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This announcement is an advertisement for the purposes of the UK Prospectus Rules of the Financial Conduct Authority ("FCA") and not a prospectus. Investors should not purchase or agree to purchase any shares referred to in this announcement except on the basis of information in the prospectus (the "Prospectus") published by Revolution Bars Group plc ("Revolution Bars Group" or the "Company" and, together with its subsidiaries, the "Group") in connection with the proposed admission of its ordinary shares ("Shares") to the premium listing segment of the Official List of the FCA ("Official List") and to trading on the Main Market for listed securities of London Stock Exchange plc ("London Stock Exchange") (together, "Admission"). A copy of the Prospectus is available for inspection via the Company's website at www.revolutionbarsgroup.com (subject to certain restrictions).

This announcement is not an offer to sell, or a solicitation of an offer to acquire, securities in any jurisdiction, including in Australia, Canada, Japan, New Zealand, South Africa, Switzerland or the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States").

For immediate release

13 March 2015



## **Revolution Bars Group plc**

## Announcement of Offer Price

Following its announcement on 17 February 2015 of its intention to proceed with an initial public offering ("IPO" or "Offer") and its announcements on 27 February 2015 of the expected price range and publication of the Prospectus, Revolution Bars Group plc announces the pricing of its IPO.

- The Offer price has been set at 200 pence per Share (the "Offer Price")
- Based on the Offer Price, Revolution Bars Group's total market capitalisation at the commencement of conditional dealings will be £100 million
- The Offer comprises 42,984,234 Shares, representing 86.0% of Revolution Bars Group's 50,000,000 Shares
- Immediately following Admission, Caspian Bidco Limited (the "Selling Shareholder") will hold 4,999,999 Shares, representing approximately 10.0% of the voting rights, and certain members of the Company's senior management team will (together) hold 2,015,767 Shares, representing approximately 4.0% of the voting rights, attached to the issued share capital of the Company
- The Offer will raise total gross proceeds of £86.0 million for the Selling Shareholder
- No new Shares will be issued in the Offer and no proceeds of the Offer will be received by the Company
- Conditional dealings in the Shares will commence on the London Stock Exchange at 8.00 am today

- Admission to the premium listing segment of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange, and the commencement of unconditional dealings, are each expected to take place at 8.00 am on 18 March 2015 under the ticker "RBG" (ISIN: GB00BVDPPV41)
- The Pricing Statement relating to the Offer is available free of charge at Revolution Bars Group's registered office (21 Old Street, Ashton-under-Lyne, Tameside, OL6 6LA). In addition, the Pricing Statement will (subject to certain restrictions) be published on Revolution Bars Group's website at www.revolutionbarsgroup.com

Mark McQuater, Chief Executive Officer, said:

"We are excited to begin this next stage of Revolution Bars Group's development. On behalf of the Board, I would like to thank all of our employees, customers and investors for their commitment to the Group. With their support, we believe we are ideally placed to proceed with our growth strategy and roll-out plans for Revolution and Revolución de Cuba."

### **ENQUIRIES**

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#### Forward looking statements

This announcement contains statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "plans", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may, and often do, differ materially from actual results. All statements other than statements of historical facts included in this announcement are forward-looking statements. They appear in a number of places throughout this announcement and include statements regarding the directors of the Company ("Directors"), the Company's or the Group's intentions, beliefs or current expectations concerning, among other things, the Group's operating results, financial condition, prospects, growth, expansion plans, strategies, the industry in which the Group operates and the general economic outlook in the market in which the Group operates. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance.

Each of the Company, the Selling Shareholder, Numis Securities Limited ("Numis") and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement, whether as a result of new information, future developments or otherwise. No statement in this announcement is intended as a profit forecast or profit estimate.

Forward-looking statements are not guarantees of future performance and no assurance can be or is given that such future results will be achieved. The Company's and the Group's actual results of operations, financial condition, dividend policy and the development of its financing strategies may differ materially from the impression created by the forward-looking statements contained in this announcement. In addition, even if the results of operations, financial condition and dividend policy of the Company, and the development of its financing strategies, are consistent with the forward-looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur.

Consequently, none of the Company, the Directors, the Selling Shareholder, Numis nor any of their respective affiliates can give any assurances regarding the accuracy of the opinions set out in this announcement or the actual occurrence of any predicted developments.

Subject to their legal and regulatory obligations, the Company, the Directors, the Selling Shareholder, Numis and their respective affiliates expressly disclaim any obligations to update or revise any forward-looking statement contained in this announcement, whether as a result of new information, future developments or otherwise. No statement in this announcement is intended as a profit forecast or profit estimate. All subsequent forward-looking statements that can be attributed either to the Company or the Selling Shareholder, or to individuals acting on behalf of either of them, are expressly qualified in their entirety by this paragraph.

## Important notice

The contents of this announcement, which has been prepared by and is the sole responsibility of the Company, have been approved by Numis solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended).

This announcement is an advertisement for the purposes of the UK Prospectus Rules of the FCA and not a prospectus. Any purchase of Shares in the proposed Offer should be made solely on the basis of information contained in the Prospectus issued by the Company in connection with the Offer and Admission. Before purchasing or agreeing to purchase any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks set out in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its completeness, accuracy or fairness.

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The Shares referred to herein have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act") or under the laws or regulations of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred or delivered, directly

or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with the applicable securities laws of any such state or other jurisdiction. The Shares are being offered and sold only in offshore transactions outside the United States to persons that are not, nor are acting for the account or benefit of, 'US Persons' as defined in, and in reliance on, Regulation S under the Securities Act. The Offer and the sale of Shares referred to herein has not been and will not be registered under the applicable securities laws of Australia, Canada, Japan, New Zealand, South Africa or Switzerland. Subject to certain exceptions, the Shares may not be offered or sold within Australia, Canada, Japan, New Zealand, South Africa, Switzerland or the United States. There will be no public offer of the Shares in Australia, Canada, Japan, New Zealand, South Africa, Switzerland, New Zealand, or the United States.

This announcement is only addressed to and directed at persons in member states of the European Economic Area ("EEA") who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC), as amended ("Qualified Investors"). In addition, in the United Kingdom, this announcement is addressed and directed only at Qualified Investors who (i) are persons who 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 (the "Order"), (ii) are persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, and (iii) are persons to whom it may otherwise be lawful to communicate it (all such persons being referred to as "relevant persons"). Any investment or investment activity to which this announcement relates is available only to relevant persons in the United Kingdom, and will be engaged in only with such persons. Other persons should not rely or act upon this announcement or any of its contents.

Any purchase of Shares in the proposed Offer or other securities should be made solely on the basis of the information contained in the Prospectus published by the Company in connection with the Offer. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change. However, the Company does not undertake to provide the recipient of this announcement with any additional information, or to update this announcement or to correct any inaccuracies, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Company to proceed with the Offer or any transaction or arrangement referred to herein. This announcement has not been approved by any competent regulatory authority.

Numis, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and no one else in connection with the Offer and will not regard any other person as its client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for giving advice in relation to the Offer or the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offer, Numis or any of its affiliates, acting as investors for their own accounts, may purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Group or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus to the Shares being offered, acquired, placed or otherwise dealt in should be read as including any offer to, acquisition, placing or dealing by, Numis or any of its affiliates acting as investors for their own accounts. Numis or any of its affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of Numis nor any of its subsidiary undertakings, affiliates or any of its or their directors, officers, employees, advisers, agents or any other person accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

The IPO timetable, including the date of Admission, may be influenced by a range of circumstances such as market conditions. There is no guarantee that Admission will occur and you should not base

your financial decisions on the Company's intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all or part of the amount invested. Persons considering making such an investment should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offer. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Offer cannot be relied upon as a guide to future performance. Potential investors should consult a professional adviser as to the suitability of the Offer for the person concerned.

Certain figures contained in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly with the total figure given.