

Recipe Unlimited Announces Preliminary Results of Substantial Issuer Bid

VAUGHAN, ON, Sept. 23, 2019 /CNW/ - Recipe Unlimited Corporation (formerly Cara Operations Limited) (TSX: RECP, "Recipe" or the "Company") today announced the preliminary results of its substantial issuer bid initially announced on August 14, 2019 (the "Offer"), pursuant to which Recipe offered to purchase for cancellation a number of its subordinate voting shares ("Shares") for an aggregate purchase price not to exceed \$125 million at a purchase price of not less than \$24.50 and not more than \$27.00 per Share. The Offer expired at 5:00 p.m. (Toronto time) on September 20, 2019.

In accordance with the terms and conditions of the Offer, and based on the preliminary calculations from Computershare Investor Services Inc. (the "Depositary"), as depositary for the Offer, Recipe expects to take up and pay for 4,629,629 Shares at a price of \$27.00 per Share (the "Purchase Price") under the Offer, representing an aggregate purchase price of approximately \$125 million and 7.6% of the total number of Recipe's issued and outstanding Shares and multiple voting shares before giving effect to the Offer.

The full details of the Offer are described in the offer to purchase and issuer bid circular dated August 14, 2019, as well as the related letter of transmittal and notice of guaranteed delivery, copies of which were filed and are available on SEDAR at www.sedar.com.

5,084,301 Shares were validly tendered and were not withdrawn pursuant to the Offer. Since the Offer was oversubscribed, it is expected that shareholders who tendered Shares to the Offer will have the number of Shares purchased by Recipe prorated to approximately 91% of their successfully tendered Shares following the determination of the final results of the Offer (other than "odd lot" tenders, which are not subject to proration).

As of August 14, 2019, the date the Offer was announced, there were 26,607,442 Shares and 34,396,284 multiple voting shares issued and outstanding. After giving effect to the Offer, Recipe expects to have 22,319,265 Shares and 34,054,832 multiple voting shares issued and outstanding.

The number of Shares to be purchased, the proration factor and the Purchase Price referred to above are preliminary, remain subject to verification by the Depositary and assume that all Shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. Upon take up and payment of the Shares purchased, Recipe will release the final results of the Offer.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Recipe's shares.

About Recipe

Founded in 1883, Recipe is Canada's oldest and largest full-service restaurant company. The Company franchises and/or operates some of the most recognized brands in the country including Swiss Chalet, Harvey's, St-Hubert, The Keg, Milestones, Montana's, Kelsey's, East Side Mario's, New York Fries, Prime Pubs, Bier Markt, Landing, Original Joe's, State & Main, Elephant & Castle, The Burger's Priest, The Pickle Barrel, Marigolds & Onions, and 1909 Taverne Moderne.

Recipe's iconic brands have established the organization as a nationally recognized franchisor of choice. As at June 30, 2019, Recipe had 24 brands and 1,384 restaurants, 85% of which are operated by franchisees and joint venture partners. Recipe's shares trade on the TSX under the ticker symbol RECP. More information about the Company is available at www.recipeunlimited.com.

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS Certain statements in this press release about the Offer, including the actual number of Shares to be taken up and paid for in connection with the Offer, the purchase price, the proration factor and the number of Shares and multiple voting shares expected to be issued and outstanding after completion of the Offer, and other statements that are not historical facts, are "forward-looking statements" within the meaning of Canadian securities laws. The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by Recipe in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that Recipe believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct or that Recipe's expectations regarding this Offer or Recipe's actual results, level of activity, performance or achievements or future events or developments will be achieved.

Forward looking statements, by their very nature, involve inherent risks and uncertainties and are based on several assumptions, both general and specific. Recipe cautions that its assumptions may not materialize and that current economic

conditions render such assumptions, although believed reasonable at the time they were made, subject to greater uncertainty. The forward-looking statements contained in this press release are expressly qualified by this cautionary statement. Further details and descriptions of factors that may affect the Offer are disclosed in the Offer and in Recipe's public filings with provincial or territorial securities regulatory authorities, which may be accessed on SEDAR's website at www.sedar.com.

SOURCE Recipe Unlimited Corp.

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<https://recipeunlimited.investorroom.com/2019-09-23-Recipe-Unlimited-Announces-Preliminary-Results-of-Substantial-Issuer-Bid>