

## Stonegate Group Announces Consent Payment in Connection with its Notes Consent Solicitation

LONDON, August 4, 2021 – Stonegate Pub Company Limited (“**Stonegate**”) today announced that the consent payments offered under the consent solicitation statement dated July 22, 2021 (the “**Consent Solicitation Statement**”) by Stonegate’s indirect subsidiary, Stonegate Pub Company Financing plc (the “**Issuer**”), with respect to the Issuer’s £500,000,000 aggregate principal amount of 8.00% Senior Secured Notes due 2025 (the “**8.00% Notes**”), £1,070,000,000 8.25% Senior Secured Notes due 2025 (the “**8.25% Notes**” and, together with the 8.00% Notes, the “**Existing Fixed Rate Notes**”) and €300,000,000 aggregate principal amount of Floating Rate Senior Secured Notes due 2025 (the “**Floating Rate Notes**” and, together with the Existing Fixed Rate Notes, the “**Notes**”) have been made, on August 3, 2021.

Accordingly, the Proposed Amendments (the “**Proposed Amendments**”) set out in the Consent Solicitation Statement have become operative as of August 3, 2021. The Proposed Amendments enable Stonegate to raise additional funds in order to support its continued refurbishment and improvement plans as well as for general corporate and other purposes.

Upon obtaining the requisite consents from holders of the Notes, a supplemental indenture (the “**Supplemental Indenture**”) supplementing the indenture governing the Notes (together, the “**Indenture**”) was entered into on July 28, 2021 (the “**Effective Time**”) with respect to the Notes, containing the Proposed Amendments, binding all holders of the Notes, including those that did not give their consent, though non-consenting holders did not receive the consent payment. The Supplemental Indenture became effective upon its execution and delivery by the Issuer and Deutsche Trustee Company Limited as trustee.

Concurrently with the consent solicitation, the Issuer launched and priced an offering of £165,000,000 8.25% Senior Secured Notes due 2025 (the “**New Fixed Rate Notes**”), which is expected to be issued on or about August 5, 2021, as additional notes under the Indenture. The New Fixed Rate Notes will have the same terms and conditions, form a single series and be treated as single class of debt securities with the 8.25% Notes. The gross proceeds from the offering of the New Fixed Rate Notes will be used (i) to finance capital expenditure in pubs owned by the Group, (ii) for other general corporate purposes and (iii) to pay certain fees, expenses and costs in connection with the offering.

In addition, pursuant to an exchange agreement dated July 23, 2025 entered into by, among others, Stonegate, the Issuer, Stonegate Pub Company Bidco Limited and the lenders under the senior term facilities agreement originally dated July 17, 2019, as amended and/or restated from time to time (the “**Senior Term Facilities Agreement**”), the Issuer shall issue additional Senior Secured Floating Rate Notes due 2025 (the “**Additional Floating Rate Notes**”), for an aggregate amount equal to the principal amount under the Senior Term Facilities Agreement. The Additional Floating Rate Notes will be issued as additional notes under the Indenture and are expected to be issued on or about August 5, 2021. Following the issuance of the Additional Floating Rate Notes, the Senior Term Facilities Agreement shall be cancelled in full.

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. The solicitation of consents was not made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or “blue sky” laws.

### Forward-Looking Statements

Stonegate cautions you that statements included in this announcement that are not a description of historical facts are forward-looking statements that involve risks, uncertainties, assumptions and other factors which, if they do not materialize or prove correct, could cause Stonegate's results to differ materially from historical results or those expressed or implied by such forward-looking statements. There can be no assurance that the transactions contemplated in this announcement will be completed. Stonegate assumes no obligation to update any forward-looking statement included in this announcement to reflect events or circumstances arising after the date on which it was made.

Under no circumstances shall the Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction.

The consent solicitation was not made to, and no consents were solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such consent solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the consent solicitation to, and solicit consents from, persons in such jurisdiction.

This communication is not being distributed to, and must not be passed on to, the general public in the United Kingdom. This communication is being made only to, is directed only at, and is for distribution only to persons who: (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"); (b) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order; (c) are persons falling within Article 43 ("members and creditors of certain bodies corporate") of the Order; (d) are persons outside the United Kingdom; or (e) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) may otherwise be lawfully communicated or caused to be communicated (all such persons together being "relevant persons"). This communication is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the consent solicitation and the consent payment, as applicable, may be restricted by law in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

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