

THIS LETTER IS IMPORTANT. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the contents of this letter, you are recommended to seek your own independent financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. You must obtain your own independent advice on these matters based on your particular situation.

This letter should be read in conjunction with the scheme circular to shareholders of Britvic PLC dated 22 July 2024, containing details of the Scheme, amongst other things.

22 July 2024



Dear Participant

The Britvic Irish Profit Sharing Scheme ("Irish PSS") and the recommended acquisition of Britvic PLC by Carlsberg UK Holdings Limited ("Bidco")

You do not need to do anything to in relation to your Free Shares in connection with the Acquisition – the steps outlined below will happen automatically.

On 8 July 2024, Britvic PLC ("**Britvic**") and Carlsberg UK Holdings Limited ("**Bidco**") announced that they had agreed the terms of a recommended cash offer by Bidco to acquire the entire issued, and to be issued, share capital of Britvic (the "**Acquisition**").

An explanation of the defined terms used in this letter is provided in Appendix 1. Terms defined in the Scheme Document will have the same meaning in this letter unless otherwise defined.

1. Why are we writing to you?

We are writing to you to explain what will happen to your Britvic Shares that are held in a nominee account (your "**Free Shares**") operated by Global Shares Trustees Ireland Limited (the "**Irish PSS Trustee**"), and your rights in relation to those Free Shares.

Please read everything in this letter and the Appendix; the contents are very important.

If you participate in other Britvic share plans, you will receive separate letters about the effect of the Acquisition on your other share options/awards. Please also read those letters carefully as you may need to take action under them.

2. Summary

- **As you own Britvic Shares through the Irish PSS, you will have the opportunity, if you wish, to vote for or against the Acquisition.** As the Free Shares are held on your behalf by the Irish PSS Trustee, to do this you need to instruct the Irish PSS Trustee which way to vote (see below).
- If the Acquisition goes ahead, all Free Shares held by the Irish PSS Trustee at the Scheme Record Time will be acquired by Bidco for 1,290 pence in cash for each Free Share, subject to the terms of the Acquisition. A special dividend of 25 pence per Britvic Share will also be declared before the Effective Date of the Acquisition and will be payable to any Britvic Shareholders as at the record date of the dividend. As you will be a Britvic Shareholder at the record date of the special dividend, you will also receive 25 pence per Britvic Share pursuant to the special dividend. Please see paragraph 3 below for the tax implications.
- **You do not need to do anything in connection with your Free Shares.**
 - In relation to awards granted to you less than three years before Court Sanction, Britvic has agreed with the Irish PSS Trustee that it is in your best interests to seek Irish Revenue approval to reinvest the cash proceeds in Carlsberg shares, so that the awards continue to be held for the full three year cycle. This will preserve the income tax saving on these awards and avoid a full claw back of income tax for you as well as an immediate capital gain (which may also be taxable on you).
 - In relation to awards held in the Trust which were granted more than three years before Court Sanction, you will receive your sale proceeds in cash to your bank account. Your proceeds will be paid to you as soon as possible once the funds are received from Bidco – it is expected that the funds will be received by the Irish PSS Trustee from Bidco within 14 days of the Effective Date under the Scheme.

3. Tax implications

A. For awards held for less than 3 years

There are both income tax and capital gains tax elements to the tax analysis of the Acquisition. However, there is scope under Irish tax legislation to avoid these immediate tax charges if Irish Revenue agrees that the cash proceeds arising from the Acquisition are immediately reinvested in Carlsberg shares so that the Carlsberg shares stand in place of the original award of Free Shares in Britvic, and will be released when the original awards are due to be released at the end of the 3 year anniversary. If this occurs, the Acquisition will not trigger any tax implications for you if the Acquisition goes ahead.

If Irish Revenue does not agree to this proposal, and the Acquisition goes ahead, you will be entitled to the cash value of the Britvic Shares you have and the tax implications for you will be as follows:

- Disposal of your Free Shares before the third anniversary will trigger a claw back of Irish income tax based on the “locked-in value” of the Free Shares. The locked in value is the lesser of (i) the value of the Free Shares when they were awarded to you and (ii) the proceeds of the sale to Carlsberg. Income tax is payable at your marginal rate of either 20% or 40%. No USC or employee PRSI is clawed back as these taxes were already paid on the Free Shares when they were awarded to you. It will be your responsibility to report and pay the income tax due in accordance with self-assessment rules. There is no scope for Britvic to deal with the matter via payroll.
- The disposal of your Free Shares is also a disposal for capital gains tax (“CGT”) purposes, and you may realise a capital gain if the value of the Free Shares when they were awarded to you

is less than the proceeds of the sale to Carlsberg. You have an annual CGT exemption of Eur 1,270, so if your gain (when aggregated with total capital gains made by you in the tax year) is more than this amount you must pay CGT on the excess. CGT is currently payable at 33%. If CGT is payable, you must report the gain and pay the CGT due by 15 December (if the Acquisition occurs between 1 January and 30 November) or by 31 January (if the Acquisition occurs in December).

The application to Revenue will be made as soon as possible and the position is expected to be confirmed in advance of Court Sanction. You will receive further updates on this in due course.

B. For awards held for more than 3 years

- There are no income tax consequences for you of the Acquisition as the shares have been held for the required 3 year period.
- The disposal of your Free Shares is a disposal for capital gains tax ("**CGT**") purposes, and you may realise a capital gain if the value of the Free Shares when they were awarded to you is less than the proceeds of the sale to Carlsberg. You have an annual CGT exemption of Eur 1,270, so if your gain (when aggregated with total capital gains made by you in the tax year) is more than this amount you must pay CGT on the excess. CGT is currently payable at 33%. If CGT is payable, you must report the gain and pay the CGT due by 15 December (if the Acquisition occurs between 1 January and 30 November) or by 31 January (if the Acquisition occurs in December).

C. Special Dividend

Your dividend (see section 5 below) will be taxable in the normal manner i.e. it is treated as investment income and Irish income tax, USC and possibly PRSI (depending on your personal circumstances) is payable on the amount of dividend you receive. It is your responsibility to declare this income and pay these taxes, under self-assessment tax rules.

Please see section 10 below for the tax implications for leavers.

This does not constitute legal, tax or financial advice and the treatment of your Free Shares will depend on your particular individual circumstances. If you have any questions about your legal, tax or financial position, you are strongly advised to take independent legal, tax and/or financial advice.

4. The Acquisition

It is intended that the Acquisition will take place through what is called a "scheme of arrangement" (the "**Scheme**"). This is a procedure that is subject to approval by Britvic Shareholders and the Court. In particular, as part of the Acquisition, the Court will sanction the Scheme on a date referred to throughout this letter as "**Court Sanction**". This date is not the date on which the Acquisition will be completed. The Acquisition is currently due to complete a couple of days after Court Sanction on the "**Effective Date**" upon filing the Court Sanction order with Companies House. If the Acquisition completes, it will result in Britvic and its subsidiaries becoming part of the Carlsberg Group.

Further information on the Scheme is set out in the Scheme Document dated 22 July 2024, a copy of which is also available on the Britvic website at <https://documentarchive.britvic.com/> and Carlsberg's website at <https://www.carlsberggroup.com> respectively. A copy of this letter is available on the same websites.

5. What are the terms of the Acquisition?

The terms of the Acquisition are set out in full in the Scheme Document. However, in summary, if the Acquisition goes ahead, Britvic Shareholders will be entitled to receive 1,290 pence in cash for each Britvic Share they own at the Scheme Record Time, subject to the terms of the Acquisition. A special dividend of 25 pence per Britvic Share will also be declared before the Effective Date of the Acquisition and will be payable to any Britvic Shareholders as at the record date of the dividend.

6. When is the Acquisition likely to take place?

As the Acquisition is subject to various antitrust approvals, the Acquisition is currently expected to complete during the first quarter of 2025. You will receive further updates on timing in due course.

7. Your right to vote on the Acquisition

If you would like to instruct the Irish PSS Trustee to vote in respect of your Free Shares, you may submit your instruction online via the [Britvic Ireland Equity Gateway](#) after you receive your form of direction and follow the online instructions. **You will receive further information about submitting your online voting instruction for the Court Meeting and for the General Meeting in due course.**

As you are the beneficial owner of the Britvic Shares held on your behalf by the Irish PSS Trustee, you may instruct the Irish PSS Trustee to vote on your behalf in relation to those Britvic Shares at the Court Meeting and the General Meeting. A separate form of direction explaining how and the terms upon which you can instruct the Irish PSS Trustee to vote on the Acquisition and the deadline to do so will be sent to you along with this letter.

There is no need physically to attend the Court Meeting or the General Meeting to vote.

If you take no action, or if you miss the deadline, the Irish PSS Trustee will not vote in respect of the Free Shares it holds on your behalf and will bear no responsibility or liability if you take no action or provide late, unreadable and/or incorrect instructions. The Irish PSS Trustee is under no obligation to remind you to complete your instructions or to correct incorrect forms. The Scheme will be approved (or not) by Britvic Shareholders at the Court Meeting and the General Meeting based on the votes of those Britvic Shareholders who do vote. This will not affect the sale of your Free Shares under the Acquisition - if the Acquisition proceeds; they will still be sold to Bidco.

8. How will the Acquisition affect your Free Shares?

At the moment, the Irish PSS continues as normal. There will come a point in the process in which it is likely that the scheme will be ceased. This will be communicated to you at the time. If the Acquisition completes, the Irish PSS Trustee will participate in the Scheme in the same way as other Britvic Shareholders which means that any Free Shares you hold in the Irish PSS as at the Scheme Record Time will automatically be sold to Bidco for 1,290 pence for each Free Share, subject to the terms of the Acquisition.

The consequences outlined in sections 3A (in relation to Free Shares held for less than 3 years) and 3B (in relation to Free Shares held for more than 3 years) are set out above.

9. What happens to your Free Shares if the Acquisition does not go ahead?

If the Acquisition does not go ahead, your Free Shares will continue to be held on your behalf in the Trust in accordance with the normal operation of the Irish PSS.

10. What happens if I leave employment with the Britvic Group?

All leavers keep their Irish PSS Free Share awards even if they leave the Britvic Group. Irish tax legislation governing the Irish PSS has specific rules for leavers and these rules will apply in the normal manner, as summarised below.

- If you leave before Court Sanction due to **redundancy, ill health or retirement** you can simply leave your shares in the Irish PSS and the position outlined in section 2 and 3 above will apply. Alternatively, you are allowed to take your Britvic Free Shares that have not reached their three-year anniversary out of the Irish PSS early i.e. you can ask the Irish PSS Trustee to (i) sell them on the open market or (ii) transfer them into your own name. If you do either of these things, there is a claw back of income tax because you have held them for less than three years, but this is limited to income tax on 50% of the “locked-in value” i.e. the value of the shares when they were granted to you. If you sell your Britvic shares early in these circumstances, you will be selling before Court Sanction and so these Free Shares will not be part of the sale to Carlsberg. If you transfer your Britvic shares out of the Irish PSS and into your own name early, and you are still holding them at Court Sanction, you will be part of the sale to Carlsberg in the same way as other Britvic Shareholders.
- **If you die** before Court Sanction, your legal personal representative can ask the Irish PSS Trustee to sell or transfer your Free Shares immediately without any income tax implications. Alternatively, if your Free Shares are still in the Irish PSS at Court Sanction, all of your Free Shares (regardless of how long they have been held) will be sold to Carlsberg and the cash proceeds will be payable to your legal personal representative shortly after the Effective Date.
- If you leave for **any other reason** before Court Sanction:
 - in relation to Free Shares held for less than two years, you cannot take any action and these shares must remain in the Irish PSS and will be dealt with as outlined in sections 2 and 3A above.
 - In relation to Free Shares held for more than two years and less than three years, you can simply leave your shares in the Irish PSS and the position outlined in section 2 and 3A above will apply. Alternatively, you are allowed to take your Britvic Free Shares that have not reached their three-year anniversary out of the Irish PSS early i.e. you can ask the Irish PSS Trustee to (i) sell them on the open market or (ii) transfer them into your own name. If you do either of these things, there is a claw back of income tax because you have held them for less than three years, on 100% of the “locked-in value” i.e. the value of the shares when they were granted to you. If you sell your Britvic shares early in these circumstances, you will be selling before Court Sanction and these Free Shares will not be part of the sale to Carlsberg. If you transfer your Britvic shares out of the Irish PSS and into your own name early, and you are still holding

them at Court Sanction, you will be part of the sale to Carlsberg in the same way as other Britvic Shareholders.

- In relation to Free Shares held for more than three years, you are free to sell or transfer these shares at any time, or you can wait for Court Sanction and the position outlined in sections 2 and 3B above will apply.
- If you leave after Court Sanction, the normal leaver rules will apply to your Carlsberg shares i.e. you must leave them in the Irish PSS for the full three years (from the date of the original Britvic Free Share award to which they relate) in order to maintain the full income tax exemption. If you sell or transfer any Carlsberg shares out of the Irish PSS before the relevant three year anniversary there is a claw back of income tax because you have held them for less than three years, and income tax will be payable on either 50% of the locked in value (if you leave due to redundancy, ill-health or retirement) or 100% of the locked in value (if you leave for any other reason). The only exception is on your death, in which case there is no claw back of income tax.

11. What if you have questions?

If you have any questions that relate to the impact of the Acquisition on your Free Shares, please contact Global Shares via the Helpdesk facility on Britvic Ireland Equity Gateway <https://britvicireland.globalsharesequity.co.uk>.

Please note that none of Britvic, Bidco, Global Shares, the Irish PSS Trustee, or any of their employees, can provide you with legal, tax, financial or investment advice on the Acquisition. You must obtain your own independent advice on these matters based on your particular situation.

If you are in any doubt as to the contents of this letter, you are recommended to seek your own independent financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser.

Yours sincerely

On behalf of **Global Shares Trustees Ireland Limited**
acting as trustee of the Britvic Irish Profit Sharing Scheme

Appendix

Defined Terms

“**Acquisition**” means the direct or indirect acquisition of the entire issued and to be issued share capital of Britvic by Bidco;

“**Bidco**” means Carlsberg UK Holdings Limited (a wholly owned subsidiary of Carlsberg A/S);

“**Bidco Directors**” means the persons whose names are set out in section 2.3 of Part VIII (Additional Information on Britvic, Bidco and Carlsberg) of the Scheme Document or, where the context so requires, the directors of Bidco from time to time;

“**Britvic**” means Britvic PLC, a company incorporated and registered in England and Wales;

“**Britvic Directors**” means the board of directors of Britvic, and “**Britvic Director**” means any of them;

“**Britvic Shareholders**” means holders of Britvic Shares;

“**Britvic Shares**” means ordinary shares of 20 pence each in the capital of Britvic;

“**Carlsberg**” means Carlsberg A/S, a company incorporated under the laws of Denmark;

“**Carlsberg Group**” means Carlsberg A/S and its subsidiary undertakings and associated undertakings;

“**Court**” means the High Court of Justice in England and Wales;

“**Court Meeting**” means the meeting of the holders of “Scheme Shares” (as defined in the Scheme Document) convened with the permission of the Court;

“**Court Sanction**” means the order of the Court sanctioning the Scheme under section 899 of the Companies Act being granted;

“**Effective Date**” means the date on which the Scheme becomes effective in accordance with its terms;

“**Free Shares**” means Britvic Shares held by the Irish PSS Trustee for the purposes of the Irish PSS;

“**General Meeting**” means the meeting of Britvic Shareholders to approve the special resolution to:

- authorise the Britvic Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- amend the articles of association of Britvic by the adoption and inclusion of a new article;

“**Irish PSS**” means the Britvic Irish Profit Sharing Scheme;

“**Irish PSS Trustee**” means Global Shares Trustees Ireland Limited, the plan administrator, nominee and trustee for the Irish PSS;

“**PRSI**” means Pay Related Social Insurance;

“**Scheme**” means the proposed procedure by which Bidco will become the holder of the entire issued and to be issued ordinary share capital of Britvic as described in the Scheme Document;

“**Scheme Document**” means the document setting out the terms of the Scheme dated 22 July 2024 to Britvic Shareholders;

“**Scheme Record Time**” means 6.00 p.m. (London time) on the Business Day immediately after Court Sanction;

“Takeover Code” means the City Code on Takeovers and Mergers, as amended from time to time;

“Trust” means the trust relating to the Britvic Share Incentive Plan; and

“USC” means Universal Social Charge.

NOTES

Morgan Stanley & Co. International plc ("**Morgan Stanley**") is acting as financial advisor to Britvic PLC and to no one else. Morgan Stanley is authorised by the PRA and regulated by the FCA and the PRA. In connection with such matters, Morgan Stanley's and its affiliates' respective directors, officers, employees and agents will not regard any other person as its client, nor will Morgan Stanley be responsible to anyone other than Britvic for providing the protections afforded to their clients or for providing advice in connection with the matters described in this letter or any matter referred to herein.

Europa Partners Limited ("**Europa Partners**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as joint financial adviser exclusively for Britvic and no one else in connection with the possible offer and will not be responsible to anyone other than Britvic for providing the protections afforded to its clients or for providing advice in connection with the possible offer. Neither Europa Partners, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Europa Partners in connection with the possible offer, this letter, any statement contained herein or otherwise.

Each of Morgan Stanley and Europa Partners has given and not withdrawn its written consent to the issue of this letter with the inclusion herein of the references to its name in the form and context in which it appears.

The contents of this letter are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the contents of this letter, you should consult your own legal adviser, financial adviser or tax adviser for legal, business, financial or tax advice.

The statements contained in this letter are made as at the date of this letter, unless some other time is specified in relation to them, and service of this letter will not give rise to any implication that there has been no change in the facts set out in this letter since such date. Nothing in this letter shall be deemed to be a forecast, projection or estimate of the future financial performance of Britvic or Carlsberg except where otherwise stated.

The release, publication or distribution of this letter in or into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This letter does not constitute an offer or invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this letter or otherwise in any jurisdiction in which such offer or solicitation is unlawful.

The Britvic Directors, whose names are set out in section 2.1 of the Scheme Document, accept responsibility for the information contained in this letter, including expressions of opinion, other than information for which responsibility is taken by the Bidco Directors and the Carlsberg Responsible Persons pursuant to section 1.2 of the Scheme Document. To the best of the knowledge and belief of the Britvic Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco Directors and the Carlsberg Responsible Persons, whose names are set out in sections 2.2 and 2.3 of the Scheme Document, respectively, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to Bidco, Carlsberg, the Wider Carlsberg Group, the Bidco Directors, the Carlsberg Responsible Persons and their respective close relatives and

related trusts and other persons acting in concert with them, except that Paul Davies and Adam Stubbs shall not be responsible for the information contained in this Document relating to the Carlsberg Responsible Persons and their respective close relatives and the related trusts of, and other persons acting in concert with, the Carlsberg Responsible Persons, Carlsberg and the Wider Carlsberg Group (but excluding Bidco and the business of the Bidco Group). To the best of the knowledge and belief of the Bidco Directors and the Carlsberg Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this Document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.