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Alpha Growth plc
(**"Alpha"** or the **"Company"**)

Intention to delist from London Stock Exchange

Alpha Growth plc (LSE: ALGW and OTCQB: ALPGF), a leading financial services specialist in life insurance-linked wealth and asset management, announces its intention to cancel the listing of the Company's ordinary shares (**"Shares"**) on the Equity Shares (Transition) category of the Official List of the Financial Conduct Authority (**"FCA"**) and the admission to trading of its Shares on the Main Market of the London Stock Exchange (the **"Delisting"**).

Background to and reasons for the Delisting

The Company's Directors and management have made significant operational progress over the past twelve months, expanding the Board of Directors and adding to the management team, as well as the acquisition of Jeometri Insurance Managers Ltd in Guernsey, and establishing the foundation to reach its goal of managing over 2 billion of assets in 2025. As a result, the Company has been afforded many opportunities for growth. The Directors are disappointed that this progress has not been reflected in the Company's share price and efforts to attract a wider investor interest in the Company's shares have had limited success, despite efforts by the Company's corporate broker, Allenby Capital Limited. Whilst Alpha is not the only small cap company to be affected by its share price lagging its trading performance, the Directors are determined to take action to resolve the situation.

Although the Company's history and accomplishments are recognised and greatly appreciated by institutional investors, the Company's relatively small market capitalisation has meant that a number of institutions are unable to invest because of constraints as to minimum allocations and maximum positions. Furthermore, following the change in the listing rules by the FCA in July 2024, the Company's category of listing changed from the **"Standard List"** to the **"Transition"** category. Even though the previous Standard Listing rules effectively apply indefinitely so long as the Company does not undertake a reverse takeover, the Company's growth plans are likely to include material M&A transactions. Any such acquisitions will require the Company to move to the **"Commercial Companies"** category, which will involve significant changes to corporate governance arrangements and the appointment of a sponsor. Whilst the Board has identified a suitable sponsor and is enhancing its corporate governance arrangements, after a great deal of deliberation, it has decided it will prove far more practicable to complete any such material acquisition(s) off-market and then seek a re-listing of the enlarged group in the **"Commercial Companies"** category as soon as practicable thereafter.

By delisting, the Company can progress the opportunities it has identified towards achieving its 2B Plan, thereby increasing shareholder value without factors tied to a listing impacting the opportunity.

Update on auditor

The Company has received numerous questions from its shareholders regarding the appointment of a new auditor. Appointing an auditor to a Public Interest Entity (**"PIE"**) such as the Company is not straightforward. The number of audit firms in the UK who are able to audit PIEs is restricted and the Group's exposure to life assurance businesses further limits the number of audit firms and audit partners with the necessary expertise. We have heard anecdotally that a number of UK audit firms have limited resources and therefore are very careful about taking on new PIE clients as they are subject to enhanced scrutiny by the Financial Reporting Council (**"FRC"**). The Board has maintained open and cooperative communication with the FRC in relation to enhancements to the presentation in the financial statements, which has allowed prospective auditors to take some comfort. The Delisting will further reduce the risk for the first year of appointment as the Company will not be a PIE for the upcoming accounting period and a number of prospective auditors have indicated that accepting the appointment will be easier following the Delisting. This has further contributed to the decision to Delist.

The Directors remain absolutely committed to delivering value for all shareholders, with whom the Board are substantially aligned, given their shareholdings. The Directors believe that this course of action is the most appropriate to take at this time and fully expect to re-list, at some point in the near future following the completion of a material M&A transaction, on the **"Commercial Companies"** category of the Main Market. There can be no guarantee that the Company will attain a listing of its Shares on the **"Commercial Companies"** category nor can there be any assurances given on the timescales for any potential future re-listing of the Shares.

Delisting process

As a company listed on the Equity Shares (Transition) category, the Company is not required to obtain the approval of its shareholders for the Delisting but is required under UK Listing Rule 21.2.17 to give at least 20 business days' notice of the intended cancellation.

Accordingly, the Company has requested that: (i) the FCA cancel the listing of the Shares on the Official List of the FCA; and (ii), the London Stock Exchange cancels the admission to trading of the Shares on the Main Market for listed securities of the London Stock Exchange. It is anticipated that the Delisting will become effective from 8:00 a.m. (London time) on 15 April 2025. Investors holding Shares following the Delisting will remain a shareholder of the Company and continue to be entitled to exercise all the rights attaching to the Shares.

The principal effects of the Delisting will be that:

- there will no longer be a formal market mechanism enabling shareholders to trade their Ordinary Shares;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on the London Stock Exchange will no longer apply;
- shareholders will no longer be afforded the protections given by the Listing Rules, such as the requirement to be notified of certain material developments or events (including substantial transactions, financing transactions, related party transactions and certain acquisitions and disposals) and the separate requirement to seek shareholder approval for certain other corporate events such as reverse takeovers or fundamental changes in the Company's business;
- shareholders will no longer be required to publicly disclose any change in major shareholdings in the Company under the DTRs; and
- the Company will no longer be subject to the provisions of the Market Abuse Regulation (as in force in the United Kingdom) regulating inside information and other matters, which will make it easier for the Company

to keep shareholders up to date on developments.

The Company will remain a public limited company (and so, for example, will be required to hold an AGM in each year), and the provisions of the Takeover Code will continue to apply to the Company.

Gobind Sahney, Chairman, stated: "The delisting of Alpha Growth's shares, albeit for what we expect to be a short period, will allow us the mechanism to explore and progress some substantive value accretive activities whilst also allowing us to appoint an auditor who can support us whilst we significantly grow our AUM, revenue and profit. Shareholders will continue to hold shares in the Company, and it is our intention to re-list in the near future at a price which we hope demonstrates the Board's ability to generate shareholder value. We would like to thank our existing shareholders for their continued support as we take these necessary steps to realise true shareholder value."

The Company intends to publish its interim accounts for the year ending 31 December 2024 on or before 31 March 2025, as required by the UK Listing Rules.

The Company will make further announcements in due course, as appropriate.

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About Alpha Growth plc

Specialist in Longevity Assets

Alpha Growth plc is a financial advisory business providing specialist consultancy, advisory, and supplementary services to institutional and qualified investors globally in the multi-billion dollar market of longevity assets. Building on its well-established network, the Alpha Growth group has a unique position in the longevity asset services and investment business, as a listed entity with global reach. The group's strategy is to expand its advisory and business services via acquisitions and joint ventures in the UK and the US to attain commercial scale and provide holistic solutions to alternative institutional investors who are in need of specialised skills and unique access to deploy their financial resource in longevity assets.

Longevity Assets and Non-correlation

As a longevity asset, it is non-correlated to the real estate, equity capital and commodity markets. Its value is a function of time because as time passes the value gets closer to the face value of the policy. Hence creating a steady increase in the net asset value of the investment. This makes it highly attractive to investors wishing to counteract volatility within an investment portfolio and add yield.

Note: The Company only advises on and manages Longevity Assets that originate in the USA where the structured and life settlement market is highly regulated.

Forward Looking Statements Disclaimer

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Important Notice

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