



PINEWOOD

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PRESS RELEASE

PINEWOOD GROUP ANNOUNCES LAUNCH OF OFFERING OF SENIOR SECURED NOTES DUE 2025

London, 9 September 2019: Pinewood Group today announced that its wholly-owned subsidiary, Pinewood Finco plc, has launched an offering (the “Offering”) of £500,000,000 aggregate principal amount of its senior secured notes due 2025 (the “Notes”).

The proceeds from the Offering will be used to (i) fully redeem Pinewood Finco plc’s existing £250,000,000 3¾% senior secured notes due 2023, (ii) make one or more loans and/or distributions to Pinewood Group’s ultimate shareholder and/or its affiliates and (iii) pay certain fees and expenses in connection with these transactions.

About Pinewood Group

The Pinewood Studios Group is the leading provider of studio and related services to the global film and television industry. Founded in 1936 and headquartered in the United Kingdom, Pinewood has helped create some of the big and small screen’s most treasured productions, among them 158 Oscar winners, 215 BAFTA winners and numerous blockbuster film productions with budgets of over \$100 million. In the past year alone, our UK-based studios have been home to many highly-acclaimed productions such as: *Rocketman*, *No Time To Die*, *Fast & Furious Presents: Hobbs & Shaw*, *Dumbo*, *Mary Poppins Returns*, *Mary Queen of Scots* and *Star Wars*.

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Cautionary Statement

The Offering is being made by means of an offering memorandum. This announcement does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful.

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. Accordingly, the Notes are being offered and sold in the United States only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act.

Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “FSMA”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is only addressed to and directed at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments (being

investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"), (iii) fall within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the announcement to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The Notes will only be available to relevant persons and this announcement must not be acted on or relied on by anyone who is not a relevant person.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Regulation (EU) 2017/1129 (as amended), and any relevant implementing measure in the relevant Member State of the European Economic Area (the "Prospectus Regulation"). The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA.

This press release may include "forward looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. These forward looking statements can be identified by the use of forward looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "intends," "may," "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts and include statements regarding Pinewood or its affiliates' intentions, beliefs or current expectations concerning, among other things, the Offering.

By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward looking statements are not guarantees of future performance and that Pinewood and its affiliates' actual results of operations, financial condition and liquidity, and the development of the industry in which they operate may differ materially from those made in or suggested by the forward looking statements contained in this press release. In addition, even if Pinewood or its affiliates' results of operations, financial condition and liquidity, and the development of the industry in which Pinewood operates are consistent with the forward looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods. Given these risks and uncertainties, you should not rely on forward looking statements as a prediction of actual results.