

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document and/or as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who are specialists in advising in connection with shares and other securities if you are a resident of the United Kingdom or, if not, from another appropriately authorised independent adviser.

If you sell or have sold or otherwise transferred all of your holding of ordinary shares in the Company you should forward this document and the enclosed form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. This documentation should not, however, be forwarded or transmitted in or to any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of ordinary shares in the Company, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was affected immediately.

The Conygar Investment Company PLC

*(Registered in England and Wales with company number 04907617)
(the "Company")*

Directors:

N J Hamway
R T E Ware
B S Sandhu
F N Jones
C J D Ware
D Baldwin

Registered office:

1 Duchess Street
London
W1W 6AN

Date: 3 March 2022

Dear Shareholder

Disapplication of pre-emption rights and cancellation of share premium account

Introduction

As Shareholders will be aware in December of last year the Company undertook a placing (the "**Placing**") of 7,138,998 ordinary shares of 5 pence each in the Company ("**Ordinary Shares**") at a price of 150 pence per Ordinary Share thereby raising gross proceeds of £10.7 million for the Company. These proceeds are to be deployed in progressing the Company's Island Quarter site in Nottingham.

In order to carry out the Placing the Company substantially utilised the authority granted to it at the Annual General Meeting ("**AGM**") in December 2021 to issue Ordinary Shares otherwise than on a pre-emptive basis to existing Shareholders.

The directors of the Company (the "**Directors**" or "**Board**") believe it is important, particularly given the significant further work that is necessary to progress the Island Quarter, that the Company has flexibility in terms of funding options which it is able to access quickly and efficiently. This includes the ability to issue new equity otherwise than on a pre-emptive basis. Accordingly, Shareholders will find attached to this letter a notice convening a general meeting of the Company (the "**General Meeting**") at which resolutions will be proposed to give the Company authority to allot Ordinary Shares with an aggregate nominal amount of £750,000 (comprising 15,000,000 Ordinary Shares) free and clear of pre-emption rights. This number of Ordinary Shares, if issued, would represent approximately 25 per cent. of the current issued share capital of the Company.

In addition it is also proposed to cancel the amount currently standing to the credit of the Company's share premium account (£10,158,929.21). Should the relevant resolution be passed at the General Meeting application will be made to the Court to confirm the cancellation and to thereby create a special reserve that will be distributable and available to fund dividends and other distributions to Shareholders in the event that the Board determines to make any such dividends or other distributions.

General Meeting

Shareholders will find attached to this letter the notice of General Meeting. The General Meeting is to be held on 28 March 2022 at 1 Duchess Street, London W1W 6AN. At the General Meeting the following resolutions (the "**Resolutions**") will be proposed with Resolution 1 being proposed as an ordinary resolution and Resolutions 2 and 3 being proposed as special resolutions:

- Resolution 1: to authorise the Directors to allot and issue Ordinary Shares up to an aggregate nominal amount of £750,000;
- Resolution 2: to disapply statutory pre-emption rights up to an aggregate nominal amount of £750,000; and
- Resolution 3: subject to the confirmation and approval of the Court the amount of £10,158,929.21 presently standing to the credit of the Company's share premium account be cancelled and the amount so cancelled be credited to a reserve.

Shareholders should note that these authorities, if granted, will be in substitution for all current unused authorities including those granted at the AGM in December 2021. Furthermore, the authorities are granted for the period expiring on the earlier of the date of the next Annual General Meeting of the Company and 15 months from the date of the passing of the Resolutions.

The General Meeting will be held in accordance with the UK Government guidelines and the requirements of the venue in relation to the COVID-19 pandemic in effect at the time of the General Meeting. The situation is constantly evolving, and the UK Government may change current guidance or implement new restrictions relating to the holding of general meetings during the affected period. The Company continues to closely monitor the situation and any changes to the arrangements for the General Meeting will be communicated to Shareholders before the General Meeting through its website (www.conygar.com) and, where appropriate by Regulatory Information Service announcement.

Action to be taken

You will find enclosed with this letter a form of Proxy (the "**Form of Proxy**") for use in connection with the General Meeting. You are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible, but in any event to be received by the Company's Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by hand or by post or by email to voting@shareregistrars.uk.com, not later than 11.00 a.m. on 24 March 2022.

Recommendation

The Board considers that the proposals set out in this letter and the passing of the Resolutions to be in the best interests of the Company and its Shareholders taken as a whole and therefore unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as the Directors intend to do so in respect of their own holdings of Ordinary Shares amounting, in aggregate, to 11,747,235 Ordinary Shares representing 19.7 per cent. of the issued share capital of the Company.

Yours faithfully,

N J Hamway
Chairman

The Conygar Investment Company PLC

(Company Number 04907617)

(the "Company")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 1 Duchess Street, London W1W 6AN at 11.00 a.m. on 28 March 2022, to consider and, if thought fit, pass the resolutions below of which resolution 1 will be proposed as an ordinary resolution and resolutions 2 and 3 will be proposed as special resolutions.

ORDINARY RESOLUTION

- 1 That, in substitution for all subsisting authorities to the extent unused, the Directors be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company provided that this authority shall be limited to the allotment of up to an aggregate nominal amount of £750,000 (comprising 15,000,000 ordinary shares in the Company) and provided that this authority (unless renewed, varied or revoked by the Company in a general meeting) is for a period expiring on the earlier of (i) the conclusion of the next Annual General Meeting of the Company or (ii) the expiry of 15 months from the passing of this resolution and the Company may, before such expiry of this authority, make an offer or agreement which would or might require the shares to be allotted or rights to subscribe for, or convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or convert any security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

- 2 That, in substitution for all subsisting authorities to the extent unused, subject to the passing of resolution 1 above, the Directors be and are hereby generally and unconditionally empowered pursuant to sections 570(1) and 573 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash pursuant to the authority conferred by resolution 1 and/or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;
 - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £750,000 (comprising 15,000,000 Ordinary Shares),

and this power (unless renewed, varied or revoked by the Company in a general meeting) shall expire on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months after the date of the passing of this resolution, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

- 3 That, subject to the confirmation and approval of the Court, the amount of £10,158,929.21 standing to the credit of the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve.

Registered Office
1 Duchess Street
London
W1W 6AN

By Order of the Board
D Baldwin
Company Secretary
3 March 2022

Notes:

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 Please indicate with an "X" in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
 - (b) on any business or resolution considered at the meeting other than the resolutions referred to above.A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
- 3 If you wish to appoint someone other than the Chairman of the meeting as your proxy please insert their name. If you insert no name then you will have appointed the Chairman of the meeting as your proxy. A proxy need not be a member of the Company but must attend the meeting to represent you. Where you appoint as your proxy someone other than the Chairman of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- 5 In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 6 In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register.
- 7 To be effective, the Form of Proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified or office copy thereon must be lodged at the Company's Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, alternatively it can be scanned and emailed to voting@shareregistrars.uk.com, by 11.00 a.m. on 24 March 2022.
- 8 Any alterations to the Form of Proxy should be initialled. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 9 Completion of a Form of Proxy will not prevent you from subsequently attending and voting at the meeting in person, in which case any votes cast by proxy will be excluded.
- 10 The Form of Proxy has been sent to you by post. It may be returned in hard copy form by post or by hand to the Company's Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX alternatively it can be scanned and emailed to voting@shareregistrars.uk.com. In each case, the proxy appointment must be received no later than 11.00 a.m. on 24 March 2022 together with any authority (or a notarially certified copy of such authority) under which it is signed.