

**ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES (“AIM RULES”)**

COMPANY NAME:

Mothercare plc

COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :

Westside 1, London Road, Hemel Hempstead, United Kingdom, HP3 9TD

COUNTRY OF INCORPORATION:

England and Wales

COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:

[www.mothercareplc.com](http://www.mothercareplc.com)

COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:

Mothercare is the owner of the global specialist brand that designs, sources and supplies products across clothing, equipment and other products for parents and young children around the world. Mothercare operates stores and websites through a network of global franchise partners, who operate over 1,000 stores across the UK and some 40 other countries around the world.

The Mothercare brand is available in approximately 222 stores in Europe (excluding the UK), 206 stores in the Middle East and 363 stores in Asia. In addition, Mothercare branded clothing is available in 400 Boots stores across the UK and Ireland with home and travel products (including pushchairs and car seats) available in larger Boots stores, as well as online at [www.boots.com](http://www.boots.com).

Although Mothercare’s heritage organisations have been listed since the 1970s, Mothercare today is the PLC entity that has been listed since 1986 and the operations have been in existence in the Group through this period, albeit the business has restructured – closing or disposing of various of its retail operations in the UK – in more recent times.

DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

Number of ordinary shares of 1 pence each in nominal value ("Ordinary Shares") for which Admission will be sought: 374,192,494 shares at Admission with a further 189,644,132 shares to be admitted upon the CULS conversion as set out in the Circular to shareholder dated 25 January 2021.

Number of Ordinary Shares to be block listed on Admission: 23,356,329 shares

There are no restrictions as to the transferability of the Ordinary Shares.

No Ordinary Shares are currently held, or will be held, in treasury on Admission.

All Ordinary Shares in the capital of the Company are created under the Companies Act

2006, registered and may be held in either certificated or uncertificated form.

**CAPITAL TO BE RAISED ON ADMISSION (AND/OR SECONDARY OFFERING) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:**

No capital to be raised on Admission, although we note the proposed conversion of certain shareholder loans subsequent to Admission as set out in the Circular to shareholders dated 25 January 2021.

Anticipated market capitalisation on Admission: c.£45 million (based on the closing mid-market price on 9 February 2021, market capitalisation on Admission will depend on the prevailing mid-market share price of the Company immediately prior to Admission).

**PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:**

53.3%

**DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM SECURITIES (OR OTHER SECURITIES OF THE COMPANY) ARE OR WILL BE ADMITTED OR TRADED:**

N/A

**FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):**

Clive Whiley (Non-Executive Chairman)  
Andrew Cook (Chief Financial Officer)  
Brian Small (Non-Executive Director)  
Gillian Kent (Non-Executive Director)  
Mark Newton-Jones (Non-Executive Director)

**FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):**

As far as the Company is aware, the below list is of significant shareholders as at 9 February 2021 and their respective interests in the Company's share capital both at Admission and upon completion of the CULS conversion:

Name	Holding at Admission	% interest at Admission	*Holding post the CULS conversion <sup>(1)</sup>	*% Interest post the CULS conversion <sup>(1)</sup>
Richard Griffiths and associated undertakings	77,624,573	20.74	187,332,272	33.22
M&G plc	71,260,935	19.04	71,260,935	12.64
Lombard Odier Asset Management (Europe) Limited	53,108,113	14.19	103,273,281	18.32
Jupiter Asset Management	29,931,986	8.00	29,931,986	5.31
UBS Asset Management	29,070,633	7.77	29,070,633	5.16

DC Thomson Pensions	27,169,375	7.26	56,940,640	10.10
(1) Assuming full conversion of all Shareholder Loans as set out in the Circular to shareholders dated 25 January 2021.				
NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:				
Bird & Bird LLP Black & Callow Limited Hogan Lovells International LLP Kirkland & Ellis LLP PricewaterhouseCoopers LLP Simmons & Simmons LLP				
(i) ANTICIPATED ACCOUNTING REFERENCE DATE (ii) DATE TO WHICH THE <u>MAIN FINANCIAL INFORMATION</u> IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information) (iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:				
(i) 27 March (ii) N/A (iii) By 27 September 2021 (annual results for the 52 weeks ending 27 March 2021); By 9 January 2022 (interim results for the 28 weeks ending 9 October 2021); and By 26 September 2022 (annual results for the 52 weeks ending 26 March 2022).				
EXPECTED ADMISSION DATE:				
12 March 2021				
NAME AND ADDRESS OF NOMINATED ADVISER:				
Numis Securities Limited The London Stock Exchange Building 10 Paternoster Square London EC4M 7LT				
NAME AND ADDRESS OF BROKER:				
Numis Securities Limited - The London Stock Exchange Building 10 Paternoster Square London EC4M 7LT  and  finnCap Ltd. - One Bartholomew Close London EC1A 7BL				
OTHER THAN IN THE CASE OF A <u>QUOTED APPLICANT</u> , DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:				
N/A – Quoted applicant				
THE CORPORATE GOVERNANCE CODE THE APPLICANT HAS DECIDED TO APPLY				
The Quoted Company Alliance Code				
DATE OF NOTIFICATION:				
11 February 2021				

<b>NEW/ UPDATE:</b>
New
<b>QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:</b>
<b>THE NAME OF THE <u>AIM DESIGNATED MARKET</u> UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:</b>
Premium listing segment of the Official List, trading on the London Stock Exchange's main market for listed securities
<b>THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:</b>
8 January 1986
<b>CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET OR <u>DETAILS OF WHERE THERE HAS BEEN ANY BREACH:</u></b>
The Company confirms, following due and careful enquiry, that it has adhered to all legal and regulatory requirements applicable to companies whose securities are admitted to listing on the FCA's Official List and to trading on the London Stock Exchange's main market for listed securities.
<b>AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:</b>
<a href="http://www.mothercareplc.com">www.mothercareplc.com</a>
<b>DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING STRATEGY:</b>
<p>Going forwards the Group's revenue principally derives from royalties payable on global Franchise Partners retail sales, operating through over 1,000 stores, present in the UK and some 40 other countries around the world.</p> <p>Mothercare is the owner of the global specialist brand that designs, sources and supplies products across clothing, equipment and other products for parents and young children around the world. The Group's revenue principally derives from royalties payable on global Franchise Partners retail sales, operating through over 1,000 stores, present in the UK and some 40 other countries around the world.</p> <p>We outlined a new asset light way of working with partners in our transformation plan update in March 2020 and this has continued to be developed with key Franchise Partners now operating on a revised model in which manufacturing partners invoice and are paid directly by the Franchise Partners for products. For these sales the creditors and stock will not be recognised by the Group and whilst the associated revenue will also be excluded there will be no impact on the margin earned, which will still be charged to the Franchise Partner. The responsibility for design, quality control and choice of manufacturing partner for these products remains with the Group.</p> <p>Moving forward, through implementing the new operating model, together with changes in the associated cost structures and having addressed legacy issues, the steady state operation of our retail franchise operations in more normal circumstances could return to operating profits of £15 million. This reduction in future overheads will also support improving cash generation for the business. The facts remain compelling: we estimate that there are at least 30 million babies born every year in the world, into markets addressable by the Mothercare brand, yet only 700,000 in aggregate in the UK. Hence whilst the UK is</p>

important for our brand heritage, especially with product now in selected Boots stores and online, it is certainly not the singular growth engine for the Group. Of the top 10 markets in the world, by wealth and birth rate, we are only represented in 3 of them today.

Completion of the transformation process signposts the route to Mothercare becoming a simplified, profitable, and cash generative business, representing a sea-change in our prospects from the perilous position reached just over a year ago. These are exciting times as we enter into new arrangements with our Franchise Partners designed to build the scale, scope and stature of our brand. Without the distractions of the last three years on the business, we can accelerate the growth of our franchise base to address large and attractive markets where we currently have no presence. The Board believes that the Group is on track to fulfil its promise and return to being a profitable and sustainable business.

**A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:**

Save as disclosed in the updates on the Group's trading, outlook and financial position contained in the (i) Company's Transformation Plan Update on 22 June 2020, (ii) Further Transformation Plan Update on 22 August 2020, (iii) the FY20 Final Results announcement of 25 September 2020, (iv) the half year results issued on 26 November 2020, (v) the Delisting and Notice of GM announcement of 25 January 2021 and (vi) this announcement there has been no significant change in the financial or trading position of Mothercare since 28 March 2020, being the end of the last financial period for which audited financial statements have been published.

**A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OR ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:**

The Directors have no reason to believe that the working capital available to the Company or the Group will be insufficient for at least 12 months from the date of its Admission.

**DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:**

N/A

**A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:**

Settlement will continue to be through the CREST system for dealings in ordinary shares held in uncertificated form. Ordinary shares can also be dealt with in certificated form.

**A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:**

[www.mothercareplc.com](http://www.mothercareplc.com)

**INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:**

Information is contained within the Appendix to this Schedule One announcement, available on the Company's website at [www.mothercareplc.com](http://www.mothercareplc.com).

**A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL**

REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THEN NINE MONTHS PRIOR TO ADMISSION AND INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS PERMISSIBLE UNDER AIM RULE 19:

<http://www.mothercareplc.com>

THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TREASURY:

As at the date of this Schedule One announcement, there are no ordinary shares held in treasury.