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FOR IMMEDIATE RELEASE

9 June 2023

**RECOMMENDED CASH ACQUISITION
OF
THE FULHAM SHORE PLC ("FULHAM SHORE")
BY
GREAT SEA KITCHENS LIMITED ("BIDCO")**

a newly-incorporated company established on behalf of TORIDOLL Holdings Corporation

to be implemented by means of a Court-sanctioned scheme of arrangement
under Part 26 of the Companies Act 2006

Results of Court Meeting and General Meeting

On 5 April 2023, Fulham Shore and Bidco announced that their respective boards had reached agreement on the terms of a recommended all cash offer pursuant to which Bidco, a newly-incorporated company established on behalf of TORIDOLL Holdings Corporation ("**TORIDOLL**"), would acquire the entire issued and to be issued share capital of Fulham Shore (the "**Acquisition**"). The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement between Fulham Shore and relevant Fulham Shore Shareholders under Part 26 of the Companies Act (the "**Scheme**").

On 16 May 2023, Fulham Shore published and posted a circular in relation to the Acquisition (the "**Scheme Document**") as part of which David Page, Chairman of Fulham Shore, wrote to Fulham Shore Shareholders on behalf of the Independent Fulham Shore Directors to set out, amongst other things, the background to, the terms of, and the reasons for the Independent Fulham Shore Directors recommending, the Acquisition. The Scheme Document also contained, amongst other things, notices of the Court Meeting and General Meeting.

Capitalised terms used in this announcement shall, unless otherwise defined, have the meanings set out in Part Eight of the Scheme Document.

The Fulham Shore Board is pleased to announce that at the Court Meeting and the General Meeting, each held earlier today in connection with the Acquisition:

- the requisite majority of Scheme Shareholders voted in favour of the resolution to approve the Scheme at the Court Meeting;
- the requisite majority of Fulham Shore Shareholders voted to pass the resolution necessary to implement the Scheme by amending the Company's articles of association at the General Meeting; and
- the requisite majority of independent Fulham Shore shareholders voted to pass the Rule 16 Resolution in relation to the Retention Arrangements;

The total number of Fulham Shore Shares in issue at the Voting Record Time was 6.00 p.m. on 7 June 2023. No Fulham Shore Shares were then held in treasury. Consequently, the total voting rights in Fulham Shore at the Voting Record Time were 634,999,052.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting at Parts Nine and Ten (respectively) of the Scheme Document, which is available on Fulham Shore's website at: <https://announcement.fulhamshore.com/>

The detailed voting results in relation to the Court Meeting and the General Meeting are summarised below. This announcement is also to be made available on Fulham Shore's website at: <https://announcement.fulhamshore.com/>

David Page, Executive Chairman of Fulham Shore, commented:

"We are pleased that our shareholders have resoundingly recognised the attractiveness of this transaction for all our stakeholders.

The combination with TORIDOLL and Capdesia will mark a hugely exciting new chapter for the business and its two outstanding brands, Franco Manca and The Real Greek.

TORIDOLL is a world-class operator, and we strongly believe that in partnership with Capdesia their extensive experience of successfully building outstanding, experience-led restaurant businesses will enable Fulham Shore to fulfil its exciting long-term potential."

Voting results of the Court Meeting

At the Court Meeting, a majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 99.72 per cent. by value of those Scheme Shares voted, voted in favour of the resolution to approve the Scheme.

The resolution proposed at the Court Meeting was passed on a poll vote by Scheme Shareholders. Scheme Shareholders were entitled to one vote per Scheme Share held at the Voting Record Time at the Court Meeting.

Details of the votes cast are as follows:

	Number of Shares voted	% of Shares voted	Number of Shareholders who voted	% of Shareholders who voted	Number of Shares voted as a % of the issued share capital entitled to vote on the Scheme
For	374,074,479	99.72%	55	77.46%	72.56%
Against	1,068,134	0.28%	16	22.54%	0.21%
Total	375,142,613	100%	71	100%	72.77%

"Total" includes votes cast for and against the resolution. It does not include votes withheld.

Votes "for" includes those giving the Chairman discretion.

Please note that certain of the percentages set out in the tables above have been rounded. As a result of such rounding, the totals of percentages presented in these totals may vary slightly from the actual arithmetical totals of such percentages.

The total number of Scheme Shares in issue at the Voting Record Time was 515,524,430. No Scheme Shares were held in treasury.

Voting results of the General Meeting Scheme Resolution

At the General Meeting, resolution to authorise the implementation of the Scheme was duly passed on a poll vote by Fulham Shore Shareholders. Fulham Shore Shareholders were entitled to one vote per Fulham Shore Share held at the Voting Record Time at the General Meeting.

The results are detailed as follows:

	Number of Shares voted	% of Shares voted
For	494,339,118	99.86%
Against	678,243	0.14%
Withheld	32,136	0.01%
Total	495,017,361	100.00%

"Total" includes votes cast for and against the resolution. It does not include votes withheld.

Votes "for" includes those giving the Chairman discretion.

Please note that certain of the percentages set out in the tables above have been rounded. As a result of such rounding, the totals of percentages presented in these totals may vary slightly from the actual arithmetical totals of such percentages.

Voting results of the General Meeting Retention Arrangements Resolution

At the General Meeting, the Fulham Shore Resolution to approve the Retention Arrangements, described in paragraph 4 in Part I of the Scheme Document was duly passed on a poll vote by Independent Fulham Shore Shareholders. Pursuant to Rule 16.2 of the Code, neither Nabil Mankarious nor his connected persons nor any person holding Fulham Shore Shares on his behalf and/or any of their connected persons was entitled to vote on this resolution.

The results are detailed as follows:

	Number of Shares voted	% of Shares voted
For	373,261,836	98.70%
Against	4,922,091	1.30%
Withheld	3,038,136	0.80%
Total	378,183,927	100.00%

"Total" includes votes cast for and against the resolution. It does not include votes withheld.

Votes "for" includes those giving the Chairman discretion.

Please note that certain of the percentages set out in the tables above have been rounded. As a result of such rounding, the totals of percentages presented in these totals may vary slightly from the actual arithmetical totals of such percentages.

Next steps and timetable

The Acquisition remains subject to the satisfaction or (where capable of being waived) waiver of the other Conditions to the Acquisition as set out in Part Three of the Scheme Document.

The Court Hearing is expected to take place on 7 July 2023, with the Scheme Record Time occurring at 6.00 p.m. on the following Business Day. Accordingly, the last day of dealings in, and for registration of transfers of, Fulham Shore Shares is expected to be 10 July 2023.

Subject to the Court approving the Scheme and the Court Order being duly delivered to the Registrar of Companies, it is anticipated that the Scheme will become Effective on 11 July 2023. Accordingly, it is intended that dealings in Fulham Shore Shares will be suspended with effect from 7.30 a.m. on 11 July 2023.

If the Court sanctions the Scheme, it is intended that cancellation of the admission to trading of Fulham Shore Shares on AIM will take effect from 7.00 a.m. on 12 July 2023.

If the Scheme becomes Effective on 11 July 2023, the last date for payment of the Consideration to Scheme Shareholders will be 25 July 2023.

The Long Stop Date for the Scheme is 31 December 2023.

These dates are indicative only and will depend, amongst other things, on the date on which the Court sanctions the Scheme. If the expected dates change, Fulham Shore will give notice of the changes in an announcement through a Regulatory Information Service.

Shareholder Helpline

If you have any questions relating to this announcement please contact Fulham Shore's Registrars on +44 (0) 370 703 6004. The line is open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Fulham Shore's Registrars cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

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Winston & Strawn London LLP is providing legal advice to TORIDOLL, Capdesia and Bidco.

Marriott Harrison LLP is providing legal advice to Fulham Shore.

Important notices

Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Bidco and for no one else in connection with the matters referred to in this announcement and will not be responsible to any person other than Bidco for providing the protections afforded to clients of Peel Hunt, nor for providing advice in relation to the matters referred to herein. Neither Peel Hunt nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with the matters referred to in this announcement, or otherwise.

*Singer Capital Markets Advisory LLP ("**Singer Capital Markets**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser and nominated adviser to Fulham Shore and no-one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Fulham Shore for providing the protections afforded to clients of Singer Capital Markets nor for providing advice in connection with the matters referred to herein. Neither Singer Capital Markets nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Singer Capital Markets in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.*

N.M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to Fulham Shore and no one else in connection with the Acquisition or any matters referred to in in this Announcement. In connection with such matters, Rothschild & Co, its affiliates and its or their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Fulham Shore for providing the protections afforded to their clients or for providing advice in relation to the Acquisition, the contents of this Announcement or any other matter referred to in this Announcement or owe or accept any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than Fulham Shore in connection with the matters referred to in this Announcement, or otherwise.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, invitation, solicitation, purchase, sale, issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or, if applicable, the offer document containing any Takeover Offer) and the accompanying Forms of Proxy, which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the resolutions proposed in connection with the Acquisition. Any approval, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the offer document containing any Takeover Offer).

This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law, the Takeover Code and the AIM Rules and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Nothing in this Announcement should be relied on for any other purpose.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and the release of this Announcement shall not give rise to any implication that there has been no change in the facts set out in this Announcement since such date.

This Announcement does not constitute a prospectus or prospectus exempted document.

No person should construe the contents of this Announcement as legal, financial or tax advice and any interested person should consult its own adviser in connection with such matters.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws and/or regulations of those jurisdictions and therefore persons into whose possession this Announcement comes who are subject to the laws and/or regulations of any jurisdiction other than the United Kingdom should inform themselves about and observe any such applicable restrictions in their jurisdiction. In particular, the ability of persons who are not resident in the United Kingdom to vote their Fulham Shore Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdiction in which they are located. Further details in relation to the Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such means from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction. If the Acquisition is implemented by Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone of interstate or foreign commerce of, or any facility of a national state or other securities exchange of any Restricted Jurisdiction) and the Takeover Offer will not be capable of acceptance by any such use, means instrumentality or facilities or from or within any Restricted Jurisdiction.

The availability of the Acquisition to Fulham Shore Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Additional information for US investors

Fulham Shore Shareholders in the United States should note that the Acquisition relates to the securities of a company incorporated in England and Wales and is proposed to be effected by means of a scheme of arrangement under the laws of England. This Announcement, the Scheme Document and certain other documents relating to the Acquisition have been or will be prepared in accordance with English law, the Takeover Code and UK disclosure requirements, format and style, all of which differ from those in the United States. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements of and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules. If, in the future, Bidco exercises the right to implement the Acquisition by way of a Takeover Offer and determines to extend the offer into the United States, the Acquisition will be made in compliance with applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act.

Fulham Shore's financial statements, and all financial information that is included in this Announcement or that may be included in the Scheme Document, or any other documents relating to the Acquisition, have been or will be prepared in accordance with IFRS and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Fulham Shore Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Fulham Shore Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

It may be difficult for US holders to enforce their rights and claims arising out of US federal securities laws, since Bidco and Fulham Shore are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

In accordance with normal practice in the UK and consistent with Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Fulham Shore outside the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Disclosure requirements of the Takeover Code (the "Code")

Under Rule 8.3(a) of the 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 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, 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.

Right to switch to a Takeover Offer

Bidco reserves the right to elect, with the consent of the Panel, to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued share capital of Fulham Shore as an alternative to the Scheme. In such event, such Takeover Offer will be implemented on substantially the same terms and conditions, so far as applicable, as those which would apply to the Scheme subject to appropriate amendments to reflect the change of method of effecting the Takeover Offer.

Publication of this Announcement on website

A copy of this Announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Fulham Shore's website at <https://announcement.fulhamshore.com/> and on TORIDOLL's website at <https://www.toridoll.com/ir/announcement/> by no later than 12:00 p.m. on the Business Day following this Announcement.

In accordance with Rule 30.3 of the Takeover Code, Fulham Shore Shareholders, persons with information rights and participants in Fulham Shore Share Plans may request a hard copy of this announcement by contacting Fulham Shore's registrars, Computershare Investor Services, or by calling 0370 703 6004 or from overseas +44 (0)370 703 6004. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. to 5.30 p.m. (London time), Monday to Friday (except public holidays in England and Wales). Please note that Computershare Limited cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes. For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

For the avoidance of doubt, the contents of this website and any websites accessible from hyperlinks on this website are not incorporated into and do not form part of this Announcement.

Information relating to Fulham Shore Shareholders

Please be aware that addresses, electronic addresses and certain information provided by Fulham Shore Shareholders, persons with information rights and other relevant persons for the receipt of communications from Fulham Shore may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Right to receive documents in hard copy form

Any person entitled to receive a copy of documents, announcements and information relating to the Acquisition is entitled to receive such documents in hard copy form free of charge. A person may also request that all future documents, announcements and information in relation to the Acquisition are sent to them in hard copy form. Hard copies of such documents, announcements (including this Announcement), and information will not be sent unless requested.

A hard copy of this Announcement may be requested by contacting Computershare Investor Services on 0370 703 6004 or from outside of the United Kingdom +44 (0)370 703 6004. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 am - 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures that precede them.

Rule 2.9

*For the purposes of Rule 2.9 of the Takeover Code, Fulham Shore confirms that, as at the Latest Practicable Date, it had in issue 635,099,052 ordinary shares of £0.01 each. The International Securities Identification Number ("**ISIN**") number of the ordinary shares is GB00B9F8VG44. No Fulham Shore shares are held in treasury.*