

**THIS PRESS RELEASE CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“UK MAR”).**

**THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY, AND DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY SECURITIES OF MARKET BIDCO FINCO PLC. THIS PRESS RELEASE IS NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR ANY JURISDICTION IN WHICH THE PUBLICATION, DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS PRESS RELEASE.**

**Wm Morrison Supermarkets Limited Announces Pricing by Market Bidco Finco Plc of €545 Million EUR Senior Secured Notes**

**London, United Kingdom, May 30, 2022** – Wm Morrison Supermarkets Limited (the “Company”) announced today the pricing by Market Bidco Finco Plc (the “Senior Secured Notes Issuer”), a wholly owned subsidiary of the Company’s indirect parent, Market Holdco 3 Limited (“Parent”), of the Senior Secured Notes Issuer’s €545,000,000 aggregate principal amount of its 4.750% Senior Secured Notes due 2027 (the “EUR Senior Secured Notes”). The closing of the offering is expected to occur on June 8, 2022, subject to customary closing conditions. The principal indirect beneficial owners of the Senior Secured Notes Issuer are funds managed or advised by Clayton, Dubilier & Rice, LLC (“CD&R”).

The Senior Secured Notes Issuer intends to use the proceeds from the offering to repay a portion of the loans outstanding under the senior secured bridge loan facility drawn upon by Market Bidco Limited (“Bidco”), a wholly-owned subsidiary of Parent, in connection with the financing of Bidco’s acquisition of the entire share capital of the Company effected by means of the Scheme of Arrangement under Part 26 of the Companies Act 2006, dated September 25, 2021, which became effective on October 27, 2021.

Application will be made for the EUR Senior Secured Notes to be listed on the Official List of The International Stock Exchange (the “Exchange”) and to trade the EUR Senior Secured Notes on the Exchange market thereof.

For further information please contact:

Rebecca Jones, Head of Finance – Investor Relations, 07581 151 837

Richard Nichols, Finance Director – Tax and Treasury, 07964 109 866

**Important Notice**

This press release is released by the Company and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of UK MAR, encompassing information relating to the offering described above. For the purposes of UK MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, this press release is made by Jonathan Burke, Company Secretary of the Company.

This press release is not an offer to sell or purchase, or a solicitation of an offer to sell or purchase the EUR Senior Secured Notes, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful.

The EUR Senior Secured Notes are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and outside the United States only to non-U.S. investors pursuant to Regulation S under the Securities Act. The EUR Senior Secured Notes have not been and will not be registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

In member states of the European Economic Area (the "**EEA**"), this press release and any offer of the securities referred to herein in any member state of the EEA (each, a "**Member State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in a Member State of EUR Senior Secured Notes which are the subject of the offering contemplated may only do so in circumstances in which no obligation arises for the Senior Secured Notes Issuer or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Senior Secured Notes Issuer nor the initial purchasers have authorised, nor do they authorise, the making of any offer of EUR Senior Secured Notes in circumstances in which an obligation arises for the Senior Secured Notes Issuer or the initial purchasers to publish a prospectus for such offer. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

In the United Kingdom (the "**UK**"), this press release and any offer of the securities referred to herein in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in the UK of EUR Senior Secured Notes which are the subject of the offering contemplated may only do so in circumstances in which no obligation arises for the Senior Secured Notes Issuer or any of the initial purchasers to publish a prospectus pursuant to article 3 of the UK Prospectus Regulation, in each case, in relation to such offer. Neither the Senior Secured Notes Issuer nor the initial purchasers have authorised, nor do they authorise, the making of any offer of EUR Senior Secured Notes in circumstances in which an obligation arises for the Senior Secured Notes Issuer or the initial purchasers to publish a prospectus for such offer. The expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.

This press release does not constitute an invitation or inducement to engage in investment activity within the meaning of the UK Financial Services and Markets Act 2000 (the "**FSMA**"). This document is only being distributed to and is only directed at: (i) persons who are outside the UK; (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (iii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth entities, unincorporated associations, etc.); or (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**relevant persons**"). The EUR Senior Secured Notes are available only to, and any invitation or offer may be directed at, or any agreement to subscribe for, purchase or otherwise acquire, any securities will be engaged in only with, in the UK, relevant persons and, in any other jurisdiction, persons to

whom it can lawfully be communicated and who may lawfully engage in such investment activity. Any person in the UK who is not a relevant person should not act or rely on this press release or any of its contents.

MiFIR professionals / ECPs only / No PRIIPs / UK PRIIPs KID - Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs regulation key information document (KID) has been prepared as the EUR Senior Secured Notes are not available to retail investors in the EEA or the UK.

### **Forward-looking statements**

Certain statements in this press release are forward-looking. Where the press release includes forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this report. Such statements are based on current expectations and are subject to a number of risks and uncertainties, including both economic and business risk factors that could cause actual events or results to differ materially from any expected future events or results referred to in these forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standards, the Senior Secured Notes Issuer undertakes no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.