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TRAFALGAR PROPERTY GROUP PLC

("Trafalgar", the "Company" or the "Group")

Proposed Consolidation of the Ordinary Shares

Notice of General Meeting

Highlights

- In order to have a more manageable number of issued ordinary shares, a consolidation of one new ordinary share for every 10 existing ordinary shares has been proposed;
- The market price of each Ordinary Share will increase from approximately 0.09p (the price at the close of business on 9 December 2020) to approximately 0.9p;
- Application will be made for the new Ordinary Shares to be admitted to trading on AIM in place of the Existing Ordinary Shares;
- It is expected that Admission will become effective and that dealings on the new Ordinary Shares will commence on 30 December 2020;
- With effect from the Record Date, the number of ordinary shares subject to outstanding warrants will be divided by ten, and the exercise price per share will be multiplied by ten; and
- The consolidation is conditional on the approval of shareholders at a general meeting of the Company to be held on 29 December 2020 (the "GM").

1. Introduction

As a result of the share reorganisation carried out in July 2020, there are 1,425,190,380 ordinary shares of 0.01p in issue. It was recognised at that time that a share consolidation would be desirable to reduce the overall number of ordinary shares in issue.

Your Board today announces a resolution to consolidate the ordinary shares on the basis of one new ordinary share for every 10 existing ordinary shares. A circular has today been posted to shareholders which sets out details of the proposed Consolidation and contains a notice of a General Meeting at which a resolution to approve the Consolidation will be put to Shareholders.

The General Meeting of the Company is to be held at 11.00 a.m. on 29 December 2020 at Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent TN8 7PD. Formal notice of the General Meeting is set out at the end of this document.

Due to Covid-19 and related legal restrictions and guidance from government authorities, shareholders may not physically attend the meeting, and will not be permitted access to the venue on the day of the meeting. Shareholders are strongly encouraged to participate in the meeting by voting by proxy ahead of the meeting.

2. Proposed Consolidation of the Ordinary Shares

The Company's issued share capital currently consists of 1,425,190,380 Existing Ordinary Shares. The Directors consider that it is in the best interests of the Company's development to have a more manageable number of issued ordinary shares. Accordingly, it is proposed to consolidate **every 10 Existing Ordinary Shares into one new Ordinary Share.**

The Consolidation will result in the creation of 142,519,038 new Ordinary Shares of 0.1p each. As all the Existing Ordinary Shares are proposed to be consolidated, the proportion of the issued ordinary shareholdings in the Company held by each Shareholder immediately before and after the Consolidation will, except for fractional entitlements, remain unchanged.

Shareholders with a holding of more than 10 Existing Ordinary Shares, but which is not exactly divisible by 10, will have their holding rounded down to the nearest whole number of new Ordinary Shares. Any Shareholders holding fewer than 10 Existing Ordinary Shares at the Record Date will cease to be a shareholder of the Company.

The Consolidation requires the approval of Shareholders in general meeting, and an ordinary resolution will be proposed at the General Meeting to implement the Consolidation.

The overall market capitalisation of the Company should not be changed as a result of the Consolidation, though the market price of each Ordinary Share will increase from approximately 0.09p (the price at the close of business on 9 December 2020) to approximately 0.9p.

Disposal of fractional entitlements

Fractional entitlements to new Ordinary Shares arising from the Consolidation will be aggregated and will be sold in the market for the best price reasonably obtainable on behalf of those Shareholders entitled to the fractions. As the net proceeds of sale will amount to less than £3 for any entitled Shareholder, they will (in accordance with usual market practice) be retained by the Company.

Admission of the new Ordinary Shares

Application will be made for the new Ordinary Shares to be admitted to trading on AIM in place of the Existing Ordinary Shares. The Record Date for the Consolidation will be the close of business of 29 December 2020. It is expected that Admission will

become effective and that dealings on the new Ordinary Shares will commence on 30 December 2020.

Following the Consolidation, the Company's new ISIN Code will be GB00BMGS6031 and its new SEDOL Code will be BMGS603.

New share certificates in relation to the new Ordinary Shares will be despatched to Shareholders who hold their Ordinary Shares in certificated form the week commencing 4 January 2021. The new share certificates will be sent by first-class post, at the risk of the holders of relevant new Ordinary Shares, to the registered address of that holder or, in the case of joint holders, to the one whose name appears first in the register of members. Following the Consolidation, existing ordinary share certificates will cease to be valid.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on 30 December 2020.

Adjustment of warrants and convertible loan notes

Following the Consolidation, the entitlements to Ordinary Shares of holders of securities convertible into Ordinary Shares (outstanding warrants and convertible loan notes) will be adjusted to reflect the Consolidation.

With effect from the Record Date, the number of ordinary shares subject to outstanding warrants will be divided by ten, and the exercise price per share will be multiplied by ten. The aggregate amount to be subscribed upon an exercise of warrants will remain the same, and all other terms of the warrants will remain unchanged. Equivalent adjustments will be made to the convertible loan notes.

3. Current Trading and Prospects

The Company's results for the six months ended 30 September 2020 were released on today, 10 December 2020. A copy of these results can be found at www.trafalgarproperty.group.

4. General Meeting

At the end of the Circular sent to shareholders today, is a notice convening a General Meeting of the Company to be held at Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent TN8 7PD at 11.00 a.m. on 29 December 2020, at which an ordinary resolution will be proposed to approve the Consolidation.

Due to Covid-19 and related legal restrictions and guidance from government authorities, Shareholders may not physically attend the General Meeting other than to form a quorum, and will not be permitted access to the venue on the day of the meeting. Shareholders are strongly encouraged to participate in the meetings by voting by proxy ahead of the meetings.

5. Action to be taken

Shareholders will find a form of proxy enclosed with the circular for use at the General Meeting. Whether or not you intend to be present at either meeting, you are requested to complete and return the forms of proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed forms of proxy must be received by the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, not later than two business days before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the meetings instead of you. Completion of the forms of proxy will not preclude you from attending and voting at the meetings in person if you so wish. Your attention is drawn to the notes to the forms of proxy.

Given the restrictions on attendance in person, **you are encouraged to appoint the Chairman of the meeting to submit proxy votes at the meeting, rather than a named person who will not be permitted to attend the physical meeting.**

6. Recommendation

The Directors consider the Resolution to be in the best interests of the Company and the Shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of the Resolution at the General Meeting. Undertakings to vote in favour of the resolution at the General Meeting have been received from shareholders holding 377,550,461 Ordinary Shares representing approximately 26.49% of the current issued ordinary share capital.

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Notes to Editors:

Trafalgar Property Group Plc is the holding company of Trafalgar New Homes Limited, a residential property developer operating in the southeast of England and Trafalgar Retirement + Limited, a property developer in the assisted living and extra care for the elderly sector. The founders have a long track record of developing new and refurbished homes, principally in Kent.

The Company's focus is on the select acquisition of land for residential property development. The Company outsources all development activities, for example the obtaining of planning permission, design and construction, and uses fixed price build contracts, enabling it to tightly control its development and overhead costs.

Glossary

The following definitions apply throughout this document, unless the context otherwise requires:

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| AIM | the market of that name operated by London Stock Exchange plc |
| AIM Rules | the AIM Rules for Companies published by London Stock Exchange plc from time to time |
| Board | the board of directors of the Company for the time being |
| Circular or document | the document sent to shareholders dated 10 December 2020 |
| Company | Trafalgar Property Group plc, a company registered in England and Wales with registered number 043401255 |
| Consolidation | the proposed consolidation of every 10 Existing Ordinary Shares into one new Ordinary Share of 0.1p |
| CREST | the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the holding and transfer of title to shares in uncertificated form |
| CREST Regulations | the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended |
| Directors | the directors of the Company at the date of this document |
| Existing Ordinary Shares | the 1,425,190,380 ordinary shares of 0.01p each in the capital of the Company in issue as at the date of this document, and Existing Share Capital shall have the same meaning |
| FCA form of proxy | the Financial Conduct Authority of the UK the form of proxy accompanying this document, for use at the General Meeting |
| General Meeting | the General Meeting of Shareholders to be held at 11.00 a.m. on 29 December 2020 at Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent TN8 7PD |
| Ordinary Shares | ordinary shares of 0.01p each in the capital of the Company |
| Peterhouse | Peterhouse Capital Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761) |
| Record Date | 6.00 p.m. on 29 December 2020 (or such later date as the Directors may determine and communicate to Shareholders by an appropriate announcement to a Regulatory Information Service) being the date by reference to which the Consolidation is calculated |
| Resolution | the resolution set out in the notice of General Meeting |
| SPARK | SPARK Advisory Partners Limited, the Company's nominated adviser |
| Shareholders | registered holders of Ordinary Shares in the Company from time to time |
| UK or United Kingdom | the United Kingdom of Great Britain and Northern Ireland |
| Uncertificated | recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations may be transferred by means of CREST |

Unless otherwise indicated, all references in this document to "£", "pence" or "p" are to the lawful currency of the United Kingdom.

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