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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

3 January 2018

RECOMMENDED PARTIAL CASH OFFER

by

FB INVESTORS LLP

for up to 67,393,960 ordinary shares, representing 70 per cent. of the issued ordinary share capital, of

SUTTON HARBOUR HOLDINGS PLC

and

Proposed Share Subscription

Partial Offer declared wholly unconditional

1. Background

On 23 November 2017, FB Investors LLP ("FB Investors") and Sutton Harbour Holdings plc ("SHH") jointly announced they had reached agreement on the terms of a recommended partial cash offer to be made by FB Investors to acquire up to 67,393,960 SHH Shares, representing 70 per cent. of the issued ordinary share capital of SHH, by way of a contractual offer under the Takeover Code at a price of 29.5 pence per SHH Share (the "Partial Offer").

The full terms and conditions of the Partial Offer and the procedures for approval and acceptance of the Partial Offer were set out in the offer document dated 7 December 2017 (the "Partial Offer Document").

2. Partial Offer declared wholly unconditional

FB Investors announces that the Acceptance Condition in respect of the Partial Offer, as set out in sub-paragraph (a) of Part A of Appendix 1 to the Partial Offer Document, has been satisfied. The Partial Offer is, therefore, unconditional as to acceptances.

In addition, FB Investors announces that the Approval Condition in respect of the Partial Offer, as set out in sub-paragraph (b) of Part A of Appendix 1 to the Partial Offer Document, has been satisfied.

All other remaining Conditions to the Partial Offer have been satisfied or otherwise waived and accordingly the Partial Offer is declared wholly unconditional.

3. Closing of the Partial Offer

In accordance with Rule 31.4 of the Takeover Code, the Partial Offer, which remains subject to the further terms set out in the Partial Offer Document, will remain open for acceptances until 1.00 p.m. on 16 January 2018, when the Partial Offer will close.

SHH Shares tendered in excess of those representing the Relevant Percentage of an accepting SHH Shareholder's holding at the Record Date will be subject to scaling down in accordance with paragraph 14 of Part II of, and paragraph 2 of Part B of Appendix 1 to, the Partial Offer Document. FB Investors will make an announcement stating the basis of such scaling down by 9.00 a.m. on 18 January 2018.

Details of the procedures for accepting the Partial Offer are set out in the Partial Offer Document sent to SHH Shareholders on 7 December 2017. The Partial Offer Document is also available on the websites of FB Investors, www.fblip.co.uk, and SHH, www.suttonharbourholdings.co.uk, respectively.

4. Settlement

With the consent of the Takeover Panel, the consideration to which any SHH Shareholder is entitled under the Partial Offer will be effected by the despatch of cheques or the crediting of CREST accounts within 48 hours of the closing of the Partial Offer (i.e. by 1.00 p.m. on 18 January 2018).

5. Level of acceptances and interest in SHH Shares

As at 1.00 p.m. on 2 January 2018, being the First Closing Date of the Partial Offer, FB Investors had received valid acceptances from SHH Shareholders in respect of 80,375,668 SHH Shares, representing approximately 83.483 per cent. of the existing issued ordinary share capital of SHH, which FB Investors may count towards the satisfaction of the Acceptance Condition to the Partial Offer.

These acceptances include those received in respect of 56,184,768 SHH Shares (representing approximately 58.36 per cent. of the issued ordinary share capital of SHH) which were subject to irrevocable undertakings given by SHH Directors and certain other SHH Shareholders.

The valid acceptance of the Partial Offer by a SHH Director who provided an irrevocable undertaking to do so in respect of 10,000 SHH Shares (representing approximately 0.01 per cent. of the issued ordinary share capital of SHH) remains outstanding, although instructions have been given by the relevant SHH Director to accept the Partial Offer and the relevant SHH Director's acceptance is expected to be received before the closing of the Partial Offer referred to in paragraph 3 above.

6. Disclosure of interests

FB Investors does not hold any SHH Shares. FB Investors confirms that no other holding of SHH Shares is required to be disclosed by it under Rule 8 of the Takeover Code, other than pursuant to the irrevocable undertakings referred to above.

As at the close of business on 2 January 2018, being the last practicable date prior to the publication of this Announcement, except for the irrevocable undertakings referred to in paragraph 5 above and the proposed Share Subscription described in the Partial Offer Document, neither FB Investors nor any of its officers nor, so far as the FB Investors Executive Committee is aware, any person acting, or deemed to be acting, in concert with FB Investors:

- had an interest in, or right to subscribe for, relevant securities of SHH;
 - had any short position in (whether conditional or absolute and whether in the money or otherwise), including 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 of, relevant securities of SHH;
 - had procured an irrevocable commitment or letter of intent to accept the Partial Offer in respect of relevant securities of SHH; or
 - had borrowed or lent any SHH Shares.
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Save for the Subscription Agreement and as disclosed above, no arrangement exists with FB Investors or any person acting in concert with FB Investors in relation to SHH Shares. For these purposes, an "arrangement" includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to SHH Shares which may be an inducement to deal or refrain from dealing in such securities.

7. Level of Approvals

As at 1.00 p.m. on 2 January 2018, being the First Closing Date of the Partial Offer, FB Investors had received approvals from SHH Shareholders in respect of 63,841,567 SHH Shares representing 66.310 per cent. of the voting rights of SHH. Such level of approvals satisfy the Approval Condition in respect of the Partial Offer as set out in sub-paragraph (b) of Part A of Appendix 1 to the Partial Offer Document.

8. Share Subscription and SHH General Meeting

On 23 November 2017, FB Investors and SHH also announced that they had agreed the terms on which FB Investors would make a conditional subscription for 9,322,034 new SHH Shares (the "Subscription Shares"), representing approximately 8.83 per cent. of the enlarged issued ordinary share capital of SHH following completion of the Share Subscription and the Partial Offer, at a price of 29.5 pence per Subscription Share, being the Offer Price (the "Share Subscription").

The Share Subscription is conditional upon (i) the Partial Offer becoming, or being declared, wholly unconditional in accordance with its terms, which has now occurred, and (ii) SHH Shareholders approving at the SHH General Meeting the Resolutions necessary to grant the SHH Directors sufficient authorities to issue the Subscription Shares.

The SHH General Meeting is being held at 10.00 a.m. today.

9. Procedure of acceptance

SHH Shareholders who have not yet accepted the Partial Offer and wish to do so may accept the Partial Offer, in accordance with the procedures set out below and in paragraph 19 of Part 2 of the Partial Offer Document, by no later than 1.00 p.m. on 16 January 2018 when the Partial Offer will close.

If you hold your SHH Shares in Certificated Form:

If you hold your SHH Shares, or any of them, in Certificated Form (that is, not in CREST), to accept the Partial Offer in respect of all or some of those SHH Shares, you must follow the procedure set out in paragraph 19.2 of the Letter from FB Investors set out in Part 2 of the Partial Offer Document. In particular, you must complete the personalised Form of Acceptance in accordance with the instructions printed on it and return the completed Form of Acceptance (along with your original share certificate(s) and/or other document(s) of title) by post or by hand (during normal business hours only) to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA **as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. (London time) on 16 January 2018.** If you are posting in the UK, a reply-paid envelope has been provided for your convenience.

If you hold your SHH Shares in Uncertificated Form:

If you hold your SHH Shares, or any of them, in Uncertificated Form (that is, in CREST), to accept the Partial Offer in respect of some or all of those SHH Shares, you must follow the procedure set out in paragraph 19.3 of the Letter from FB Investors set out in Part 2 of the Partial Offer Document so that the TTE Instruction settles as soon as possible and, in any event, **no later than 1.00 p.m. (London time) on 16 January 2018.** If you hold your SHH Shares as 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.

Helpline

If you require assistance in completing your Form of Acceptance (or wish to obtain an additional Form of Acceptance), or have questions in relation to the Form of Acceptance or in respect of making an electronic acceptance, please contact the Receiving Agent, Neville Registrars Limited, on +44 (0)121 585 1131. 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 9.00 am – 5.00 pm, Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Partial Offer nor give any financial, legal or tax advice.

10. General

Unless otherwise defined in this Announcement, capitalised terms defined in the Partial Offer Document have the same meanings in this Announcement.

The percentages of SHH Shares referred to in this Announcement are based upon a figure of 96,277,086 SHH Shares in issue on 2 January 2018.

This Announcement should be read by SHH Shareholders in conjunction with the Partial Offer Document.

Enquiries:

FB Investors LLP Philip Beinhaker	via WH Ireland Limited
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Sutton Harbour Holdings plc Graham Miller, Chairman Jason Schofield, Chief Executive Officer	01752 204 186
Rothschild (Financial adviser to Sutton Harbour Holdings plc) John Byrne / Andrew Graham / Tom Palmer	0207 280 5000
Arden Partners plc (Nominated Adviser to Sutton Harbour Holdings plc) John Llewellyn-Lloyd / Benjamin Cryer	0207 614 5900
DCA (Financial PR to Sutton Harbour Holdings plc) Philip Ranger	07768 534 641

WH Ireland Limited (“WH Ireland”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to FB Investors and no-one else in connection with the Partial Offer and other matters described in this Announcement, and will not be responsible to anyone other than FB Investors for providing the protections afforded to clients of WH Ireland or for providing advice in relation to the Partial Offer, the contents of this Announcement or any other matter referred to in this Announcement. WH Ireland has given, and not withdrawn, its consent to the inclusion in this Announcement of the references to its name in the form and context in which it appears.

N M Rothschild & Sons Limited (“Rothschild”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to SHH and no-one else in connection with the Partial Offer and other matters described in this Announcement, and will not be responsible to anyone other than SHH for providing the protections afforded to clients of Rothschild or for providing advice in relation to the Partial Offer, the contents of this Announcement or any other matter referred to herein. Rothschild has given, and not withdrawn, its consent to the inclusion in this Announcement of the references to its name and the advice it has given to SHH in the form and context in which they appear.

Arden Partners plc (“Arden Partners”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as nominated adviser to SHH and no-one else in connection with the Partial Offer and other matters described in this Announcement, and will not be responsible to anyone other than SHH for providing the protections afforded to clients of Arden Partners or for providing advice in relation to the Partial Offer, the contents of this Announcement or any other matter referred to herein. Arden Partners has given, and not withdrawn, its consent to the inclusion in this Announcement of the references to its name in the form and context in which it appears.

Further information

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT INTENDED TO, AND DOES NOT, CONSTITUTE OR FORM ANY PART OF, AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES OR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION, NOR SHALL THERE BE ANY SALE, ISSUANCE OR TRANSFER OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW. THE PARTIAL OFFER IS BEING MADE SOLELY BY MEANS OF THE PARTIAL OFFER DOCUMENT, WHICH CONTAINS THE FULL TERMS AND CONDITIONS OF THE PARTIAL OFFER, AND, IN THE CASE OF SHH SHARES HELD IN CERTIFICATED FORM, THE FORM OF ACCEPTANCE. ANY DECISION, ACCEPTANCE OR APPROVAL IN RELATION TO THE PARTIAL OFFER SHOULD BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN THE PARTIAL OFFER DOCUMENT, THE APPROVAL FORM AND THE FORM OF ACCEPTANCE (IF APPLICABLE). SHH SHAREHOLDERS ARE ADVISED TO READ CAREFULLY THE PARTIAL OFFER DOCUMENT, THE APPROVAL FORM AND THE FORM OF ACCEPTANCE (IF APPLICABLE).

Publication of this Announcement and availability of hard copies

A copy of this Announcement and the display documents required to be published under Rule 26.1 and Rule 26.2 of the Takeover Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on SHH’s website at www.suttonharbourholdings.co.uk and on FB Investors’ website at www.fblp.co.uk by no later than 12 noon on the Business Day following the date of this Announcement until the closing of the Partial Offer.

Neither the content of FB Investors’ nor SHH’s websites nor the content of any websites accessible from hyperlinks on such websites (or any other websites) are incorporated into, or form part of, this Announcement nor, unless previously published by means of a Regulatory Information Service, should any such content be relied upon in reaching a decision regarding the matters referred to in this Announcement.

The Partial Offer is subject to the provisions of the Takeover Code.

SHH Shareholders outside the United Kingdom

The availability of the Partial Offer and the release, publication and distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons who are not resident in the United Kingdom into whose possession this Announcement comes should inform themselves about and observe any such restrictions.

Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Partial Offer disclaim any responsibility or liability for the violation of such restrictions by any person. Accordingly, copies of this Announcement, the Partial Offer Document, the Form of Acceptance, the Form of Approval and/or any other related document will not be, and must not be, directly or indirectly, mailed or otherwise distributed or sent in or into any Restricted Jurisdiction and persons in such Restricted Jurisdictions receiving such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from such jurisdictions as doing so may violate the laws of such jurisdictions and may make invalid any purported acceptance or approval of the Partial Offer by persons in any such Restricted Jurisdiction.

The receipt of cash pursuant to the Partial Offer by SHH Shareholders may be a taxable transaction under applicable national, state or local, as well as foreign and other tax laws. Each SHH Shareholder is urged to consult its independent professional adviser regarding the tax consequences of accepting the Partial Offer.

This Announcement has been prepared for the purpose of complying with English law, the rules of the London Stock Exchange, the AIM Rules and the Takeover 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 of jurisdictions outside England and Wales.

The Partial Offer will not be made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, by means of telephone, facsimile, telex, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a securities exchange of the United States, Canada, Australia, New Zealand, Japan, the Republic of South Africa or any other Restricted Jurisdiction and the Partial Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Accordingly, copies of this Announcement and any other related document will not be, and must not be, directly or indirectly, mailed or otherwise distributed or sent in or into the United States, Canada, Australia, New Zealand, Japan, South Africa or any other Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not distribute or send them in, into or from such jurisdictions as doing so may violate the laws of such jurisdictions and may make invalid any purported acceptance of the Partial Offer by persons in any such jurisdiction.

Status of Announcement

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