



Pet Valu Holdings Ltd. Announces Closing of C\$175 Million Secondary Bought Deal Offering

May 15, 2024

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MARKHAM, ON, May 15, 2024 /CNW/ - Pet Valu Holdings Ltd. ("**Pet Valu**" or the "**Company**") (TSX: PET), the leading Canadian specialty retailer of pet food and pet-related supplies, announced today that the previously announced secondary bought deal offering (the "**Offering**") of 5,903,000 common shares of the Company (the "**Common Shares**") by PV Holdings S.à r.l., Roark Capital Partners II AIV AG, L.P., RCPS Equity Cayman LP and Roark Capital Partners Parallel II AIV AG, L.P. (collectively, the "**Selling Shareholders**") at a price of \$29.65 per Common Share, for total gross proceeds to the Selling Shareholders of approximately C\$175 million, has closed.



All net proceeds have been paid directly to the Selling Shareholders. The Company did not receive any proceeds from the Offering.

Following the Offering, the Selling Shareholders, in the aggregate, beneficially own Common Shares representing 39.2% of the outstanding Common Shares.

The Offering was led by CIBC Capital Markets and RBC Capital Markets, together with a syndicate of underwriters consisting of Barclays Capital Canada, Jefferies Securities, Inc., National Bank Financial Inc., Raymond James Ltd., Stifel Nicolaus Canada Inc., TD Securities Inc., UBS Securities Canada Inc., ATB Securities Inc., Cormark Securities Inc. and Laurentian Bank Securities Inc.

The Common Shares were offered and sold by way of a prospectus supplement dated May 10, 2024 (the "**Prospectus Supplement**") to the Company's short form base shelf prospectus dated July 22, 2022 filed in each of the provinces and territories of Canada, a copy of which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

The securities under the Offering have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States (as such term is defined in Regulation S under the U.S. Securities Act) or to, or for the account or benefit of, persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or solicitation of an offer to buy any of these securities in any jurisdiction in which the offering or sale is not permitted.

Early Warning Report

This additional disclosure is provided pursuant to National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, which also requires a report to be filed by Roark Capital Partners II AIV AG, L.P. and RCPS Equity Cayman LP (the "**Principal Shareholders**") with the regulatory authorities in each jurisdiction in which the Company is a reporting issuer containing information with respect to the following matters (the "**Early Warning Report**"). The Principal Shareholders are managed by an affiliate of Roark Capital Management, LLC.

Prior to the Offering, Roark Capital Partners II AIV AG, L.P. and RCPS Equity Cayman LP beneficially owned 17,199,080 Common Shares (representing approximately 24.1% of the outstanding Common Shares on a non-diluted basis) and 12,184,105 Common Shares (representing approximately 17.0% of the outstanding Common Shares on a non-diluted basis), respectively. Following closing of the Offering, Roark Capital Partners II AIV AG, L.P. and RCPS Equity Cayman LP beneficially own 14,206,983 Common Shares (representing approximately 19.9% of the outstanding Common Shares on a non-diluted basis) and 10,064,456 Common Shares (representing approximately 14.1% of the outstanding Common Shares on a non-diluted basis), respectively.

The Principal Shareholders may further purchase, hold, vote, dispose or otherwise deal in the securities of the Company, including through derivative or hedge transactions, in such manner as they deem advisable from time to time, subject to the terms of the lock-up agreements entered into by the Principal Shareholders in connection with the Offering and with the investor rights agreement described in the Company's annual information form, a copy of which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

For further information and to obtain a copy of the Early Warning Report to be filed under applicable Canadian securities laws in connection with the foregoing matters, please see the Company's profile on SEDAR+ at www.sedarplus.ca or contact James Allison at (289) 806-4559.

About Pet Valu

Pet Valu is Canada's leading retailer of pet food and pet-related supplies with over 700 corporate-owned or franchised locations across the country. For more than 40 years, Pet Valu has earned the trust and loyalty of pet parents by offering knowledgeable customer service, a premium product offering and engaging in-store services. Pet Valu's neighbourhood stores offer more than 7,000 competitively-priced products, including a broad assortment of premium, super premium, holistic and award-winning proprietary brands. To learn more, please visit: www.petvalu.ca.

Forward looking and other cautionary statements

Some of the information contained in this press release is forward-looking information. Forward-looking information is provided as of the date of this press release and is based on management's opinions, estimates and assumptions in light of its experience and perception of historical trends, current trends, current conditions and expected future developments, as well as other factors that management believes appropriate and reasonable in the circumstances. Such forward-looking information is intended to provide information about management's current expectations and plans, and may not be appropriate for other purposes. Pet Valu does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities laws. Actual results and the timing of events may differ materially from those anticipated in the forward-looking information as a result of various factors and assumptions, and subject to the risks as set out in the Company's annual information form dated March 4, 2024 and as discussed under "Risk Factors" in the prospectus supplement and short form base shelf prospectus.

SOURCE Pet Valu Canada Inc.