



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as regards the contents of this email, you should seek financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in National Milk Records plc, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in National Milk Records plc, you should retain this document and consult the bank, stockbroker or other agent through whom the sale was effected. However, this document should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.**

6 June 2023

*We are required by the City Code on Takeovers and Mergers (the "Takeover Code") to make this communication and the announcement it refers to, available to you*

**To: Shareholders in National Milk Records plc ("NMR"), holders of options over NMR shares and persons with information rights**

Dear Shareholder,

### **PROPOSED ACQUISITION OF NMR BY ASSOCIATED BRITISH FOODS PLC ("ABF")**

Earlier today, the boards of directors of NMR and ABF announced that they had reached agreement on the terms of a recommended cash offer to be made by AB Agri Limited an indirect subsidiary of ABF, for all of the issued and to be issued ordinary share capital of NMR (the "**Proposed Acquisition**") to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006.

#### **Rule 2.11 of the City Code on Takeovers and Mergers**

In accordance with Rule 2.11(b) of the Takeover Code, please find enclosed a copy of the [announcement](#) setting out the terms of the Proposed Acquisition released to the Regulatory Information Service of the London Stock Exchange on 6 June 2023 (the "**Announcement**"). A copy of this letter and the Announcement can also be found on NMR's website at <https://www.nmr.co.uk/investors/offer-for-nmr>.

For the avoidance of doubt, the content of NMR's website is not incorporated into, and does not form part of, this email. This email is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

The formal offer documentation providing further information about the Proposed Acquisition will be sent to you in due course, subject to the restrictions on distribution described in the Announcement. Shareholders need take no action at this time.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from NMR may be provided to ABF during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

We would also like to remind all persons with a direct or indirect interest of 1% or more in the relevant securities of NMR of their disclosure obligations under Rule 8 of the Takeover Code (as further referred to below). If a 1% disclosure requirement is triggered, then under Rule 8 you must disclose the interest you hold in all relevant securities.

Yours faithfully,



Finance Director  
**National Milk Records plc**

### **The Takeover Code**

NMR is subject to the Takeover Code. Details of the Takeover Code can be found on the Takeover Panel's website at: [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk). This email is being sent in accordance with Rule 2.11 of the Takeover Code.

### **Responsibility statement**

*The directors of NMR accept responsibility for the information contained in this email (including any expressions of opinion) and, to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information in this email is in accordance with the facts and does not omit anything likely to affect the import of the information.*

### **Disclosure requirements of the Takeover Code**

*Under Rule 8.3(a) of the Takeover 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 Takeover 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.*

**Hard copy available**

*You may request a copy of the letter, the Announcement and any information incorporated into it by reference to another source, in hard copy form and may also request that all future documents, announcements and information sent to you in relation to the Proposed Acquisition should be in hard copy form.*

*Any request should be sent to Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU or by calling Equiniti on +44 (0)371 384 2050. 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. Lines are open 8.30 am – 5.30 pm (London time), Monday to Friday (excluding public holidays in England and Wales).*

*A hard copy of any document, announcement or information relating to the Proposed Acquisition will not be sent to you, unless so requested.*