

Your Ref:

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Our Ref:

azets.co.uk

**TO THE SHAREHOLDERS OF
CITY OF LONDON GROUP PLC**

3 March 2023

Dear Sir or Madam,

**City of London Group Plc. – In Members Voluntary Liquidation (the “Company”)
Company Number – 01539241
Distribution of surplus assets to shareholders**

I write further to my and Simon Monks' appointment as Joint Liquidators of the Company on 25 January 2023. The Company served as a holding company of Recognise Bank Limited (“RBL”). The liquidation forms part of a wider corporate simplification of the group to eliminate the Company.

On 24 February 2023 the Joint Liquidators declared and paid a distribution to all shareholders of the Company at a rate of £0.10 per ordinary £1 share. The Company's assets being distributed are the shares it holds in RBL. The distribution was made in specie (i.e. in their existing form) and its total value was £11,943,063.80. This total value is based on the Company's share price as at the date the shares were suspended from trading on AIM.

The shares distributed to you are assigned pro rata based on a calculated ratio of RBL shares held by the Company against the number of Company shares in circulation such that the allocation has occurred pari passu. Formal share certificates confirming your new shares in RBL are being issued to you separately by Link Market Services.

This letter constitutes your distribution certificate in relation to your share of the dividend distribution of RBL shares originally held by the Company. This is mirrored by the RBL shares directly issued to you as evidenced by the new RBL certificate you now hold.

A receipts and payments account in respect of the liquidation for the period from the Joint Liquidators' appointment to the date of this distribution is also provided.

This distribution and allocation of RBL shares reflects the agreed course of action as set out in the formal circular issued to shareholders on 22 December 2022 save that the distribution of RBL shares has been rounded up to the nearest whole number, rather than down, to ensure that minority shareholders of the Company who hold three or fewer Company shares can participate in the distribution.

Should you require further information or have any questions in relation to the above, please do not hesitate to contact either myself or my colleague Anna MacLeod on 0161 245 1000 or at Anna.MacLeod@azets.co.uk.

Yours faithfully

**Nicola Clark
Joint Liquidator**

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City Of London Group Plc.
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments
To 24/02/2023

Dec of Sol £		£	£
	ASSET REALISATIONS		
499.00	Debtors	NIL	
20,900,362.00	Investment in Subsidiary	11,943,063.80	
203,807.00	Cash at Bank	NIL	
		<hr/>	11,943,063.80
	UNSECURED CREDITORS		
(696,742.00)	Intra-group Creditor	NIL	
(29,748.00)	Purchase Ledger	NIL	
(52,396.00)	Accruals	NIL	
(535.00)	HM Revenue & Customs (VAT)	NIL	
		<hr/>	NIL
	CAPITAL		
	Ordinary Shares	11,943,063.80	
		<hr/>	(11,943,063.80)
<hr/> 20,325,247.00			<hr/> NIL <hr/>

REPRESENTED BY

NIL



Nicola Kate Clark
Joint Liquidator