

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF REGULATION 11 OF THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019/310

Pristine Capital Plc / EPIC: PRIS / Market: LSE

12 December 2025

PRISTINE CAPITAL PLC
("Pristine" or the "Company")

Update on proposed acquisition

Pristine Capital Plc, the Main Market cash shell focusing on the real estate sector, announces an update on the proposed acquisition of a regional property portfolio (the "**Property Portfolio**") in the United Kingdom, details of which were first announced on 27 June 2025 (the "**Proposed Acquisition**") and provides an update on the Company's financial position.

The Company has spent the past months working diligently on the Proposed Acquisition and had made significant progress. Terms of the Proposed Acquisition had been agreed with the vendor of the Property Portfolio (the "**Vendor**"), and a debt facility had been agreed with a senior lender to part fund the cost of the Proposed Acquisition. Completion of the Proposed Acquisition would have been contingent upon Pristine raising approximately £10 million via an equity fundraise (the "**Fundraise**").

Whilst initially challenging, the Company ultimately received indications of support which the Directors believe would have been sufficient to raise all the funds required to complete the Fundraise. However, the Company has now concluded that the Vendor no longer wishes to sell the Property Portfolio to Pristine. The Company understands that one of the proposed investors in the Fundraise, with whom Pristine had been in detailed and strictly confidential discussions, approached the Vendor directly, without Pristine's knowledge, and has submitted, without Pristine's consent, a bid to buy the Property Portfolio directly from the Vendor for a significantly greater amount than the Proposed Acquisition price. The Directors of Pristine have taken legal advice and intend to take all legal steps necessary to protect Pristine against what appears to have been a breach of commercial confidentiality, including commencing High Court proceedings, if appropriate.

As a result of the above, the Company will not be proceeding with the Proposed Acquisition and will not be seeking a transfer of the ordinary shares of Pristine to trading on AIM. The Company's shares will remain listed on the equity shares (shell companies) category of the Official List of the FCA and on the Main Market of the London Stock Exchange, pending completion of an "initial transaction" under Section 13.4 of the UK Listing Rules.

The Company is now reviewing its financial position in the light of these events, in view of the potential abortive fees of the transaction and ongoing costs and will be having discussions with its shareholders in regard to the funding of potential legal costs. There have been preliminary indications of support for raising further equity from certain existing shareholders and supporters of the Company.

As a result, the Directors have requested to the FCA that the listing of the Company's shares remain suspended and further announcements will be made in due course.

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