

## SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

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Jimmy Choo PLC

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FOR IMMEDIATE RELEASE

1 NOVEMBER 2017

### RECOMMENDED CASH ACQUISITION

of

**JIMMY CHOO PLC**

by

**MICHAEL KORS HOLDINGS LIMITED**

to be effected

by means of a Scheme of Arrangement  
under Part 26 of the Companies Act 2006

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On 25 July 2017, Jimmy Choo PLC (“**Jimmy Choo**”) and Michael Kors Holdings Limited (“**Michael Kors**”) announced that they had reached agreement on the terms of a recommended cash acquisition by which the entire issued and to be issued ordinary share capital of Jimmy Choo will be acquired by JAG Acquisitions (UK) Limited (“**Michael Kors Bidco**”), a wholly-owned subsidiary of Michael Kors (the “**Acquisition**”), to be effected by means of a Court approved scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”). On 27 October 2017, Jimmy Choo announced that the Court had sanctioned the Scheme to effect the Acquisition of Jimmy Choo by Michael Kors Bidco. Terms defined in the Scheme Document dated 21 August 2017 have the same meanings in this announcement (the “**Announcement**”).

Jimmy Choo is pleased to announce that the Scheme has now become effective.

Under the terms of the Scheme, holders of Offeree Shares are entitled to receive 230 pence for each Jimmy Choo Share held at the Scheme Record Time (6.00 p.m. on 30 October 2017). The latest date for the despatch of cheques to Scheme Shareholders and settlement through CREST is 15 November 2017.

Dealings in Jimmy Choo Shares were suspended with effect from 7.30 a.m. on 31 October 2017. Applications have been made to the UK Listing Authority and the London Stock Exchange in relation to the delisting of Offeree Shares from the Official List and cancellation of the admission to trading of Offeree Shares on the main market of the London Stock Exchange, which are each expected to take place by 8.00 a.m. on 2 November 2017.

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**Shareholder Helpline (8.30 a.m. to 5.30 p.m., Monday to Friday)**

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**Notes to Editors**

Jimmy Choo encompasses a complete luxury accessories brand. Women's shoes remain the core of the product offer, alongside handbags, small leather goods, scarves, sunglasses, eyewear, belts, fragrance and men's shoes. CEO Pierre Denis and Creative Director Sandra Choi together share a vision to create one of the world's most treasured luxury brands. Jimmy Choo has a global store network encompassing more than 150 stores and is present in the most prestigious department and specialty stores worldwide. Jimmy Choo PLC is publicly listed on the London Stock Exchange with the ticker CHOO.

**Important notices relating to financial advisers**

Merrill Lynch International ("BofA Merrill Lynch"), a subsidiary of Bank of America Corporation, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Jimmy Choo in connection with the matters set out in this Announcement and for no one else and will not be responsible to anyone other than Jimmy Choo for providing the protections afforded to its clients or for providing advice in relation to the Acquisition or any other matters referred to in this Announcement.

Citigroup Global Markets Limited (“Citi”), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Jimmy Choo in connection with the matters set out in this Announcement and for no one else and will not be responsible to anyone other than Jimmy Choo for providing the protections afforded to its clients or for providing advice in relation to the Acquisition or any other matters referred to in this Announcement.

Liberum Capital Limited (“Liberum”), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Jimmy Choo and no one else in connection with the Acquisition and will not be responsible to anyone other than Jimmy Choo for providing the protections afforded to its clients, nor for providing advice in relation to the Acquisition or in relation to the contents of this Announcement or any transaction or arrangement referred to in this Announcement.

RBC Europe Limited (trading as RBC Capital Markets), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Jimmy Choo and no one else in connection with the Acquisition and will not be responsible to anyone other than Jimmy Choo for providing the protections afforded to its clients, nor for providing advice in relation to the Acquisition or in relation to the contents of this Announcement or any transaction or arrangement referred to in this Announcement.

### **Further information**

This Announcement is for information purposes only and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Jimmy Choo in any jurisdiction in contravention of applicable law. The Acquisition has been made solely by means of the Scheme Document, which contains the full terms and conditions of the Acquisition.

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

This Announcement has been prepared for the purposes of complying with English law, the rules of the London Stock Exchange, the Listing Rules and the City Code and the 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 and regulations of any jurisdictions outside the United Kingdom.

### **Overseas jurisdictions**

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. This Announcement has been prepared for the purposes of complying with English law and the City Code and the 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 of England and Wales.

The Acquisition has not been made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in 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.

The availability of the Acquisition to Jimmy Choo 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.

### **Additional information for US investors**

The Acquisition relates to the shares of an English company and has been effected by means of a scheme of arrangement under the laws of England and Wales. Neither the proxy solicitation rules nor the tender offer rules under the US Securities Exchange Act of 1934, as amended (the "US Exchange Act"), apply to the Acquisition. Moreover, the Acquisition is subject to the disclosure requirements and practices applicable in the United Kingdom and under the City Code to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Financial information included in this Announcement has been prepared, unless specifically stated otherwise, in accordance with accounting standards applicable in the UK and thus may not be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

It may be difficult for US holders of Jimmy Choo Shares to enforce their rights and claims arising out of the US federal securities laws, since Michael Kors, Michael Kors Bidco and Jimmy Choo are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US holders of Jimmy Choo Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the 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.

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