



Paris, 28<sup>th</sup> February 2019

## **MBWS has obtained the authorization of the Anti-Trust Authority for the business combination with COFEPP**

### **Availability of the prospectus on the project of business combination with COFEPP**

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#### MBWS has obtained the authorization of the Anti-Trust Authority for the business combination with COFEPP

Marie Brizard Wine & Spirits (Euronext: MBWS) today announced that it has obtained the authorization of the Anti-Trust Authority of France regarding the project of business combination with *Compagnie Financière de Prises de Participations* ("**COFEPP**"), which consists of (i) a capital increase reserved to COFEPP for a total amount of €37.712m (issue premium included), at a subscription price of €4 per share (issue premium included) and (ii) an allocation of free stock warrants to all shareholders (the "**Principal Option**").

Under the terms of this authorization, COFEPP has agreed to sell the following to an independent third party:

- The business linked to the Porto Pitters brand in France and internationally; and
- The business linked to the Tiscas tequila brand only in France, or in France and internationally depending on how the commitment is executed.

It is specified that the impact on the Company will not be significant, it being understood that the Porto Pitters brand is owned by MBWS but accounts for only 0.4% of the Company's 2018 net sales, and that the Tiscas tequila brand is owned by COFEPP group.

All of the conditions to which the Principal Option was subject have now been met.

#### Availability of the prospectus regarding the project of business combination with COFEPP

With regard to the implementation of the Principal Option, the Company also announced the availability of the prospectus regarding:

- The admission to trading on the regulated market of Euronext Paris of 9,428,000 new shares issued at a unit price of €4 as part of a capital increase without preferential subscription rights for the benefit of COFEPP, for a total amount of €37.712m euros, issue premium included (the "**Reserved Capital Increase**");



- The issuance and admission to trading on the regulated market of Euronext Paris of 37,762,312 stock warrants, to be exercised during 1 month (the « **Short Term Stock Warrants** ») and to be allocated for free to shareholders (including the shares held by COFEPP after the abovementioned reserved capital increase), potentially leading to the issue of 16,418,396 new shares at a price of €3 per share (issue premium included) ;
- The issuance and admission to trading on the regulated market of Euronext Paris of 37,762,312 stock warrants, to be exercised within a 42-month period (the « **Long Term Stock Warrants** » ) and to be allocated free of charge to shareholders (including the shares held by COFEPP after the abovementioned reserved capital increase), potentially leading to the issue of 16,418,396 new shares at a price of €3 per share (issue premium included); and
- Admission to trading on the regulated market of Euronext Paris of 32,836,792 new shares from the exercise of the Short Term Stock Warrants and the Long Term Stock Warrants.

The French Financial Markets Authority (« **AMF** ») has affixed visa n°19-066 on 28 February 2019 to this prospectus (the « **Prospectus** »).

The Prospectus consists of:

- (i) The Company's Registration Document, filed with the AMF on 10 January 2019 under the number D.19-0010 (the « **Registration Document** »);
- (ii) The Securities Note (the « **Securities Note** »); and
- (iii) The Prospectus summary (included in the Securities Note).

Copies of the Prospectus are available, free of charge, at the Company's corporate headquarters, as well as on the Company's website (<http://fr.mbws.com>) and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)). Investors are advised to carefully read the risk factors outlined in point 2.3 of the Management Report contained in the Company's Registration Document, and Chapter 2 of the Securities Note.

In line with the indicative timeframe mentioned in section 5.1.3 of the Securities Note, (i) the completion of the Reserved Capital Increase is expected to take place on 1<sup>st</sup> March 2019, and (ii) the allocation of Short Term Stock Warrants and Long Term Stock Warrants is expected to take place on 29<sup>th</sup> March 2019, for the benefit of the Company's shareholders registered in the Company's record as of 28<sup>th</sup> March 2019. It is expected that (i) the new shares issued in the context of the Reserved Capital Increase will be admitted to trading on the regulated market of Euronext Paris on 5<sup>th</sup> March 2019 and (ii) the exercise period for the Short Term Stock Warrants and the Long Term Warrants will begin on 29<sup>th</sup> March 2019, following the publication of the Company's strategic plan, which is scheduled on 25<sup>th</sup> March 2019.

As previously announced, COFEPP has made a commitment to (i) exercise its Stock Warrants at a level of at least €15m overall (which will be completed via the Short Term Stock Warrants), at the very latest on the first trading day of the Short Term Stock Warrant exercise period, with the understanding that this commitment will be postponed in the event of negative windows or insider information and (ii) not exercise more than 30% of the Stock Warrants issued as part of the Principal Option.



An additional securities note will be submitted for approval (*visa*) to the AMF on 25<sup>th</sup> March 2019 in order to include in the Prospectus the elements of the abovementioned strategic plan.

#### Update to the FY 2018 estimates, as announced on 25<sup>th</sup> January 2019

Estimated FY 2018 EBITDA remains at -€28m. This estimate has been established following a similar process to the one usually applied for the establishment of the consolidated financial statements of the MBWS Group. The auditors have issued a report on this estimate, available in the appendix of the Securities Note.

Additionally, the Company is not in a position to definitively confirm its estimated net loss for FY 2018 (as published on January 25<sup>th</sup> of this year, in a range of -€60m to -€65m), due to the fact that the likely effects of the business combination with COFEPP on impairment tests and the new strategic plan currently being developed cannot be estimated at this point. Nevertheless, the Company confirms that the rest of the information communicated in advance of the General meeting held on 31<sup>st</sup> January 2019, and specifically the elements leading to the summary of the report of the analysis being carried out by the independent expert Ledouble, is maintained.

#### Implementation of the COFEPP Reserved Capital Increase

During the meeting held today, the Board of Directors took the decision to implement the delegation of authority granted by the General meeting held on 31<sup>st</sup> January 2019, in order to carry out the Reserved Capital Increase.

The Reserved Capital Increase will be completed on 1<sup>st</sup> March 2019 by the Chief Executive Officer, subject to the effective payment made by COFEPP, which will be carried out (i) in cash, for an amount of €5m and (ii) by a receivable offset for the balance (for an amount of €7.712m as repayment of the current account advance provided by COFEPP in May of 2018, and the amount of €25m as repayment of the bridge loan subscribed by COFEPP on 4<sup>th</sup> February 2019).

The Board of the Directors has also decided on the principle of the allocation of the Short Term Stock Warrants and the Long Term Stock Warrants, under the terms and conditions outlined in the Prospectus. This allocation will take place after the publication of the Company's strategic plan, which is scheduled for 25<sup>th</sup> March 2019, and subject to the approval (*visa*) of the AMF of a complementary securities note to the Prospectus.

It is further specified that in order to enable the completion of the Reserved Capital Increase and validation of the principle for the issue of the Short Term Stock Warrants and Long Term Stock Warrants, within the abovementioned timeframe and conditions, an Amendment n°2 to the agreement of 21<sup>st</sup> December 2018 between the Company and COFEPP, as amended by Amendment n°1 on 30<sup>th</sup> January 2019, was executed today.

#### Changes to Governance

The Board of Directors has also noted that Constance Benqué, Christine Mondollot and Benoît Hérault have resigned from their positions as members of the Board of Directors, with effect from the completion of the Reserved Capital Increase (1<sup>st</sup> March 2019).

The Board of Directors has expressed its deep appreciation to Constance Benqué, Christine Mondollot and Benoît Hérault for their commitment and involvement during the past years.



The Board of Directors has also noted the involvement of new members of the Board, who were appointed during the General meeting held on 31<sup>st</sup> January 2019, and whose taking office will be ascertained on the date of completion of the Reserved Capital Increase (1<sup>st</sup> March 2019):

- Pascale Anquetil;
- Anna Luc;
- Cyril Cahart;
- Georges Graux.

Georges Graux has also been appointed to the position of Chairman of the Board of Directors, with effect from the completion of the Reserved Capital Increase. This appointment is temporary, until the Company's shareholders, at their Annual General Meeting, are able to amend the Company's by-laws to extend the age limit of the Chairman of the Board of Directors, thus enabling Jean-Pierre Cayard to be appointed to that position.

As regards the Board of Directors committees:

- The membership of the Audit Committee will be maintained as is, with current members being:
  - Jacques Tierny, independent Board member, and Chairman of the Audit Committee;
  - Guillaume de Belair, independent Board member;
  - Jean-Pierre Cayard, Board member;
- The Nominating and Compensation committee will be composed of three members:
  - Edith Cayard, Chairperson of the Nominating and Compensation committee;
  - Rita Zniber, Board member;
  - Jacques Tierny, independent Board member.

The Board of Directors has also decided to create a Strategic and Commercial committee, which will be made up of three members:

- Cyril Cahart, Board member, Chairman of the Strategic and Commercial committee;
- Hachem Belghiti, Board member;
- Edith Cayard, Board member.

The Strategic and Commercial Committee will be tasked with setting the Group's strategic, policy, marketing and commercial direction, in France and internationally. It is further specified that the role of the Strategic and Commercial Committee does not include decisions regarding operations that could be submitted to an *ad hoc* committee made up of independent Board members, which would be established in case of the disposal of certain assets, in accordance with Resolution "A" approved at the Mixed General Meeting held on 31<sup>st</sup> January 2019.

Additionally, the Board of Directors has decided to abide by the Middlednext corporate governance code in light of the Company's market capitalization (instead of the Afep/Medef code) and consequently to modify the Board of Directors internal regulations accordingly.



Change to the financial calendar

The date for publishing the Company's FY 2018 annual results and Q1 2019 Net Sales, originally set for 25<sup>th</sup> April 2019, has been rescheduled to 30<sup>th</sup> April 2019. ☐

**Marie Brizard Wine & Spirits** produces and sells a range of wine and spirits across four geographic clusters: Western Europe, Middle East & Africa, Central and Eastern Europe, the Americas, and Asia-Pacific. MBWS has distinguished itself for its know-how, the range of its brands, and a long tradition and history of innovation. From the inception of Maison Marie Brizard in Bordeaux, France in 1755, to the launch of Fruits and Wine d





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