

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name SSP Group plc		2 Issuer's employer identification number (EIN)	
3 Name of contact for additional information Helen Byrne	4 Telephone No. of contact 44 (0) 20 7543 3300	5 Email address of contact investor.relations@ssp-intl.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 32 Jamestown Rd		7 City, town, or post office, state, and ZIP code of contact London NW1 7HW United Kingdom	
8 Date of action April 7, 2021	9 Classification and description Ordinary Shares		
10 CUSIP number see attached stmt	11 Serial number(s)	12 Ticker symbol SSPG	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [see attached statement](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [see attached statement](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [see attached statement](#)

Part II Organizational Action *(continued)*

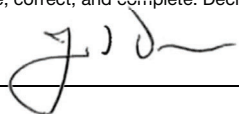
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 305(a), 307(a)

18 Can any resulting loss be recognized? ▶ see attached statement

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The adjustment to basis should be taken into account in the tax year of the shareholder during which the nontaxable distribution of nil paid rights was received. For example, 2021 for individuals.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 20/5/21

Print your name ▶ Jonathan Davies Title ▶ Group CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

SSP Group plc

IRS Form 8937 (Report of Organizational Actions Affecting Basis of Securities)

Attachments for SSP Group plc

Part II: Organizational Action

10: CUSIP number

New Shares are registered with ISIN number GB00BGBN7C01 and SEDOL number BGBN7C0 and trade under the symbol "SSPG" on the London Stock Exchange

The ISIN number for the Nil Paid Rights is GB00BNKBD935

The ISIN number for the Fully Paid Rights is GB00BNKBDB53

14: Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders' ownership is measured for the action

On 17 March 2021, SSP Group plc (**Company**) announced the launch of a rights issue whereby it would issue 258,076,764 new ordinary shares with a nominal value of 1 17/200 (**New Shares**) (the **Rights Issue**).

Following shareholder approval, on 7 April 2021, the Company issued to its existing shareholders rights to acquire 12 New Shares for every 25 existing shares held at the close of business on 1 April 2021 by such shareholders (the **Rights**). The Rights had a subscription price of 184p per share and were separately tradable, and each Right entitled a holder to acquire one New Share, subject to the terms and conditions set out in the Rights Issue Prospectus dated 17 March 2020 (the **Prospectus**) and sent to shareholders. The Rights were traded on the London Stock Exchange beginning on 7 April 2021.

The underwriters of the Rights Issue sought to obtain subscribers for any Rights not duly exercised by a shareholder prior to 11:00 a.m. on 21 April 2021, with any premium received over the issue price, less related expenses, paid as consideration to such shareholder for the Rights, subject to the terms and conditions set out in the Prospectus.

15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

Under IRC §307(a) if a shareholder in a corporation receives its stock or rights to acquire its stock (referred to in this subsection as "new stock") in a distribution to which section 305(a) applies, then the basis of such new stock and of the stock with respect to which it is distributed (referred to in this section as "old stock"), respectively, shall, in the shareholder's hands, be determined by allocating between the old stock and the new stock the adjusted basis of the old stock. Such allocation shall be made under regulations prescribed by the Secretary.

If the fair market value of the Nil Paid Rights when distributed is less than 15% of the fair market value of the Existing Shares, the Nil Paid Rights will have a nil tax basis unless the US Holder affirmatively elects to allocate its adjusted tax basis in its Existing Shares to the Nil Paid Rights in proportion to the relative fair market values of the Existing Shares and the Nil Paid Rights on the date the Nil Paid Rights are distributed. A US Holder must make this election in a statement attached to its tax return for the taxable year in which it receives Nil Paid Rights, and such election is irrevocable.

If the fair market value of the Nil Paid Rights when distributed is 15% or more of the fair market value of the Existing Shares, then, except as discussed below under “—Nil Paid Rights—Expiration”, a US Holder must allocate its adjusted tax basis in its Existing Shares between the Existing Shares and the Nil Paid Rights distributed in proportion to their relative fair market values on the date Nil Paid Rights are distributed.

16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

As discussed above, if fair market value of the Nil Paid Rights when distributed is 15% or more of the fair market value of the Existing Shares a US shareholder must allocate its existing basis between the existing shares & the Nil paid rights.

For Example, if a US shareholder owned 25,000 shares with an aggregate basis of £60,000

Current # of shares owned		25,000
Stock Rights issued		12,000
Current Basis	£	60,000
Per share basis of current stock	£	2.40
Share Price on 7 April 2021* (GBP)	£	3.36
FMV of rights (GBP)	£	1.84
Market Value of old shares		84,013
Market value of rights		22,080
		<hr/> 106,093
New basis of current stock		47,513
Basis in new shares		12,487
		<hr/> 60,000

*For purposes of the information and calculations herein, the Company intends to use the average of the high and low trading price of the Shares and Rights on 7 April 2021, the date that the Rights were distributed. Other methods of calculating the fair market value of the Shares or the Rights are possible, and you should consult your own tax advisor regarding such other methods.

18: Can any resulting loss be recognized?

If a US Holder allows Nil Paid Rights to expire without exercising or selling them and receives no payment from the Underwriters on account of the sale of New Shares at a premium over the Rights Issue Price (and the related expenses of procuring purchasers for such New Shares), the Nil Paid Rights should be deemed to have no tax basis. The US Holder therefore should recognize no loss upon the expiration of the Nil Paid Rights. Any tax basis that was allocated by a US Holder from its Existing Shares to the Nil Paid Rights instead will remain with the Existing Shares.