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If you are in any doubt about the course of action to take: You should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of Irish resident shareholders, an adviser authorised or exempt under the Investment Intermediaries Act 1995 of Ireland or an authorised investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2017 and in the case of UK resident shareholders, an independent financial adviser who is authorised to carry on a regulated activity under the Financial Services and Markets Act 2000 of the UK).

If you have sold or transferred all your shares in Roebuck Food Group plc: Please pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Shares, you should immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document is not a prospectus.

This document has not been examined or approved by any regulatory authority or securities market or stock exchange.

No public offer of securities is made by or in connection with this document.

The Company's Ordinary Shares are admitted to trading on AIM: AIM is a market operated by the London Stock Exchange, designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority.

ROEBUCK FOOD GROUP plc

(Registered in Ireland under the Companies Act 2014 of Ireland, No 51842)

Proposed Disposal of Townview Foods Limited

Extraordinary General Meeting

J&E Davy and Davy Corporate Finance (together "Davy"), each of which is regulated in Ireland by the Central Bank of Ireland, are acting exclusively for Roebuck and no-one else in connection with the circular.

Davy will not regard any other person (whether or not a recipient of this document) as its customer or be responsible to any other person for providing the protections to customers of Davy nor for providing advice in relation to the transactions and arrangements described in this document. Davy is not making any representation or warranty, express or implied, as to the contents of this document. Davy has not approved the contents of, or any part of, this document and no liability whatsoever is accepted by Davy for the accuracy of any information or opinions contained in this document or for the omission of any information from this document.

A letter from the Chairman of Roebuck Food Group plc ("the Company") is set out on pages 4 to 9 of this Circular.

Notice convening an Extraordinary General Meeting of the Company to be held at South Bank House, Barrow Street, Dublin D04 TR29, Ireland at 9 a.m. on 29 August 2024 is set out on pages 14 to 16 of this Circular.

Accompanying this document is a Form of Proxy.

To be valid, a Form of Proxy for use at the Extraordinary General Meeting must be completed and returned so as to be received by the Company at its registered office or by the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by 9 a.m. on 27 August 2024.

Status of this Circular

This document:

- is not and should not be construed as a prospectus, whether under the UK Prospectus Rules or the Irish IMC Rules or otherwise;
- does not constitute, and the Company is not making, an offer to the public within the meaning of sections 85 and 102B of FSMA or of article 2(d) of the EU Prospectus Regulation 2017/1129 or otherwise;
- does not constitute a recommendation regarding securities of the Company;

Attendance and voting at the EGM

- The completion and return of a Form of Proxy will not legally preclude you from attending and voting in person at the EGM, or any adjournment thereof, should you wish to do so.

Cautionary note regarding forward-looking statements

- This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.
- Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

- The distribution of this document into jurisdictions other than the United Kingdom and Ireland may be restricted by law. Any failure to comply with any of the restrictions may constitute a violation of the securities law of any such jurisdiction.
- In particular such documents should not be distributed, forwarded to or transmitted to the United States or any Restricted Jurisdiction. No Shares of the Company have been, and none will be, registered under the United States Securities Act 1933, as amended, or under the securities laws of any state, district or other jurisdiction of the United States, or under the securities laws of any other Restricted Jurisdiction or any state, province or territory thereof or any other jurisdiction outside the United Kingdom or Ireland.

Interpretation

- Certain terms used in this document are defined and certain technical and other terms used in this document are explained in Part VI of this document under the heading “Definitions”.

	CONTENTS	Page
	Directors, Secretary and Advisers	3
	Expected timetable of principal events	3
Part I	Letter from the Chairman of Roebuck Food Group plc	4
Part II	Additional Information	10
Part III	Pro Forma Consolidated Statement of Financial Position	11
Part IV	Defined Terms	12
Part V	Notice of Extraordinary General Meeting	14

DIRECTORS, SECRETARY AND ADVISERS

Directors	Ted O'Neill (Non-Executive Chairman) Kieran Mahon (Chief Executive Officer) Gerard Murphy (Chief Financial Officer) Aidan Hughes (Executive Deputy Chairman) Seán Savage (Non-Executive Director)
Company Secretary	Gerard Murphy
Registered Office	6th Floor South Bank House Barrow Street Dublin 4, D04 TR29 Ireland
Nominated Adviser & Broker	Davy Davy House 49 Dawson Street Dublin 2, D02 PY05 Ireland
Statutory Auditor	Grant Thornton Chartered Accountants 13-18 City Quay Dublin 2, D02 ED70 Ireland
Legal advisers to the Company	Mason Hayes & Curran LLP South Bank House Barrow Street Dublin 4, D04 TR29 Ireland
Registrars	Computershare Investor Services (Ireland) Limited 3100 Lake Drive Citywest Business Campus Dublin 24, D24 AK82 Ireland
Company website	www.roebuckfoodgroup.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS ^{NOTE}

Announcement of the Disposal	1 August 2024
Despatch of this document	9 August 2024
Record time and date for voting at the Extraordinary General Meeting	6:00 p.m. on 25 August 2024
Latest time and date for receipt of Proxy Forms for the Extraordinary General Meeting	9:00 a.m. on 27 August 2024
Extraordinary General Meeting	9:00 a.m. on 29 August 2024
Completion of the Disposal	On or before 6 September 2024

^{NOTE} References to times in this Circular are to London time. The dates and timing of the events in the timetable and in the rest of this Circular are indicative only and may be subject to change. If any of the times or dates should change, the revised times and/or dates will be notified by an announcement through an RNS.

PART I

LETTER FROM THE CHAIRMAN OF ROEBUCK FOOD GROUP PLC

**Roebuck Food Group plc
(registered in Ireland No 51842)**

Directors

Ted O'Neill (Non-Executive Chairman)
Kieran Mahon (Chief Executive Officer)
Gerard Murphy (Chief Financial Officer)
Aidan Hughes (Executive Deputy Chairman)
Seán Savage (Non-Executive Director)

Registered Office

6th Floor
South Bank House
Barrow Street
Dublin 4
D04 TR29
Ireland

Secretary

Gerard Murphy

9 August 2024

**Proposed Disposal of Townview Foods Limited
Extraordinary General Meeting**

Dear Shareholder,

1. The Disposal

On 1 August 2024 Roebuck issued an announcement stating that it had agreed, subject to shareholder approval, the disposal ("**the Disposal**") of the entire issued share capital of Townview Foods Limited ("**Townview**") for a consideration of £736,265 subject to adjustments for company debt at completion (approximately £536,265) and other completion account adjustments. The consideration is made up of an equity value of £0.2 million (£0.1 million payable on completion and £0.1 million within 2 years of completion) and following the settlement of indebtedness and the operation of a completion accounts adjustment mechanism in the Share Purchase Agreement, this will also result in a reduction in Group indebtedness of £0.636 million. In addition, a further £300,000 may become payable within 5 years, subject to certain conditions.

The Disposal is conditional on the passing of the Resolution which will be sought at an Extraordinary General Meeting ("**the EGM**") to be held at 9:00 a.m. on 29 August 2024, notice of which is set out in Part V of this Circular. Should Shareholder approval of this Resolution not be obtained at the Extraordinary General Meeting, the Disposal as currently envisaged will not proceed.

Under the AIM Rules, the Disposal is considered to be a disposal resulting in a fundamental change of business by reason of Townview's turnover representing more than 75% of Group turnover in the year ended 31 December 2023, requiring shareholder consent. The Resolution is therefore proposed so as to authorise the Directors to proceed to complete the transaction and deal with related matters.

2. Reasons for the Disposal

Since the disposal of the Company's cold store division and return of just under £50 million to shareholders in 2021, your Board has concentrated on consolidating the Group's continuing businesses and exploring acquisition opportunities.

In the Company's Annual Report for 2023, I noted that management have spent a lot of time looking at acquisition opportunities in the space defined by the need to feed a growing world population, with a lower carbon footprint. I added that we would remain focused on delivering shareholder value through efficient capital allocation.

Consistent with this ambition, the Group disposed of Cantwells court Farm Ltd in May 2024, which housed the Company's dairy division. In furtherance of this outlook, your Directors concluded that the disposal of Townview Foods Ltd and the consequential freeing up of capital would assist in this endeavour.

3. Information on Roebuck

a. Roebuck Food Group plc

Roebuck was founded in 1975 as Norish Food City Ltd and became a public company with the name Norish plc in 1986. Until 2021 it mainly operated strategically located temperature-controlled storage centres, which provided storage, freezing, picking, and order assembly services to food companies engaged in processing, wholesaling and retailing. Those cold stores were disposed of in 2021.

Roebuck's principal activities are now represented by two business segments:

- Animal protein, operated through Townview;
- Plant protein and ingredients in the United Kingdom and Ireland, operated through Moorhead & McGavin Ltd, acquired in November 2023 and sourcing of dry goods operated through Foro Food Solutions Ltd.

b. Animal protein business - Townview

Townview, based in Newry, Northern Ireland was established in 1999. Roebuck acquired a 95% interest in Townview in 2012 and the remaining 5% in 2018. Townview sources and procures fresh and frozen protein products for supply to major food manufacturing, wholesale, food service and retail companies across the world.

c. Plant protein and ingredients

Moorhead & McGavin Ltd ("**M&M**"), based in Motherwell, Scotland, UK, was acquired in November 2023 and is involved in food and food ingredient distribution and forms the plant protein and ingredients business. M&M is a supplier of pulses, cereals, pasta, rice, and pulse/rice flours to the foodservice, wholesale, manufacturing, and retail sectors, primarily in Scotland. It operates from a 15,635 sq ft freehold facility at 21 Newhut Road, Motherwell, Scotland which comprises 13,786 sq ft of industrial space for storage, packing, pea dehydration, and flour milling, in addition to 1,849 sq ft of office space.

Foro Food Solutions Ltd (formerly with the name Townview Sourcing Ltd) ("**Foro**"), was established in Ireland in 2014 as a subsidiary of the Company and is based in Dublin. Foro sources and procures dry goods from companies across the world for supply to wholesalers, foodservice and retail companies throughout Ireland and the UK, delivering a complete service from sourcing and procurement, through importing and exporting, to distribution logistics.

4. Segment analysis

a. General

The operating segments of the Group are monitored, and strategic decisions are made on the basis of segment operating results.

Segment information can be analysed as follows for the reporting periods under review:

- Animal Protein Business
- Plant Protein and ingredients
- Unallocated: Head office management related costs

b. Financial year ended 31 December 2023

The results from the Group's operations for the year ended 31 December 2023, by segment, as reported in its audited financial statements for the year, were as follows:

Part I: Letter from the Chairman of Roebuck Food Group plc

	Dairy Farming (dis-continued) £'000	Animal Protein £'000	Plant Protein and ingredients £'000	Unallocated £'000	Total £'000
Total segment revenue	1,372	24,825	540	-	26,737
Revenue	1,372	24,825	540	-	26,737
Operating profit (loss)	(326)	(197)	147	(1,284)	(1,660)
Finance income – interest receivable	-	25	-	-	25
Finance cost – interest paid	(34)	(132)	-	-	(166)
Profit (loss) before income tax	(360)	(304)	147	(1,284)	(1,801)
Income tax – corporation tax	-	-	(12)	-	(12)
Income tax – deferred tax	(38)	-	-	-	(38)
Profit (loss) for the year	(398)	(304)	135	(1,284)	(1,851)

Those figures, expressed as percentages, are as follows:

	Dairy Farming (dis-continued)	Animal Protein	Plant Protein and ingredients	Unallocated	Total
Revenue	5%	93%	2%	-	100%
Profit (loss) before income tax	(20%)	(17%)	8%	(71%)	100%
Profit (loss) for the year	(22%)	(16%)	7%	(69%)	100%

The segment assets and liabilities at 31 December 2023 for the year then ended as reported in its audited financial statements for the year, were as follows:

	Dairy Farming (dis-continued) £'000	Animal Protein £'000	Plant Protein and ingredients £'000	Unallocated £'000	Total £'000
Assets	2,874	3,250	3,307	3,076	12,507
Liabilities	(1,318)	(2,888)	(1,329)	(629)	(6,164)

Segment assets in respect of the trading divisions, consists primarily of property, plant and equipment, goodwill, refrigerant gas, trade and other receivables. Unallocated assets comprise financial assets at fair value through the consolidated statement of comprehensive income. Segment liabilities consist primarily of trade and other payables. Unallocated liabilities comprise of current tax liabilities.

Those figures, expressed as percentages, are as follows:

	Dairy Farming (dis-continued)	Animal Protein	Plant Protein and ingredients	Unallocated	Total
Assets	23%	26%	26%	25%	100%
Liabilities	21%	47%	22%	10%	100%

c. Six months ended 30 June 2024

The results from the Group’s operations for six months ended 30 June 2024, by segment, will be set out in our unaudited interim financial statements for that period, scheduled for announcement in September 2024.

5. Principal terms of the Disposal

a. Sale and Purchase Agreement

The Disposal is governed by a sale and purchase agreement (“**SPA**”) dated 31 July 2024 made between Roebuck Investments Limited (“the Seller”), Plunkett Matthews (“**the Buyer**”), and the Company. Under the SPA, the Seller has conditionally agreed to sell the entire issued share capital of Townview to the Buyer.

The SPA is subject to the passing of the Resolution at the EGM. Subject to the passing of the Resolution, the Disposal will take place within 5 business days following the EGM (“**Completion**”). The Seller is a wholly owned subsidiary of the Company, and the Company is a party to the SPA as guarantor in order to guarantee the performance and observance of the Seller’s obligations under the SPA, as well as the discharge of any liabilities of the Seller that may arise under the SPA.

The consideration payable for Townview is £736,265 made up of an equity value of £0.2 million (£0.1 million payable on completion and £0.1 million within 2 years of completion) and subject to adjustments for company debt at Completion (approximately £536,265) and other completion account adjustments. An additional sum of up to £300,000 may become payable to Roebuck by way of deferred consideration within 5 years from the date of completion of the Disposal, subject to certain conditions.

The SPA provides that the Seller gives customary warranties and indemnities, both general and in relation to certain stock and employment related matters.

Fuller particulars of the SPA are set out in Part II of this document.

b. Information on the Purchaser

The Purchaser is Plunkett Matthews, who was the founder of Townview and the seller to the Group of Townview.

6. Effects of the Disposal on the Group

The Disposal will result in the Group’s business for now being concentrated in the food ingredient space. It will result in a reduction in turnover, and a reduction in losses. It will reduce Group indebtedness in the sum of £0.636 million.

Considering the amount of sale proceeds and costs associated with the Disposal it is not anticipated that there will be net proceeds from the transaction beyond the reduction of Group indebtedness.

7. Information on the Directors and Senior Management

Biographies on the Directors and members of the Existing Group’s senior management team are provided below.

a. Chairman

Ted O'Neill (aged 72), Non-Executive Chairman

Ted O'Neill was appointed to the Board and became Chairman in 2003. He is a Chartered Accountant and an investor in and director of private companies, based in Ireland.

b. Executive Directors

Kieran Mahon (aged 58), Group Managing Director

Kieran Mahon was originally appointed to the Board on 19 August 2015, joining the Company from Davy, where he was an equity analyst. Kieran holds a Master's Degree in Business Administration from Dublin City University. He left the Company in December 2021, rejoining the Board as non-executive director on 14 April 2024 and being re-appointed Chief Executive on 5 July 2024.

Aidan Hughes (aged 59), Deputy Chairman

Aidan Hughes joined Roebuck as Group Accountant in 1996 and was appointed Group Finance Director in 2006, becoming Deputy Chairman in 2023. He is a Chartered Accountant and has previous experience in the travel industry.

Following Completion of the Disposal, Mr Hughes will resume role of Group Finance Director and Company Secretary, a position he previously held.

Gerard Murphy (aged 39), Group Finance Director and Company Secretary

Gerard Murphy is a Chartered Accountant and has been with Roebuck since the Company's acquisition of Townview Foods Ltd in 2012. Gerard is currently the Financial Controller of the product sourcing division. He was appointed Company Secretary in April 2018 and Group Finance Director in 2023. Gerard joined Townview in 2012 having previously worked as Assistant Manager in PricewaterhouseCoopers audit and advisory department in both their Belfast and Dublin offices. He holds a BSc in accounting from Queens University Belfast and a postgraduate Diploma in Advanced Accounts from the University of Ulster.

As part of the transaction, Mr Murphy will cease to be Group Finance Director and Company Secretary and will be paid the sum of £105,000 in lieu of notice under his service agreement (being one year's salary). He will continue in his role as Financial Controller of Townview under different terms.

c. Non-Executive Director

Seán Savage (aged 78), Non-Executive Director

Seán Savage was appointed to the board in 2012 and has previous experience in the food industry, having started his career in 1970 with Cadbury plc, where he worked as a plant manager and supervisor across a number of Cadbury's Irish plants. He was general manager of Manor Farm Chickens from 1985 to 1994, before establishing Eatwell UK in 1995. He sold that company to Goodman Group in 2003 and remained with them until 2004.

8. Dividend Policy

The Directors have previously announced that they do not envisage the payment of dividends before 2024. The Directors have not yet decided whether to resume the payment of dividends in 2024. Any decision in this regard will be announced in due course.

9. Further information

Your attention is drawn to Part II of this document which provides additional information.

10. Extraordinary General Meeting

The Disposal is subject to the passing of the Resolution set out in the Notice of EGM set out at pages 15 to 17 of this document. The EGM will be held on 29 August 2024 at 9:00 a.m. at the offices of Mason Hayes & Curran LLP, South Bank House, Barrow Street, Dublin D04 TR29, Ireland.

11. Restricted Jurisdictions

The distribution of this Circular in jurisdictions other than the Ireland and the United Kingdom may be restricted by applicable laws or regulations and this document does not form part of any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction.

12. Responsibility

The Company and the Directors accept responsibility for the information contained in this Circular.

To the best of the knowledge and belief of the Company and the Directors (which has and who have taken all reasonable care to ensure that such is the case) the information contained in this Circular for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information

13. Recommendation

At the Extraordinary General Meeting, the Resolution to approve the Disposal, will be proposed. The Directors believe that the proposal set out in the Resolution is in the best interests of the Company and of shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the Resolution at the Extraordinary General Meeting, which they intend to do in respect of their own beneficial holding of 9,176,006 Ordinary Shares, representing approximately 18.48 per cent. of the issued share capital.

Yours faithfully,



Ted O'Neill
Chairman

PART II

ADDITIONAL INFORMATION

1. Sale and Purchase Agreement

The Disposal is governed by a sale and purchase agreement (“**SPA**”) dated 31 July 2024 made between Roebuck Investments Limited (“the Seller”), Plunkett Matthews (“**the Buyer**”), and the Company. Under the SPA, the Seller has conditionally agreed to sell the entire issued share capital of Townview to the Buyer.

The SPA is subject to the passing of the Resolution at the EGM. Subject to the passing of the Resolution, the Disposal will take place within 5 business days following the EGM (“**Completion**”). The Seller is a wholly owned subsidiary of the Company, and the Company is a party to the SPA as guarantor in order to guarantee the performance and observance of the Seller’s obligations under the SPA, as well as the discharge of any liabilities of the Seller that may arise under the SPA.

The consideration payable for Townview is £736,265 subject to adjustments for company debt at Completion (approximately £536,265) and other completion account adjustments. The consideration is made up of an equity value of £0.2 million (£0.1 million payable on completion and £0.1 million within 2 years of completion) and following the settlement of indebtedness and the operation of a completion accounts adjustment mechanism in the Share Purchase Agreement, this will also result in a reduction in Group indebtedness of £0.636 million. In addition, a further £300,000 may become payable within 5 years, subject to certain conditions.

The SPA provides that the Seller gives general warranties respect of Townview in relation to the power to sell Townview, the title to shares in Townview, constitutional and corporate documents, compliance with laws, licences and consents, insurance, defective products and services, disputes and investigations, customers and suppliers, contracts, finance and guarantees, transactions with the Seller, assets, the effect of the sale of the shares, insolvency, financial and other records, changes since last accounts date, confidential information, data protection, information technology, employment matters, condition of plant and equipment and stock in trade, competition law issues, accounts, compliance with the UK Bribery Act 2010 and pensions.

The aggregate liability of the Seller for all general warranty or tax claims is limited to £200,000 subject to a minimum claim value of £10,000 in respect of general warranty claims and £15,000 in respect of tax claims. Any claim made under the general warranties must be made within two years and six months of the date of Completion and any claim under the tax covenant within seven years of the date of Completion. The SPA also includes indemnities in relation to certain stock matters (limited to £427,000) and employment related matters (limited to £20,000).

2. Financial information in this document

The financial information in relation to the Company in Part I and Part III of this document is produced for the purposes of providing further information in relation to the subject matter of this Circular. That financial information has been extracted from the audited annual financial statements and the unaudited interim financial statements of the Company, as the case may be, and does not constitute the statutory financial statements of the Company. Statutory financial statements dealing with any financial year to which that information relates have been annexed to the annual return of the Company and delivered to the Registrar of Companies in Ireland, and, in the case of companies registered in the United Kingdom, Companies House. The Company’s statutory auditor have issued an unqualified report on the financial statements from which such information has been extracted.

PART III

**PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023**

ADJUSTED FOR SALE OF CANTWELLS COURT FARM LTD AND TOWNVIEW FOODS LTD

	Audited	CCF	Townview	Revised
	£'000	£'000	£'000	£'000
Non-Current Assets				
Goodwill	2,338	0	(2,338)	0
Intangible assets	600			600
Property, plant and equipment	3,048	(1,972)		1,076
Biological assets	642	(642)		0
	6,628	(2,614)	(2,338)	1,676
Current assets				
Trade and other receivables	3,649	(40)	(2,197)	1,412
Inventories	1,044	(94)	(34)	916
Cash and cash equivalents	1,186	1,069	(707)	1,548
	5,879	935	(2,938)	3,876
				0
TOTAL ASSETS	12,507	(1,679)	(5,276)	5,552
Equity attributable to owners of the parent				
Share Capital	990			990
Share Premium account	2,094			2,094
Other reserves	(94)			(94)
Retained earnings	3,353	(370)	(2,615)	368
	6,343	(370)	(2,615)	3,358
Non-current liabilities				
Borrowings	932	(916)		16
Deferred tax	168	(96)		72
	1,100	(1,012)	0	88
Current liabilities				
Trade and other payables	3,826	(161)	(1,686)	1,979
Borrowings	1,238	(136)	(975)	127
	5,064	(297)	(2,661)	2,106
TOTAL EQUITY AND LIABILITIES	12,507	(1,679)	(5,276)	5,552
Difference	0	0	0	0

PART IV

DEFINED TERMS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“AIM”	the AIM Market operated by the London Stock Exchange;
“Business Day”	a day on which dealings in securities takes place on the London Stock Exchange;
“Companies Act”	the Companies Act 2014 of Ireland;
“the Company”	Roebuck Food Group plc
“Completion”	completion of the Disposal;
“Continuing Group”	the Company following the Disposal;
“Davy”	J&E Davy Unlimited Company, trading as Davy; including its affiliate Davy Corporate Finance Unlimited Company and any other affiliates, or any of its subsidiary undertakings;
“Directors” or “Board”	the directors of the Company as at the date of this document, being Ted O’Neill, Kieran Mahon, Aidan Hughes, Gerard Murphy, and Seán Savage;
“Euroclear”	Euroclear Bank SA/NV;
“Existing Group”	Roebuck Food Group plc and its subsidiaries at the date of this document;
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to consider the Resolution, notice of which is set out in Part VII of this Document;
“Form of Proxy” or “Proxy Form”	the form of proxy enclosed with this document for use by Shareholders in connection with the Extraordinary General Meeting;
“FSMA”	the UK Financial Services and Markets Act 2000 (as amended);
“Group”	the Company and its subsidiaries as at the date of this document;
“Ireland” or the “Republic of Ireland”	the island of Ireland excluding Northern Ireland, and the word “Irish” shall be construed accordingly;
“Irish IMC Rules”	the Central Bank (Investment Market Conduct) Rules 2019 of Ireland;
“London Stock Exchange”	London Stock Exchange plc;
“Notice”	the notice of the EGM as set out in Part V of this Document;
“Official List”	the official list of the UKLA;
“Prospectus Rules”	the UK Prospectus Rules made by the Financial Conduct Authority;
“Register”	the register of members of the Company;
“Resolution”	the Resolution set out in the Notice;
“Restricted Jurisdiction”	each and any of Australia, Canada (and its territories and possessions), Japan, and the Republic of South Africa, and any other jurisdiction where the extension or availability of the Company’s Shares would breach any applicable law
“RNS”	Regulatory News Service;

Part IV: Defined Terms

“Roebuck”	Roebuck Food Group plc;
“Shareholder”	a registered holder of Ordinary Shares from time to time;
“SPA”	the sale and purchase agreement dated 31 July 2024 between Roebuck Investments Limited, Plunkett Matthews, and the Company
“Townview”	Townview Foods Ltd, a wholly-owned subsidiary of the Company;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UK Prospectus Rules”	the UK Prospectus Rules made by the UK Financial Conduct Authority;
“United Kingdom Listing Authority” or “UKLA”	the UK Listing Authority, being the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of FSMA;
“US”, “USA” or “United States”	the United States of America, each State thereof (including the District of Columbia), its territories, possessions and all areas subject to its jurisdiction.

PART V

NOTICE OF EXTRAORDINARY GENERAL MEETING

of

ROEBUCK FOOD GROUP PUBLIC LIMITED COMPANY

(Registered in Ireland under the Companies Act 2014 of Ireland, No 51842)

NOTICE is hereby given that an Extraordinary General Meeting of Roebuck Food Group plc will be held at South Bank House, Barrow Street, Dublin D04 TR29, Ireland at 9 a.m. on 29 August 2024 to consider and, if thought fit, pass the following ordinary and special resolutions:

Ordinary resolution to approve the Disposal

As an ordinary resolution, that the Disposal of Townview, as defined and more particularly described in the circular sent to Shareholders dated 31 July 2024 (the "**Circular**"), on the terms and subject to the conditions of the SPA (as defined in the Circular) and all ancillary actions and payments by the Company, be and are hereby approved, such as to constitute a consent to the fullest extent required by law or the AIM Rules, and that the Directors be authorised and directed to attend to all matters and things to be done for the purposes of and in connection with the Disposal as so described.

By Order of the Board.

Gerard Murphy
Secretary
Roebuck Food Group plc

Dated 9 August 2024

Registered Office

6th Floor
South Bank House
Dublin 4
D04 TR29
Ireland

NOTES TO THE NOTICE OF EGM

Record date

- 1 The Company, pursuant to Sections 1105 and 1087G of the Companies Act 2014, has specified that only those shareholders registered in the Register of Members of the Company as (i) at the close of business on the day four days prior to the EGM; or (ii) if the EGM is adjourned, at the close of business on the day four days prior to the adjourned EGM, shall be entitled to participate and vote at the EGM. Changes in the register after this time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.

Appointment of proxies and exercise of voting rights

- 2 Following the migration of the Company's ordinary shares from the CREST system ("**CREST**") to the system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will now depend on the manner in which you hold your Ordinary Shares in the Company (see paragraph 3 below).
- 3 The ways in which a holder of Ordinary Shares can exercise a right to vote will depend on the manner in which such shares are held:
 - (a) in the case of shareholders who are registered as members and at present hold Ordinary Shares in certificated (i.e. paper) form:
 - (i) by attending the EGM in person; or
 - (ii) by appointing the Chair of the EGM or another person as a proxy to attend the EGM and vote on your behalf by returning a completed Form of Proxy in accordance with paragraph 4; or
 - (b) in the case of holders of CREST Depository Interests ("**CDIs**") ("**CDI Holders**"):
 - (i) by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third-party service provider; or
 - (ii) by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting; and
 - (c) in the case of persons who hold their interests in Ordinary Shares through a participant account in the Euroclear Bank SA/NV ("**Euroclear Bank**") system (the "**EB System**") ("**EB Participants**"):
 - (i) by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
 - (ii) by sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") or the Chair of the EGM) to attend and vote at the meeting.

Persons who hold their interests in the Ordinary Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the EGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact the relevant custodian.

Appointment of proxies by registered members

- 4 A Form of Proxy is enclosed. Shareholders who are registered as members who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible but in any event so as to be received by the Company's Registrar no later than 9 a.m. on 27 August 2024.

- 5 The completion and return of a Form of Proxy will not preclude a shareholder from attending and voting in person at the EGM, or any adjournment thereof, should they wish to do so.

Proxy voting by CDI Holders

- 6 Euroclear UK & Ireland Limited ("**EUI**"), the operator of the CREST, has arranged for holders of CDIs to issue voting instructions relating to Ordinary Shares via a third-party service provider, Broadridge. CDI Holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
- 7 If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge. Completed application forms should be returned to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
- 8 Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the EGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.
- 9 CDI Holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

Proxy voting by EB Participants

- 10 EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "**EB Services Description**"), which is available on the Euroclear Bank website (www.euroclear.com).

EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the EGM as a proxy:
- (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) abstain in respect of all or a specific resolution(s); or
 - (iv) give a discretionary vote to the Chair of the EGM for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the EGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.
- 11 Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company's proxy appointment deadline (being 48 hours before the time appointed for the EGM or any adjournment of the EGM). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

END