

Certain information contained within this Announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 ("MAR") as applied in the United Kingdom. Upon publication of this Announcement, this information is now considered to be in the public domain.

16 July 2025

TRAFALGAR PROPERTY GROUP PLC
("Trafalgar", the "Company" or "Group")

Subscription Agreement and Proposed Issue of Convertible Loan Note

Trafalgar (AIM:TRAF), the AIM quoted residential and assisted living property developer, the Company is pleased to announce that Wager Holdings Limited ("Wager") has invested £50,000 by way of direct subscription (the "Subscription") of 500,000,000 new ordinary shares of £0.0001 each in the capital of the Company (the "Subscription Shares"), at a price of £0.0001 per share (the "Issue Price").

The Subscription will be used primarily to fund working capital requirements.

Proposed Issue of a Convertible Loan Note

In addition to the Subscription, it is anticipated that Trafalgar create 150,000 £1 unsecured interest free convertible loan notes ("CLNs") and enter into a formal agreement to issue those 150,000 CLNs for a subscription value of £150,000 (the "Wager CLN") from Wager. It is intended that the Wager CLN will also be used primarily to fund working capital requirements.

The expected key terms of the Wager CLN are:

- up to £150,000 total facility (principal) amount.
- repayable on or before 31 December 2025.
- interest free and unsecured.
- convertible at £0.0001, being a discount of 71.43% to the closing mid-market share price on 14 July, being £0.00035
- transferrable and will not be quoted.

The conversion of the CLN would be restricted to ensure that, immediately following such conversion, the new fully paid shares issued to the CLN holder, together with any shares already held by the CLN holder and persons acting in concert (as defined in the Takeover Code), do not carry in aggregate 29.9% or more of the voting rights of the Company. Exceptions to this restriction include conversion as part of a sale of the entire issued share capital of the Company, conversion with Takeover Panel approval or conversion as part of a mandatory offer for the remaining shares in the Company, under Rule 9 of the Takeover Code.

Whilst discussions regarding the Wager CLN are ongoing, there can be no guarantee that it will be made. A further announcement will be made shortly.

Admission of the Subscription Shares

The Subscription Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at that time.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. Admission for the New Ordinary Shares is expected to become effective and dealings in such shares are expected to commence at 8.00 a.m. on 22 July 2025.

Conditional on Admission of the Subscription Shares, the Company's issued ordinary share capital will be 1,746,019,038 Ordinary Shares, which may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Enquiries:

| | |
|--|----------------------|
| Trafalgar Property Group plc | +44 (0) 1732 700 000 |
| Paul Treadaway | |
| SPARK Advisory Partners Limited - AIM Nominated Adviser | +44 (0) 203 368 3550 |
| Matt Davis | |
| Peterhouse Capital Limited - Broker | +44 (0) 20 7409 0930 |
| Duncan Vasey/Lucy Williams | |

Notes to Editors:

Trafalgar Property Group plc

For further information visit www.trafalgarproperty.group

Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

MSCPKABDPBKDOOD