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**7 May 2019**

**Bonmarché Holdings plc**  
(“Bonmarché” or the “Group”)

**Posting of Response Circular recommending that Bonmarché shareholders reject the Offer by Spectre Holdings Limited**

On 2 April 2019, Spectre Holdings Limited (“**Spectre**”), an entity wholly-owned by Mr. Philip Day, announced that it had unconditionally agreed to acquire 26,213,390 ordinary shares of 1 pence each in the capital of Bonmarché (“**Bonmarché Shares**”) from BM Holdings S.A.R.L. (an affiliate of Sun European Partners, LLP) at a price of 11.445 pence per Bonmarché Share (the “**Acquisition**”). The Acquisition completed on 2 April 2019, as a result of which, Spectre now holds 52.4 per cent. of Bonmarché Shares carrying voting rights.

Rule 9 of the City Code on Takeovers and Mergers requires that where any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company, such person is required to make a mandatory cash offer for the entire issued share capital not already owned by that person and persons acting in concert with him.

Accordingly, on 2 April 2019, Spectre announced a mandatory cash offer to acquire all of the Bonmarché Shares not already held by Spectre (the “**Offer**”). Since Spectre holds more than 50 per cent. of the existing issued share capital of Bonmarché, the Offer is wholly unconditional. Details of the Offer were set out in the offer document sent to Bonmarché shareholders on 25 April 2019 (the “**Offer Document**”).

Bonmarché is today sending a circular to its shareholders in response to the Offer made by Spectre (the “**Response Circular**”).

The Bonmarché Directors consider that the Offer materially undervalues Bonmarché and its prospects and, as such, the Bonmarché Directors, who have been so advised by Investec Bank plc as to the financial terms of the Offer, unanimously recommend that Bonmarché Shareholders reject the Offer. The Response Circular sets out the valuation and other considerations taken into account by the Bonmarché Directors in reaching their conclusion that Bonmarché shareholders should reject the Offer.

Furthermore, as referred to in Bonmarché’s announcement on 12 April 2019, prior to the announcement of the Offer, the Board was reviewing a number of cost reduction actions which have begun to be implemented. It is the expectation of the Bonmarché Directors that the delivery of this cost reduction programme should result in the improved operational and financial performance of the business. Accordingly, the Bonmarché Directors consider that, whilst being both immediate and certain, the cash value of the Offer is unattractive when compared to the shareholder value that the Bonmarché Directors aim to create in the medium term.

Accordingly, the Bonmarché Directors unanimously recommend that you should take no action in relation to the Offer and that you should not sign any document which Spectre or its advisers send to you.

**For further information regarding Bonmarché, please call:**

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A copy of this announcement will be available at [www.bonmarcheplc.co.uk](http://www.bonmarcheplc.co.uk). The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

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**Disclosure requirements of the Takeover Code (the “Code”)**

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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% 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.

#### **Rule 26.1 disclosure**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at [www.bonmarcheplc.co.uk](http://www.bonmarcheplc.co.uk) by no later than 12 noon (London time) on the Business Day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.