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For immediate release

3 November 2023

**ROEBUCK FOOD GROUP PLC**

**Result of Placing and related Subscription**

**Introduction**

Roebuck Food Group plc (AIM: RFG) a group focused on growth and innovation within the food and agribusiness sectors (the "**Company**" or, “**Roebuck**”) is pleased to announce that, further to the announcement made on 3 November 2023 (the "**Launch Announcement**") regarding the launch of a proposed placing (the "**Placing**"), to raise £2.5 million

- an aggregate of 15,740,738 new ordinary shares of €0.025 each ("**Ordinary Shares**") in the capital of the Company (the "**Placing Shares**") have been successfully placed by Davy at a price of 13.5 pence per Placing Share (the "**Placing Price**") to raise gross proceeds of approximately £2.125 million;

- the Company has received direct subscriptions for 2,777,776 Ordinary Shares (“**the Subscription**”) on identical terms as the Placing from certain directors and companies connected with former directors and employees unable to participate in the Placing to raise gross proceeds of approximately £ 0.375 million,

such that the fundraising from the Placing and the Subscription (“**the Fundraising**”) will raise gross proceeds of £2.5 million.

Davy acted as broker ("**Davy**") in connection with the Placing.

Capitalised terms used in this announcement (this "**Announcement**") have the meanings given to them in the Launch Announcement, unless the context provides otherwise.

**The Placing and settlement**

The Placing Shares, Subscription Shares and the Consideration Shares, when issued, will represent approximately 37.3 per cent. of the Company's Ordinary Shares. The Placing Price of 13.5 pence per share represents a discount of approximately 10% per cent. to the closing mid-market price of 15.0 pence per Ordinary Share on 2 November 2023 being the latest practicable date prior to the publication of the Launch Announcement.

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

Application will be made for the Placing Shares and Subscription Shares to be admitted to trading on AIM ("**Admission**"). It is expected that Admission will take place on or before 8.00 a.m. on 1 December 2023 and that dealings in the Placing Shares on AIM will commence at the same time.

The Placing is conditional upon, among other things, the passing of resolutions to be proposed at an EGM of the Company and the Placing Agreement not being terminated in accordance with its terms and Admission becoming effective. The date of the EGM has been set for 30 November 2023. A circular containing the notice of EGM is scheduled to be posted on 6 November 2023.

**Directors’ participation**

Directors of the Company have participated in the Fundraising by agreeing to take up the following Ordinary Shares at the Placing Price:

In the Placing

* Ted O’Neill: 1,777,777 Ordinary Shares
* Kieran Mahon: 370,370 Ordinary Share

By way of Subscription

* Aidan Hughes: 370,370 Ordinary Shares
* Sean Savage: 370,370 Ordinary Shares

Plunket Matthews, Director of Townview Foods Ltd, a subsidiary of the Company is participating in the Fundraising by way of subscription for 740,740 Shares

**Total voting rights**

Following Admission, the Company will have a total of 49,700,002 Ordinary Shares in issue. With effect from Admission, this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in the Company, under the Companies Act 2014 of Ireland.

The directors of the Company accept responsibility for this announcement.

**This Announcement should be read in its entirety. In particular, your attention is drawn to the detailed terms and conditions of the Placing and further information relating to the Book Build described in the Appendices to this Announcement (which form part of this Announcement).**

By choosing to participate in the Placing and by making an oral and legally binding offer to acquire Placing Securities, investors will be deemed to have read and understood this Announcement in its entirety (including the Appendices), and to be making such offer on the terms and subject to the conditions of the Placing contained herein, and to be providing the representations, warranties and acknowledgements contained in the Appendices.

**Enquiries:**

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Davy, which is authorised and regulated in Ireland by the Central Bank of Ireland, is acting as the Company's nominated adviser (under the AIM Rules) and broker to the Company. Davy will not be responsible to any person other than the Company for providing the protections afforded to clients of Davy or for providing advice to any other person in connection with the Placing. Davy accepts no liability whatsoever for the accuracy of any information or opinions contained in this Announcement or for the omission of any material information, for which it is not responsible. Davy has not authorised the contents of, or any part of, this Announcement and no liability whatsoever is accepted by Davy for the accuracy of any information.

***Information to Distributors***

Solely for the purposes of the product governance requirements contained within (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures; (d) the foregoing as they form part of the law of the United Kingdom by virtue of the UK European Union (Withdrawal) Act 2018 (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Securities have been subject to a product approval process, which has determined that such Placing Securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Placing Securities may decline and investors could lose all or part of their investment; the Placing Securities offer no guaranteed income and no capital protection; and an investment in the Placing Securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties or who are Relevant Persons, as that term is defined in Appendix 1 of the Launch Announcement.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Securities. Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Securities and determining appropriate distribution channels.

This Announcement and the Launch Announcement should be read in their entirety.

In particular, you should read and understand the information provided Appendix 1 of the Launch Announcement.