

7 May 2020

**Eddie Stobart Logistics plc**  
(the "Company")

**Company Update**  
**Notice of Annual General Meeting**

Eddie Stobart Logistics plc, the AIM-quoted cash shell which holds a 49% equity interest in the trading entities of Eddie Stobart, a leading UK end-to-end supply chain, transport and logistics group, provides the following update on the Company.

The Company also announces that it is today posting to shareholders its notice of 2020 annual general meeting ("**AGM**") together with an accompanying letter (the "**Accompanying Letter**").

**Ownership Structure**

As described in the Company's circular dated 20 November 2019 (the "**Circular**"), on 9 December 2019 DouglasBay Capital III Fund LP, a fund managed by DBAY Advisors Limited ("**DBAY**") completed the acquisition of an indirect 51% equity stake in Greenwhitestar Acquisitions Limited ("**GWSA**") (the "**Disposal**"), the holding company of the Eddie Stobart trading entities (including Eddie Stobart Limited, iForce Group Limited and The Pallet Network). Accordingly, as a result of the Disposal, the Company's equity interest in the Eddie Stobart trading entities was reduced from 100% to 49%. On completion of the Disposal GWSA issued loan notes to an entity controlled by the acquirer of the 51 % stake in GWSA (the "Loan Notes").

Saki Riffner, Non-Executive Director of the Company and Chief Investment Officer of DBAY, is also a director of GWSA. The executive management team of the Eddie Stobart trading entities and the leadership team of DBAY provide timely information about the Eddie Stobart trading entities to enable the Company to monitor its interest in GWSA and to comply with its reporting obligations. The Company does not have any executive management and is dependent on funding provided indirectly by Marcelos Limited, a holding company of GWSA.

**Company Status**

Following completion of the Disposal, the Company became a 'cash shell' pursuant to the AIM Rules for Companies (the "**AIM Rules**") and therefore, in order to remain quoted on AIM, was required, inter alia, to complete an acquisition or acquisitions constituting a reverse takeover within six months of the Disposal. For the purposes of this requirement, becoming an investing company (which entails raising a minimum of £6 million in cash via an equity fundraising and publishing an admission document) is treated as a reverse takeover.

The Company became a cash shell on 9 December 2019 and so it is required to complete a reverse takeover, or become an investing company and complete an equity fund raise of at least £6 million, by 9 June 2020. The global COVID-19 pandemic has impacted public fundraising activities and noting the Company's retained interest in GWSA, AIM has agreed with the Company an extension to this timeline to 9 December 2020.

The Board is continuing to explore opportunities to raise additional funds to permit the Company to become an 'investing company' and remain quoted on AIM. The Board is exploring a range of alternative structures and investment strategies and is taking advice on the priorities of potential investors, and it is expected that, as indicated in the Circular, DBAY would act as the Company's investment manager following a successful fundraising. DBAY has confirmed the extension of the Company's right, referred to in the Circular, to acquire up to 49 per cent of the outstanding Loan Notes (or an equivalent economic interest) to 9 September 2020. This will align the economic interests of DBAY and the Company's shareholders such that the Company and its shareholders can participate

in the interest accruing on the Loan Notes. The existing shareholders will be given the opportunity to vote on any conversion to an 'investing company' and participate in any fundraising.

While the Company would be required to raise a minimum of £6 million in cash via an equity fundraising to become an investing company, the Directors believe that substantially more will need to be raised for the Company to support an ongoing investing policy. If funds cannot be raised, it is likely that the Company's shares will be cancelled from trading on AIM, and that the Company will either continue as a private company or distribute its indirect interest in the Eddie Stobart trading entities to shareholders.

The Company will provide further updates in due course as appropriate.

### **Notice of Annual General Meeting**

As described in the Accompanying Letter today posted to shareholders, the Board has decided that in the light of the COVID-19 pandemic and the UK Government's measures restricting travel and prohibiting public gatherings of more than two people (the Stay at Home Measures, which can be accessed [here](#)) we must restrict the number of attendees at the AGM to two people (as required to constitute a quorum).

Protecting the interests of shareholders and employees and complying with the UK Government's measures are of paramount importance but we are also legally required to hold our AGM. By restricting the number of attendees we will comply with the Stay at Home Measures. On this basis, regrettably we cannot invite other shareholders or stakeholders to attend as this could breach the Government's measures and put lives at risk. Shareholders and other stakeholders seeking to attend the AGM will be refused entry.

The Company's 2020 AGM will be held at the offices of King & Spalding 125 Old Broad St, London EC2N 1AR on 29 May 2020 at 2.00pm and there will be two attendees at the meeting (likely to be two directors or their representatives) who will form the quorum for the AGM. They will exercise all appropriate precautions in attending the meeting. One of the two attendees will be the chairman of the AGM. All other shareholders, directors and professional advisors are asked not to attend in person and will be refused entry.

The chairman of the AGM has the power in law and under the Company's Articles of Association to take such action as he thinks fit to promote the orderly conduct of the business of the meeting; ensuring the safety of the people attending the AGM is a priority.

The Board is keen to ensure that shareholders exercise their right to vote and, as such, shareholders are strongly encouraged to exercise their votes by submitting a proxy appointment in favour of the chairman of the AGM and giving voting instructions electronically. No other shareholder or named proxy will be permitted to attend or vote at the meeting. Information about how to exercise votes is set out in the notice of meeting which is available at our website at [www.eddiestoart.com](http://www.eddiestoart.com), along with the notice of meeting and the Accompanying Letter.

The position in relation to the COVID-19 pandemic is evolving rapidly and is being closely monitored by the Board. If arrangements for the AGM change in response to changes in the Government's measures or otherwise, a further announcement will be made via RNS and on our website.

The Board would like to thank all shareholders for their understanding during these unprecedented times.

### **2019 Accounts**

Following discussions with the Company's auditors and recent regulatory guidance in relation to the ongoing COVID-19 pandemic, the Company has applied for an extension to the timeline for filing its 2019 Accounts. Accordingly, the Company's consolidated accounts for the year ended 30 November 2019 (the "2019 Accounts") will not be presented at the AGM

The Company continues to work with its auditors to finalise its 2019 Accounts and, when available, the Company will issue an RNS and dispatch the annual report and accounts to shareholders. At that stage the Company intends to call a further general meeting to receive the annual report and accounts.

**Further enquiries:**

**Eddie Stobart Logistics plc**

**via FTI Consulting**

**FTI Consulting**

**(0)20 3727 1340**

Nick Hasell / Alex Le May / Matthew O'Keeffe

**Cenkos Securities Plc (Nomad & Broker)**

**(0)20 7397 8900**

Nicholas Wells / Giles Balleny / Harry Hargreaves