

16 October 2024

**TRAFALGAR PROPERTY GROUP PLC**

("Trafalgar" or the "Company")

**Posting of Circular and Notice of General Meeting**

Further to the announcement of 27 March 2024, Trafalgar announces that it will be posting a circular to its shareholders (the "Circular") convening a general meeting which is to be held at 11.00 a.m. on 01 November 2024 at Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent TN8 7PD (the "General Meeting"), at which the Board is seeking to undertake a share Reorganisation in connection with the previously announced 2024 CLN.

The following has been extracted from the shareholder Circular, which is available on the Company's website at: [www.trafalgarproperty.group/tnh/index.html](http://www.trafalgarproperty.group/tnh/index.html).

In accordance with the announcement made by the company on 27th March 2024, Trafalgar Property Group PLC is to issue Mr C Johnson with a new, nil coupon, unsecured convertible loan note (the "2024 CLN") in respect of the £99,550 reinvestment of the proceeds from the 2022 Conversion Shares. The 2024 CLN will be convertible in full into 226,250,000 Ordinary Shares at £0.00044 per ordinary share ("2024 CLN Exercise Price") and can be converted at any time by Mr C Johnson, subject inter alia to his entire holding being less than 29.99 per cent of the voting rights in issue in the Company. The Companies Act 2006 provides that a company may not issue shares at a discount to its nominal value. As the 2024 CLN Exercise Price is below the Company's nominal value of £0.001 per ordinary share, the Company is required to convene a general meeting in order to undertake a share reorganisation.

As at the date of this Circular there are 653,102,371 ordinary shares of £0.001 each in issue. It is proposed that (a) the capital of the Company be subdivided and redesignated into one ordinary share of £0.0001 each in the capital of the Company, having the same rights and being subject to the same restrictions as the existing ordinary shares, and one intermediate deferred share of £0.0009 each in the capital of the Company; (b) issue 9 intermediate deferred shares of £0.0009 each and such shares to be held by the Company in Treasury to enable a full consolidation under (c) and (c) every 10 intermediate deferred shares of £0.0009 be consolidated into one deferred share of £0.009 ranking pari passu with the existing deferred shares of £0.009 each and having the rights and being subject to the restrictions as set out in Article 7A of the articles of association of the Company.

Subject to Shareholder approval of the Resolutions it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 04 November 2024. Following the Capital Reorganisation Shareholders who hold Existing Ordinary Shares in uncertificated form should expect to have their CREST account updated to reflect the new nominal value on 04 November 2024. Existing share certificates will remain valid following the Capital Reorganisation. Following the Share Reorganisation, all mandates and other instructions, including communication preferences given to the Company by Shareholders and in force at the Record Date shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.

No share certificates will be issued in respect of the Deferred Shares.

Following the Capital Reorganisation, the entire issued share capital of the Company will comprise of 653,102,371 Ordinary Shares of £0.0001 each and 352,454,466 Deferred Shares of £0.009 each.

**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Publication of this Circular	16 October 2024
Latest time and date for receipt of Form of Proxy	11.00 a.m. on 30 October 2024
General Meeting	11.00 a.m. on 01 November 2024
Record Date for the Capital Reorganisation	6.00 p.m. on 01 November 2024
Admission and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 04 November 2024
CREST accounts updated with the New Ordinary Shares nominal value	04 November 2024
Issue of 9 Intermediate Deferred Shares of £0.0009	04 November 2024

Intermediate Deferred Shares of £0.0009

Consolidation Record Date

6.00 p.m. on 04 November 2024

Issue of Deferred Shares of £0.009

05 November 2024

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