/or any other related document to a jurisdiction outside the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

#### **Notice to US holders of Footasylum Shares**

The Offer, if required to be made, will be made in the United States pursuant to applicable exemptions under the US tender offer rules and securities laws and otherwise in accordance with the requirements of the Code, the Panel and the AIM Rules. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

The Offer has been made for the securities of a company incorporated in England whose ordinary shares are admitted to trading on AIM. The Offer is subject to UK disclosure requirements, which are different from certain United States disclosure requirements. The financial information on both JD and Footasylum included in the Offer Document has been prepared in accordance with IFRS, thus neither may be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of cash pursuant to the Offer by a US holder of Footasylum Shares may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Footasylum Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of accepting the Offer. Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant United Kingdom rules, which differ from the United States payment and settlement procedures, particularly with regard to the date of payment of consideration.

The Offer, if required to be made, will be made in the United States by JD and no one else.

It may be difficult for US holders of Footasylum Shares to enforce their rights and any claim arising out of US federal securities laws since JD and Footasylum are both incorporated under the laws of England and Wales and some or all of their officers and directors are residents of non-US jurisdictions. In addition, most of the assets of JD and Footasylum are located outside the United States. US holders of

Footasylum Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of 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 judgment.

This announcement does not constitute an offer of securities for sale in the United States or an offer to acquire or exchange securities in the United States. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by the use of the mails of, or by any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the United States or any other country in which such offer may not be made other than: (i) in accordance with the tender offer requirements under the US Securities Exchange Act of 1934 (as amended) (the Exchange Act), or the securities laws of such other country, as the case may be; or (ii) pursuant to an available exemption from such requirements. Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved the Offer, passed upon the merits or fairness of the Offer or passed comment upon the adequacy or completeness of this announcement. Any representation to the contrary is a criminal offence in the United States.

To the extent permitted by applicable law, in accordance with, and to the extent permitted by, the Code and normal UK market practice and subject to Rule 14e-5(b) under the Exchange Act, JD or its nominees or brokers (acting as agents) or its affiliates may from time to time make certain purchases of, or arrangements to purchase, shares or other securities in Footasylum, other than pursuant to the Offer, at any time prior to completion of the Offer becoming effective. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any such purchases, or arrangements to purchase, will comply with all applicable UK rules, including the Code and the AIM Rules, and MAR to the extent applicable. No purchases will be made outside of the Offer in the United States by or on behalf of JD. To the extent required by the applicable law (including the Code), any information about such purchases will be disclosed on a next day basis to the Panel and a Regulatory Information Service, including the Regulatory News Service on the London Stock Exchange website, [www.londonstockexchange.com](http://www.londonstockexchange.com).

### **Forward-looking statements**

This announcement may contain certain forward-looking statements with respect to JD, the JD Group, Footasylum and/or the Footasylum Group. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as anticipate, target, expect, estimate, intend, plan, goal, believe, will, may, should, would, could or other words or terms of similar meaning or the negative thereof. Forward-looking statements 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 the JD Group or the Footasylum Group and potential synergies resulting from the Acquisition; and (iii) the expected timing and scope of the Acquisition.

These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or developments to differ materially from those expressed in, or implied by, such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding present and future strategies and environments. You are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to JD, the JD Group, Footasylum and/or the Footasylum Group or any person acting on their behalf (respectively) are expressly qualified in their entirety by the cautionary statement above. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from

those described in this announcement. JD, the JD Group, Footasylum and/or the Footasylum Group assume no obligation to update publicly or revise forward-looking or other statements contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

### **No profit forecasts or estimates**

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for JD or Footasylum, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for JD or Footasylum, as appropriate.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

## **Information relating to Footasylum Shareholders**

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

### **Publication on website**

A copy of this announcement will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on JD's website at [www.jdplc.com/investor-relations.aspx](http://www.jdplc.com/investor-relations.aspx) and on Footasylum's website at <https://investors.footasylum.com/investor-relations/offer-page> by no later than noon (London time) on the Business Day following this announcement. Neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.

In accordance with Rule 30.3 of the Code, a person so entitled may request a hard copy of this announcement, free of charge, by contacting Siobhan Mawdsley at JD on [siobhan.mawdsley@jdplc.com](mailto:siobhan.mawdsley@jdplc.com) or +44 (0) 161 767 1000. For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.