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THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY RETAIL BOOK LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 994238). THIS FINANCIAL PROMOTION IS NOT INTENDED TO BE INVESTMENT ADVICE.

THIS ANNOUNCEMENT 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 COATS GROUP PLC.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 (WHICH FORMS PART OF DOMESTIC UK LAW PURSUANT TO THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR")).



## Coats Group plc

### Retail Offer by RetailBook

16 July 2025

Coats Group plc ("**Coats**", the "**Company**" or the "**Group**"), the world's leading industrial thread and global footwear component manufacturer, today announces a retail offer using the RetailBook platform (the "**Retail Offer**").

- The Company today announces a conditional retail offer of new Ordinary Shares via RetailBook;
- The issue price for the Retail Offer Shares will be determined at the close of the bookbuilding process;
- Investors can take part through RetailBook's partner network of retail brokers, wealth managers and investment platforms, (subject to such partners' participation), which includes AJ Bell, Hargreaves Lansdown and interactive investor;
- Applications for Retail Offer Shares through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as General Investment Accounts ("**GIAs**");
- The Retail Offer is available to both existing shareholders and new investors;
- There is a minimum subscription of £50 per investor in the Retail Offer;
- No commission will be charged by RetailBook on applications to the Retail Offer;
- Brokers wishing to offer their customers access to the Retail Offer and future RetailBook transactions, should contact [partners@retailbook.com](mailto:partners@retailbook.com);
- UK Investors that wish to receive alerts for future RetailBook transactions should sign up here: <https://www.retailbook.com/get-started>.

#### The Retail Offer

The Company today announces a retail offer using the RetailBook platform (the "**Retail Offer**") of new ordinary shares of 5 pence each (the "**Ordinary Shares**") in the capital of the Company (the "**Retail Offer Shares**").

As separately announced today, the Company is conducting an equity placing and retail offer (the “**Capital Raise**”) to part-fund the acquisition and associated costs of OrthoLite Holdings LLC (“**OrthoLite**”) (the “**Acquisition**”). Coats has signed a definitive agreement to acquire 100% of OrthoLite for an enterprise value of \$770 million. The Acquisition accelerates Coats’ strategy to create a ‘super tier 2’ supplier for footwear components, strengthening Coats’ existing footwear business through expansion into the attractive, high-growth premium insole segment.

Further details about the proposed Capital Raise and the Acquisition, as well as the Company’s 2025 Interim Results, are available in the Company’s separate announcements made earlier today.

In addition to the Retail Offer, the Company is also conducting a non-pre-emptive placing of new Ordinary Shares in the Company (the “**Placing Shares**”) through an accelerated bookbuild (the “**Placing**”). The price at which the Placing Shares are to be placed (the “**Placing Price**”) will be determined at the close of the Placing. The issue price of the Retail Offer Shares will be equal to the Placing Price. A separate announcement has been made regarding the Placing and its terms. For the avoidance of doubt, the Retail Offer is not part of the Placing.

Certain directors of the Company intend to participate in the Placing to an aggregate value of approximately £500,000 at the Placing Price.

The net proceeds of the Capital Raise will be used to part fund the cash consideration in connection with the Acquisition. The remainder of the cash consideration will be funded via new debt facilities with Coats’ existing lenders.

The Retail Offer is conditional on the Retail Offer Shares to be issued pursuant to the Capital Raise being admitted to listing in the Equity Shares (Commercial Companies) category of the Official List of the Financial Conduct Authority and admitted to trading on the main market for listed securities of London Stock Exchange plc (together, “**Admission**”). Settlement for the Retail Offer Shares and Admission are expected to take place on or before 8.00 a.m. on 21 July 2025. Completion of the Retail Offer is conditional, inter alia, upon the completion of the Placing.

### **Reason for the Retail Offer**

While the Placing has been structured as a non-pre-emptive offer within the Company’s existing authorities from shareholders for non-pre-emptive offers so as to minimise cost, time to completion and use of management time, the Company values its retail shareholder base as well as wider stakeholders and believes that it is appropriate to provide retail and other interested investors in the United Kingdom the opportunity to participate in the Retail Offer.

The Retail Offer is open to eligible investors in the Company in the United Kingdom following the release of this announcement. The Retail Offer is expected to close at the same time as the Placing is completed.

Investors can participate through RetailBook’s partner network of investment platforms, retail brokers and wealth managers, subject to such partners’ participation. Participating partners include:

- AJ Bell;
- Hargreaves Lansdown; and
- interactive investor

Applications for new Ordinary Shares through participating partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. Investors wishing to apply using their ISA, SIPP or GIA should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process and any relevant fees or charges.

The Placing Shares and Retail Offer Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

Brokers wishing to offer their customers access to the Retail Offer and future RetailBook transactions, should contact [partners@retailbook.com](mailto:partners@retailbook.com). UK Investors that wish to receive alerts for future RetailBook transactions should sign up here: <https://www.retailbook.com/get-started>.

### **Eligibility for the Retail Offer**

The Retail Offer is available to new and existing shareholders of the Company. To be eligible to participate in the Retail Offer, applicants must be a customer of a participating partners.

Eligible investors wishing to subscribe for new Ordinary Shares should contact their investment platform, retail broker or wealth manager to confirm if they are participating in the Retail Offer.

There is a minimum subscription of £50 per investor. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges. Note, no commission will be charged to investors by RetailBook in connection with the Retail Offer.

The Company reserves the right to scale back any order at its discretion. The Company reserves the right to reject any application for subscription under the Retail Offer without giving any reason for such rejection. The Retail Offer will close at the same time as the Placing is completed. The Retail Offer may close early if it is oversubscribed.

**Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.**

**It should be noted that a subscription for Retail Offer Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the Retail Offer Shares if they are in any doubt.**

**An investment in the Company will place capital at risk. The value of your investment in the Company and any income from it is not guaranteed and can go down as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than the amount originally invested.**

**Neither past performance nor any forecasts should be considered a reliable indicator of future results.**

**This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.**

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## IMPORTANT NOTICES

This announcement has been prepared by, and is the sole responsibility of, the Company.

It is a term of the Retail Offer that the total value of the Retail Offer Shares available for subscription at the Issue Price under (i) the Retail Offer; and (ii) any other offer to the public in the United Kingdom falling within section 86(4) of FSMA, does not (in aggregate) exceed the equivalent of €8 million. The Retail Offer is offered in the United Kingdom under the exemption from the requirement to publish a prospectus in section 86(1)(e) and 86(4) of FSMA. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority, or for approval of the same by the Financial Conduct Authority. The Retail Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, the Market Abuse Regulation (EU Regulation No. 596/2014) ("MAR") and MAR as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "United States" or "US")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

The Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States. No public offering of the new Ordinary Shares is being made in the United States. The new Ordinary Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for new Ordinary Shares in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

RetailBook is a proprietary technology platform owned and operated by Retail Book Limited (registered address at 10 Queen Street Place, London EC4R 1AG). Retail Book Limited ("RetailBook") is authorised and regulated in the United Kingdom by the Financial Conduct Authority (FRN 994238).

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Retail Book expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of RetailBook or any of its affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. RetailBook and its affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The new Ordinary Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

No other documents or materials are incorporated into, or form part of this financial promotion and RetailBook has not carried out any verification or due diligence in respect of any such other documents.

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