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This document comprises a supplementary prospectus (the "**Supplementary Prospectus**") relating to Wickes Group plc (the "**Company**") prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of FSMA. This Supplementary Prospectus has been filed with and approved by the FCA in accordance with section 87A of the FSMA and has been made available to the public in accordance with the Prospectus Regulation Rules by the same being made available, free of charge, at www.wickesplc.co.uk and at the Company's registered office at Vision House, 19 Colonial Way, Watford WD24 4JL, United Kingdom.

This Supplementary Prospectus has been approved by the FCA as competent authority under Regulation (EU) 2017/1129 (as it forms part of retained European Union ("**EU**") law as defined in the EU (Withdrawal) Act 2018) (the "**Prospectus Regulation**"). The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

This Supplementary Prospectus is supplementary to, and must be read in conjunction with, the prospectus published by the Company on 24 March 2021 in relation to Admission to the premium listing segment of the Official List and to trading on the London Stock Exchange of all of the ordinary shares of the Company (the "**Wickes Shares**") (the "**Original Prospectus**"). Save as disclosed in this document, since the publication of the Original Prospectus, there have been no significant new factors, material mistakes or material inaccuracies relating to the information contained in the Original Prospectus.

Capitalised terms contained in this Supplementary Prospectus shall have the meanings given to such terms in the Original Prospectus unless otherwise defined herein.

The Directors, whose names are set out in Part V: "Directors, Senior Managers and Corporate Governance" of the Original Prospectus, and the Company accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

Prospective investors should read this Supplementary Prospectus and the Original Prospectus as a whole and, in particular, prospective investors are advised to examine all the risks that might be relevant in connection with an investment in the Wickes Shares. See Part I: "Risk Factors" of the Original Prospectus for a discussion of certain risks and other factors that should be considered prior to any investment in the Wickes Shares.



Wickes Group plc

(incorporated under the Companies Act 2006 and registered in England and Wales with registered number 12189061)

Supplementary Prospectus

Admission to the premium listing segment of the Official List and to trading on the London Stock Exchange of the Wickes Shares

Joint Financial Advisors and Joint Sponsors

Citigroup

Deutsche Bank

Issued and fully paid share capital immediately following Admission

**Number
252,143,923**

**Nominal value
£0.10**

Prospective investors should only rely on the information contained in the Original Prospectus, as supplemented by this Supplementary Prospectus and any documents incorporated therein by reference. No person is or has been authorised to give any information or make any representations not contained in or not consistent with the Original Prospectus or this Supplementary Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplementary Prospectus shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to its date. The Company will comply with its obligation to publish a supplementary prospectus containing further updated information required by law or any regulatory authority but assumes no further obligation to publish additional information.

This Supplementary Prospectus and the Original Prospectus are intended solely for holders of Travis Perkins Shares and have been prepared in connection with the application to list the Wickes Shares on the premium listing segment of the Official List and to admit the Wickes Shares to trading on the London Stock Exchange. Recipients of this Supplementary Prospectus are authorised solely to use it for the purpose of considering the Demerger and may not reproduce or distribute this Supplementary Prospectus, in whole or in part,

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Apart from the responsibilities and liabilities, if any, which may be imposed on Citi by FSMA or the regulatory regime established thereunder or under the regulatory regime of any other applicable jurisdiction, where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Citi nor any of its affiliates, directors, officers, employees or advisers accepts any responsibility whatsoever for the contents of this document, including its accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or its subsidiaries, Wickes Shares or the Demerger or Admission. Citi and its affiliates, directors, officers, employees and advisers accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this document or any such statement. No representation or warranty, express or implied, is made by Citi or any of its affiliates, directors, officers, employees or advisers as to the accuracy, completeness, verification or sufficiency of the information set out in this document, and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future.

Deutsche Bank AG is a joint stock corporation incorporated with limited liability in the Federal Republic of Germany, with its head office in Frankfurt am Main where it is registered in the Commercial Register of the District Court under number HRB 30 000. Deutsche Bank AG is authorised under German banking law. The London branch of Deutsche Bank AG is registered in the register of companies for England and Wales (registration number BR000005) with its registered address and principal place of business at Winchester House, 1 Great Winchester Street, London EC2N 2DB. Deutsche Bank AG is authorised and regulated by the European Central Bank and the German Federal Financial Supervisory Authority (BaFin). With respect to activities undertaken in the UK, Deutsche Bank AG is authorised by the PRA with deemed variation of permission. It is subject to regulation by the FCA and limited regulation by the PRA. Details about the Temporary Permissions Regime, which allows EEA-based firms to operate in the UK for a limited period while seeking full authorisation, are available on the FCA’s website. In connection with the Demerger and Admission, Deutsche Bank is acting through its London branch (“**Deutsche Bank**” and together with Citi, the “**Joint Sponsors**”). Deutsche Bank is acting exclusively as financial adviser and sponsor for the Company and Travis Perkins plc, and no one else in connection with the Demerger and Admission, and Deutsche Bank will not regard any other person (whether or not a recipient of this document) as a client in relation to the Demerger or Admission and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Demerger or Admission or any other transaction, matter or arrangement referred to in this document or the Original Prospectus.

Apart from the responsibilities and liabilities, if any, which may be imposed on Deutsche Bank by FSMA or the regulatory regime established thereunder or under the regulatory regime of any other applicable jurisdiction, where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Deutsche Bank nor any of its affiliates, directors, officers, employees or advisers accepts any responsibility whatsoever for the contents of this document, including its accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or its subsidiaries, Wickes Shares or the Demerger or Admission. Citi and Deutsche Bank and their affiliates, directors, officers, employees and advisers accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this document or any such statement. No representation or warranty, express or implied, is made by Deutsche Bank or any of its affiliates, directors, officers, employees or advisers as to the accuracy, completeness, verification or sufficiency of the information set out in this document, and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future.

Investors acknowledge they have not relied on the Joint Sponsors or any person affiliated with the Joint Sponsors in connection with any investigation of the accuracy of any information contained in the Original Prospectus or this Supplementary Prospectus or that investment decision. Each investor must rely on such investor’s own examination, analysis and enquiry of the Company and Wickes Shares. Investors should be aware that an investment in the Company involves a degree of risk and that, if certain risks described in the Original Prospectus occur, investors may find their investment materially and adversely affected. The contents of this document should not be construed as legal, business, financial or tax advice. None of the Company, Citi, Deutsche Bank or any of their respective representatives is making any representation to any prospective investor regarding the legality of an investment in the Wickes Shares by such prospective investor under the laws applicable to such prospective investor. Each prospective investor should consult such investor’s own legal, business, financial or tax advisers for advice. The Original Prospectus and this Supplementary Prospectus are not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Directors, any of the Company’s advisers (including the Joint Sponsors) or any of their affiliates or representatives regarding the securities of the Company. The Joint Sponsors and any of their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services for, the Company for which they would have received customary fees.

Neither the Original Prospectus nor this Supplementary Prospectus constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or to subscribe for, any securities to any person in any jurisdiction. The Original Prospectus and this Supplementary Prospectus are intended solely for holders of Travis Perkins Shares. No Wickes Shares have been marketed to, or are available for purchase by, the public in the United Kingdom or elsewhere in connection with the introduction of the Wickes Shares to the premium listing segment of the Official List or the Demerger.

NOTICE TO US SHAREHOLDERS

The Wickes Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**") or with any securities regulatory authority of any state of the United States, and may not be offered or sold in the United States absent registration under the US Securities Act an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act, and in compliance with any applicable State or local securities laws. The Wickes Shares are expected to be issued in reliance on the position taken by the Division of Corporation Finance of the US Securities and Exchange Commission ("**SEC**"), set forth in Staff Legal Bulletin No. 4, that shares distributed in a spin-off do not require registration under the US Securities Act if, as is the case with respect to the Demerger, certain conditions are satisfied. None of the SEC, any other US federal or state securities commission or any US regulatory authority has approved or disapproved of the Wickes Shares nor have such authorities reviewed, passed upon or endorsed the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

NOTICE TO OVERSEAS SHAREHOLDERS

Overseas Shareholders may be affected by the laws of other jurisdictions in relation to the Demerger. Overseas Shareholders should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with the allotment and issue of Wickes Shares following the Demerger, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

This document has been prepared for the purposes of complying with English law and the rules of the FCA, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the UK. No action has been taken or will be taken by the Company to permit a public offering of the Wickes Shares or to permit the possession, issue or distribution of this Supplementary Prospectus in any jurisdiction where action for that purpose may be required. Accordingly, neither the Original Prospectus, this Supplementary Prospectus nor any advertisement nor any other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Demerger in their particular circumstances.

Company's website

The website of the Company is www.wickesplc.co.uk. Information contained on the Company's website or the contents of any website accessible from hyperlinks on the Company's website are not incorporated into and do not form part of this Supplementary Prospectus, except where that information has been incorporated by reference into this Supplementary Prospectus.

This document is dated 15 April 2021.

PART I
SUPPLEMENTARY INFORMATION

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Original Prospectus published by the Company on 24 March 2021. To the extent that there is any inconsistency between a statement in this Supplementary Prospectus and a statement contained in the Original Prospectus, the statement in this Supplementary Prospectus will prevail. Any decision to invest in the Wickes Shares should be based on consideration of the Original Prospectus, as supplemented by this Supplementary Prospectus.

Background

Following the publication of the Original Prospectus, Travis Perkins plc published its Q1 trading update on 15 April 2021 (the “**Travis Perkins Trading Update**”).

The Company considers the information relating to the Wickes business in the Travis Perkins Trading Update to be a significant new factor relating to the information contained in the Original Prospectus and, accordingly, this Supplementary Prospectus has been prepared in accordance with Rule 3.4 of the Prospectus Regulation Rules. An extract of the Travis Perkins Trading Update is set out in the Appendix.

**PART II
ADDITIONAL INFORMATION**

1 Responsibility

The Company and the Directors, whose names are set out in Part V: “Directors, Senior Managers and Corporate Governance” of the Original Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

2 No significant change

Other than as otherwise disclosed in this Supplementary Prospectus, there has been no other significant new factor, material mistake or material inaccuracy relating to the information in the Original Prospectus that has arisen since the publication of the Original Prospectus.

3 Documents available for inspection

In addition to those documents set out in paragraph 27 of Part XII: “Additional Information” of the Original Prospectus, a copy of this Supplementary Prospectus is available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period of 12 months following the date of this Supplementary Prospectus at the offices of Linklaters LLP at One Silk Street, London EC2Y 8HQ and at the Company’s registered office at Vision House, 19 Colonial Way, Watford WD24 4JL, United Kingdom and on the Company’s website at the following address www.wickesplc.co.uk

4 Definitions

Certain terms used and not otherwise defined in this Supplementary Prospectus, including capitalised terms, are defined in Part XIII: “Definitions” of the Original Prospectus.

APPENDIX
EXTRACTS OF THE TRAVIS PERKINS TRADING UPDATE RELATING TO THE WICKES
BUSINESS

Wickes (13 weeks to 27 March 2021)

Like-for-like sales growth	19.7%
Net space change	(0.8)%
Total sales growth	18.9%
Two-year like-for-like	25.6%

Wickes like-for-like sales performance continued to be strong at 19.7% in Q1, 25.6% ahead on a two year basis. The excellent Core performance seen in the second half of 2020 has continued into the current year with Q1 like-for-like sales at 38.5%. This performance was delivered across a broad range of product categories and was driven by Wickes digital capability, with continued high participation of customer delivery and click and collect fulfilment.

With DIFM showrooms remaining closed throughout the quarter, which included the key winter sale period, the recently developed digital DIFM journey enabled Wickes to maximise the opportunity available in the market. Q1 DIFM like-for-like sales declined by (25.0)% on a delivered basis, and orders through the winter sale period were down by around (50)%.

Performance of Core through the Easter trading period remained strong, benefiting from continued positive engagement in DIY and buoyant local trade, together with ongoing restrictions in the wider non-essential retail market, which eased on 12th April.