



CITY OF LONDON GROUP PLC

("COLG" or the "Company")

April 08 2020

Notice of General Meeting

Buyback and cancellation of deferred shares

The Company announces that a circular and notice of general meeting in relation to the buyback and cancellation of deferred shares have been posted to shareholders.

The Company currently has deferred shares which were issued in 2017 following a capital reorganisation effected prior to the Company's acquisition of Milton Homes. The deferred shares are not admitted to trading on AIM (unlike the Company's ordinary shares) and are economically valueless. The Company is proposing to simplify its balance sheet by cancelling these deferred shares.

Accordingly, the Board is proposing that the Company undertakes a buy-back and cancellation of the deferred shares for a consideration of £1.00.

Share issuance and total voting rights

Under the Companies Act a share buy-back by a public company (such as COLG) can only be financed through distributable reserves or the proceeds of a fresh issue of shares made for that purpose. The Company currently has no distributable reserves to finance the buy-back of the deferred shares and, therefore, this will be financed by a fresh issue of new ordinary shares. Accordingly, the Company will issue 500 new ordinary shares to the trustees of its Employee Benefit Trust at a price of 114.4 pence per ordinary share, part of the proceeds of which will be used to fund the purchase of the deferred shares for a total price of £1.00. The Board considers this to be the best way of funding the buy-back of the deferred shares given the Company currently has no distributable reserves.

The Company will apply for admission to trading of 500 new ordinary shares on the AIM Market of the London Stock Exchange ("Admission"). It is anticipated that Admission will occur on 16 April 2020.

Following Admission, the issued share capital of the Company will comprise 39,961,051 ordinary shares with one voting right per share. The Company does not hold any shares in treasury. Therefore, the total number of ordinary shares and voting rights in the Company will be 39,961,051. The above figure may be used by shareholders in the Company 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.



General Meeting (GM) Arrangements

The Board continues to monitor the Government advice in relation to the COVID-19 situation. The latest guidelines from the Government prohibit public gatherings of more than two people and all non-essential travel. The Board believes that all shareholders will wish to comply with these guidelines and therefore physical attendance in person at the GM will not be permitted. The Company encourages shareholders to vote electronically, or to appoint the Chair as their proxy with their voting instructions. Proxies must be received by no later than 48 hours before the commencement of the meeting and can be submitted electronically at www.signalshares.com.

Should shareholders have any questions they would like put to the Board at the General Meeting, these can be submitted via Olajumoke.kupoluyi@shma.co.uk.

The Company will continue to monitor the situation and if Government advice dictates that further changes to the arrangements for the GM are necessary, details will be published on the website and via a Regulatory Information Service.

For further information contact:

City of London Group plc
Michael Goldstein
+44 (0)7831 483365

Peel Hunt LLP (Nominated Adviser and Broker)
James Britton or Rishi Shah
+44 (0)207 418 8900