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THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

For immediate release

13 June 2024

Bellway p.l.c.

Response to Press Speculation

Bellway p.l.c. ("Bellway") notes the recent press speculation regarding Crest Nicholson Holdings plc ("Crest Nicholson").

The Board of Bellway confirms that, on 7 May 2024, it made its latest non-binding all-share offer to the Board of Crest Nicholson to acquire the entire issued, and to be issued, share capital of Crest Nicholson (the "Possible Offer"), which has been rejected by the Board of Crest Nicholson. Under the terms of the Possible Offer, Crest Nicholson shareholders would receive 0.093 shares in Bellway for each share they own in Crest Nicholson. Based on the Bellway share price of 2,718 pence at close of business on 13 June 2024 (being the latest practicable date prior to this announcement), the terms of the Possible Offer represent an implied value of 253 pence per Crest Nicholson share, and:

- Crest Nicholson shareholders would hold 17.1 per cent. of the enlarged group's issued and to be issued share capital;
- a 30.0 per cent. premium to Crest Nicholson's share price at the time the latest Possible Offer was made; and
- a 20.5 per cent. premium to Crest Nicholson's 3-month volume weighted average price of 210 pence per Crest Nicholson share.

The Board of Bellway believes that there is compelling strategic and financial rationale for a combination of Bellway and Crest Nicholson which would bring together the strength of each business with complementary brands to reinforce Bellway's position as a leading UK housebuilder, while enabling Crest Nicholson shareholders to benefit from the scale of the combined business, a reduced risk profile, lower indebtedness and an enhanced landbank to capitalise on the long-term structural growth opportunity in the UK housing market. In addition, the Board of Bellway believes a combination would deliver significant operational synergies and support sustainable shareholder returns through the cycle.

There can be no certainty that an offer will ultimately be made.

Rule 2.6(a) of the Code requires that Bellway, by no later than 5.00 p.m. on 11 July 2024, being the 28th day following the date of this announcement, to either announce a firm intention to make an offer for Crest Nicholson in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline may be extended with the consent of the Takeover Panel, in accordance with Rule 2.6(c) of the Code.

In accordance with Rule 2.5(a) of the Code, Bellway reserves the right to introduce other forms of consideration and/or vary the mix or composition of consideration of any offer. In addition, Bellway reserves the right to make an offer for Crest Nicholson at a lower value or on less favourable terms than the Possible Offer: (i) with the agreement or recommendation of the Board of Crest Nicholson; (ii) if a third party announces a firm intention to make an offer for Crest Nicholson which, at that date, is of a value less than the value of the Possible Offer; or (iii) following the announcement by Crest Nicholson of a Rule 9 waiver transaction pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code). If Crest Nicholson declares, makes or pays any dividend or distribution or other return of value or payment to its shareholders, Bellway reserves the right to make an equivalent reduction to the Possible Offer.

This announcement is being made without the consent of Crest Nicholson.

The person responsible for arranging the release of this announcement on behalf of Bellway is Simon Scougall, Group General Counsel and Company Secretary.

Enquiries:

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Important Takeover Code notes

In accordance with Rule 2.4(c)(iii) of the Code, Bellway also confirms that it is not aware of any dealings in Crest Nicholson shares that would require it to offer a minimum level, or a particular form, of consideration under Rule 6 or Rule 11 of the Code. However, it has not been practicable for Bellway to make enquiries of all persons acting in concert with it prior to the date of this announcement in order to confirm whether any details are required to be disclosed under Rule 2.4(c)(iii) of the Code. To the extent that any such details are identified following such enquiries, Bellway shall make an announcement disclosing such details as soon as practicable, and in any event by no later than the time it is required to make its Opening Position Disclosure under Rule 8.1 of the Code.

Further information

Citigroup Global Markets Limited ("Citi"), which is authorised by the PRA and regulated in the UK by the FCA and the PRA, is acting exclusively for Bellway and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Bellway for providing the protections afforded to clients of Citi nor for providing advice in connection with the matters referred to in this Announcement. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citi in connection with this Announcement, any statement contained herein or otherwise.

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The release, publication or distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction.

Disclosure requirements of 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 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.

Rule 2.9 information

In accordance with Rule 2.9 of the Code, Bellway confirms that, as at the close of business on 13 June 2024 (being the business day immediately prior to the date of this announcement), it had in issue 118,975,346 ordinary shares of 12.5 pence each. Bellway does not hold any ordinary shares in treasury. The International Securities Identification Number (ISIN) of Bellway's ordinary shares is GB0000904986.

Publication on website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at <https://www.bellwayplc.co.uk/investor-centre> promptly and in any event by no later than 12 noon on the business day following this announcement. The content of this website is not incorporated into and does not form part of this announcement.