

EG Global Finance plc

**EG Global Finance plc Announces Required Consents Received in its Consent Solicitation
Relating to its**

3.625% Senior Secured Notes due 2024

Regulation S Notes: Common Code 199291866, ISIN XS1992918661

Rule 144A Notes: Common Code 199291904, ISIN XS1992919040

4.375% Senior Secured Notes due 2025

Regulation S Notes: Common Code 199208799, ISIN XS1992087996

Rule 144A Notes: Common Code 199208837, ISIN XS1992088374

6.750% Senior Secured Notes due 2025

Regulation S Notes: CUSIP G4003HAA2, ISIN USG4003HAA26

Rule 144A Notes: CUSIP 28228PAA9, ISIN US28228PAA93

(together, the “Existing Notes”)

6.25% Senior Secured Notes due 2025

Regulation S Notes: Common Code 206563320, ISIN XS2065633203

Rule 144A Notes: Common Code 206563338, ISIN XS2065633385

8.50% Senior Secured Notes due 2025

Regulation S Notes: CUSIP G4003HAE4, ISIN USG4003HAE48

Rule 144A Notes: CUSIP 28228PAB7, ISIN US28228PAB76

(together, the “Subsequent Notes” and, together with the Existing Notes, the “Notes”)

Blackburn, United Kingdom — March 10, 2021 — EG Global Finance plc (the “Issuer”) today announced that the solicitation (the “Solicitation”) of consents (with respect to each applicable series of Notes, the “Consents”) from holders of the Notes (with respect to each applicable series of Notes, the “Holder”) has been successful, and that on March 10, 2021, the Issuer obtained the required consents necessary to approve certain amendments and waivers to certain provisions contained in the indenture dated May 13, 2019 relating to the Existing Notes (as amended or supplemented from time to time, the “Existing Indenture”) between, among others, the Issuer and U.S. Bank Trustees Limited (the “Existing Notes Trustee”) and that on March 9, 2021, the Issuer obtained the required consents necessary to approve certain amendments and waivers to certain provisions contained in the indenture dated October 21, 2019 relating to the Subsequent Notes (as amended or supplemented from time to time, the “Subsequent Indenture” and, together with the Existing Indenture, the “Indentures” and each, an “Indenture” with respect to the applicable series of Notes) between, among others, the Issuer and Deutsche Trustee Company Limited (the “Subsequent Notes Trustee” and, together with the Existing Notes Trustee, the “Trustees”) to (A) defer publication and delivery to the Trustees of the 2020 audited financial statements of EG Group Limited (the “Parent” and, together with the Issuer and its consolidated subsidiaries, “EG Group”) which, pursuant to Section 4.02(a)(1) of each Indenture, is required to be delivered within 120 days after the end of the fiscal year ended December 31, 2020 (the “2020 Audited Financial Statements”), to no later than September 30, 2021 (the “2020 Audited Financial Statements Deferral Amendment”), (B) defer delivery to the Trustees of the compliance certificate of the Issuer, which, pursuant to Section 4.03(a) of each Indenture, is required to be delivered within 120 days after the end of the fiscal year ended December 31, 2020, to no later than September 30, 2021 (the “Compliance Certificate Deferral Amendment”), (C) waive any Defaults or Events of Default (as defined in each Indenture) under each Indenture arising as a result of not publishing and delivering to the Existing Notes Trustee and the Subsequent Notes Trustee the 2020 Audited Financial Statements and not delivering to Existing Notes Trustee and Subsequent Notes Trustee the compliance certificate within 120 days after the end of the fiscal year ended December 31, 2020 (provided that the 2020 Audited Financial Statements and the compliance certificate are published and delivered to each Trustee no later than September 30, 2021) (the “Proposed Waivers”) and (D) make any ancillary amendments to each Indenture required to effect the 2020 Audited Financial Statements Deferral Amendment, Compliance Certificate Deferral Amendment and the Proposed Waivers (the foregoing clauses (A), (B), (C) and this clause (D), collectively, the “Proposed Amendments and Waivers”), as set forth in each of the Issuer’s two consent solicitation statements, one in respect of the Existing Notes and the other in respect of the Subsequent Notes, each dated as of February 25, 2021 (the “Consent Solicitation Statements”).

The Proposed Amendments and Waivers became effective and operative as of March 10, 2021 upon receipt of the required Consents and the execution of a supplemental indenture to the Existing Indenture containing the Proposed Amendments and Waivers and the execution of a supplemental indenture to the Subsequent Indenture containing the Proposed Amendments and Waivers. All Holders are bound by the supplemental indenture to the applicable Indenture, including those that did not give their consent.

The Solicitation was undertaken to solicit Consents from holders of the Notes to permit EG Group to deliver its 2020 audited financial statements and compliance certificate no later than September 30, 2021, as opposed to 120 days after the fiscal year ended December 31, 2020 (such date being April 30, 2020). EG Group has received a similar waiver from the requisite majority lenders permitting the delayed delivery of its 2020 annual financial statements and compliance certificates under its existing senior facilities agreement and existing second lien facilities agreement.

This announcement is for information purposes only and does not constitute an offer to purchase Notes, a solicitation of an offer to sell Notes or a solicitation of consents of Holders and shall not be deemed to be an offer to purchase, a solicitation of an offer to sell or a solicitation of consents with respect to any securities of the Issuer or its affiliates. None of the Issuer, the Parent, Barclays Bank plc as solicitation agent, the Trustees, Lucid Issuer Services Limited as the information and tabulation agent or any other person makes any recommendation as to whether or not Holders should deliver Consents. Each Holder must make its own decision as to whether or not to deliver Consents.

About EG Group

Founded in 2001 by the Issa Family, United Kingdom based EG Group is a major convenience retailer who has established partnerships with global brands. The business has an established pedigree of delivering world class fuel, grocery & merchandise and foodservice offer.

EG Group currently employs in excess of 44,000 colleagues working in more than 6,000 sites across Europe, USA and Australia.

Zuber Issa CBE and Mohsin Issa CBE, Founders and co-CEOs, EG Group, were recently honoured in the Queen's Birthday Honours List 2020, for their contribution to business and charity. They were also jointly named the 2018 EY Entrepreneur of the Year in the UK.

Forward-Looking Statements

This release may contain forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts included in this release including, without limitation, statements regarding EG Group's future financial position, risks and uncertainties related to its business, strategy, capital expenditures, projected costs and EG Group's plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as "believe," "expect," "anticipate," "may," "assume," "plan," "intend," "will," "should," "estimate," "risk," and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. EG Group does not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Cautionary Statement

Under no circumstances shall the Consent Solicitation Statements constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The Solicitation shall not be considered an "offer of securities to the public," or give rise to or require a prospectus in a European Economic Area member state or in the United Kingdom pursuant to Regulation (EU) 2017/1129 (as amended or superseded).

The 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 have, in its sole discretion and in compliance with any applicable laws, taken such actions as it may have deemed necessary to solicit consents in any jurisdiction and may have extended the consent solicitation to, and solicited consents from, persons in such jurisdiction.

The communication of the Consent Solicitation Statements and any other documents or materials relating to the Consents were not made, and such documents and/or materials were not approved, by an authorised person for

the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the Consent Solicitation Statements were 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 43 of the Order; (c) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order; (d) are 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 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 Consent Solicitation Statements were 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 the Consent Solicitation Statements relate was available only to relevant persons and was engaged in only with relevant persons.

The making of the consent solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Consent Solicitation Statements come must inform themselves about and observe these restrictions.

This release and the information contained herein are for information purposes only and do not constitute a prospectus or an offer to sell, or a solicitation of an offer to buy or subscribe for, any securities in the United States of America or in any other jurisdiction.

This release contains information that prior to its disclosure may have constituted inside information under Article 7 of Regulation (EU) No 596/2014.

For further information, please contact:

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