

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident in the United Kingdom or, if not, from another appropriately authorised and suitably qualified independent financial adviser. The contents of this Circular are not to be construed as legal, business or tax advice. Each Preference Shareholder should consult his, her or its own solicitor, independent financial adviser or tax adviser for legal, financial or tax advice. Preference Shareholders should rely only on the information in this Circular. No person has been authorised to give any information or make any representations in relation to this Circular and the matters referred to herein other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorised by the Company.

If you sell or have sold or otherwise transferred all of your Preference Shares, please immediately forward this Circular, but not any of the accompanying personalised documents, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Preference Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Raven Property Group Limited

(a company incorporated in Guernsey under the Companies (Guernsey) Law, 2008, as amended, with registered no. 43371)

Notice of Preference Shareholder Meeting to approve any Qualifying Distributions arising as a result of or in connection with the purchase by the Company and the joint venture company between the Company and the Executive Management Team of certain shares in the Company held by IAM and the related arrangements

Notice of the Preference Shareholder Meeting of the Company convened for 10.45 a.m. on 6 May 2021 at the offices of the Company, Second Floor, La Vieille Cour, St Peter Port, Guernsey GY1 6EH is set out at the end of this Circular. Whilst restrictions within the Bailiwick of Guernsey have been eased, permitting gatherings to take place within the Bailiwick of Guernsey, any persons arriving into the Bailiwick of Guernsey are presently required to self-isolate for a period of 14 days upon arrival. In light of the restrictions in place, shareholders are strongly encouraged to vote by way of proxy instead of attending the Preference Shareholder Meeting in person. Accordingly, Preference Shareholders should register their proxy vote as soon as possible, but in any event by 10.45 a.m. on 4 May 2021, by logging on to www.signalshares.com and following the instructions (or requesting a hard copy Form of Proxy as explained in the Chairman's letter and returning it to the Company's registrars Link Market Services).

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Preference Shareholder Meeting and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details please see note 7 to the Notice of Preference Shareholder Meeting in this document.

We will closely monitor the developing impact of COVID-19, including the latest guidance from the Bailiwick of Guernsey. Should it become necessary or appropriate to revise the current arrangements for the Preference Shareholder Meeting, further information will be made available on our website at www.theravenpropertygroup.com and via RNS.

Copies of this Circular are available on the “Investors” section of the Company’s website, at www.theravenpropertygroup.com and are also available for collection, free of charge, during normal business hours on any Business Day up until the close of the Preference Shareholder Meeting from the registered office of the Company.

FORWARD LOOKING STATEMENTS

This Circular contains “**forward looking statements**” concerning the Group. Generally, the words “**anticipate**”, “**believe**”, “**estimate**”, “**expect**”, “**forecast**”, “**intend**”, “**may**”, “**plan**”, “**project**”, “**should**” and similar expressions identify forward looking statements. Such statements reflect the Group’s current views with respect to future events and are subject to risks and uncertainties that could cause the actual results to differ materially from those expressed in the forward looking statements. Many of these risks and uncertainties relate to factors that are beyond the Group’s ability to control or estimate precisely, such as changes in general economic and business conditions, changes in currency exchange rates and interest rates, changes to political risks, introduction of competing products or services, changes in business strategy and the behaviour of other market participants and therefore undue reliance should not be placed on such statements.

The forward looking statements speak only as at the date of this Circular. Except as required by the FCA, the London Stock Exchange, the Listing Rules, the Prospectus Regulation Rules, MAR, the DTR, TISEA Listing Rules or applicable law or regulation, the Company does not have any obligation to update or revise publicly any forward looking statement, whether as a result of new information, further events or otherwise. Except as required by the Listing Rules, the Prospectus Regulation Rules, MAR, the DTR, TISEA Listing Rules or any other applicable law or regulation, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward looking statement contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. In light of these risks, uncertainties and assumptions, the forward looking events discussed in this Circular might not occur.

ROUNDING

Certain figures included in this Circular have been subject to rounding adjustments. Accordingly, any apparent discrepancies in tables between the totals and the sums of the relevant amounts are due to rounding.

CURRENCY AND EXCHANGE RATE PRESENTATION

Throughout this Circular, unless otherwise stated: the EUR to GBP exchange rate used in this Circular is calculated by applying the FX Cross Rate EUR 1.00:GBP 0.87 published in the Financial Times as at 5.00 p.m. on 16 April 2021.

This document is dated 19 April 2021.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document	19 April 2021
Latest time and date for receipt of relevant Forms of Proxy and/or CREST proxy instructions in relation to the Preference Shareholder Meeting	10.45 a.m. on 4 May 2021
Record time for entitlement to vote at the Preference Shareholder Meeting	close of business on 5 May 2021
General Meeting	10.30 a.m. on 6 May 2021
Preference Shareholder Meeting	10.45 a.m. on 6 May 2021 (or, if later, immediately after completion of the General Meeting)
Expected Settlement Date and completion of the Proposed Transaction	11.00 a.m. on 11 May 2021

Each of the times and dates in the table above are indicative only and may be subject to change by the Company, in which event, details of the new times and dates will be notified to Preference Shareholders by announcement through a Regulatory Information Service. All references in this Circular are to London time unless otherwise stated.

KEY STATISTICS

Number of Ordinary Shares in issue as at the Latest Practicable Date	*585,353,766
Number of Preference Shares in issue as at the Latest Practicable Date	216,349,288
Ordinary Share purchase price	21.6p
Preference Share purchase price	90.8p
Number of Ordinary Shares subject to the Company Buyback	9,850,350
Number of Ordinary Shares subject to the Joint Venture Purchase	100,000,000
Number of Preference Shares subject to the Joint Venture Purchase	32,500,000
Number of Ordinary Shares subject to the Placing	46,824,074
Number of Preference Shares subject to the Placing	31,071,616
Number of Ordinary Shares in issue following completion of the Proposed Transaction	**581,503,416
Number of Preference Shares in issue following completion of the Proposed Transaction	216,349,288

* This figure, and (except where specified otherwise) any other reference in this Circular to the Company's issued Ordinary Share capital as at the Latest Practicable Date, excludes the 6,000,000 Ordinary Shares held in treasury.

** This figure, and (except where specified otherwise) any other reference in this Circular to the Company's issued Ordinary Share capital following completion of the Proposed Transaction, excludes the Company Buyback Shares and includes the 6,000,000 Ordinary Shares held in treasury which are expect to be transferred to certain Directors to satisfy the 2019 API Awards.

DIRECTORS, SECRETARY AND ADVISERS

Directors

Sir Richard Wilson Jewson (*Non-Executive Chairman*)
Anton John Godfrey Bilton (*Executive Deputy Chairman*)
Glyn Vincent Hirsch (*Chief Executive Officer*)
Mark Sinclair (*Chief Financial Officer*)
Colin Andrew Smith (*Chief Operating Officer*)
Michael James Hough (*Non-Executive Director*)
David Christopher Moore (*Non-Executive Director*)
Russell Colin Field (*Non-Executive Director*)
Philip Humphrey Martin Swire (*Non-Executive Director*)

Company secretary

Benn Andrew Garnham

Registered office, principal place of business of the Company and business address of the Directors

Second Floor
La Vieille Cour
La Plaiderie
St. Peter Port
Guernsey
GY1 6EH
Channel Islands

Website address

www.theravenpropertygroup.com

UK Sponsor, Financial Adviser and Broker to the Company

Nplus1 Singer Advisory LLP
One Bartholomew Lane
London
EC2N 2AX
United Kingdom

Placing Agent to the Company

Nplus1 Singer Capital Markets Ltd
One Bartholomew Lane
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United Kingdom

UK Solicitors to the Company

Bryan Cave Leighton Paisner LLP
Governor's House
5 Laurence Pountney Hill
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EC4R 0BR
United Kingdom

Financial Adviser to the Company

VTB Capital plc
14 Cornhill
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EC3V 3ND
United Kingdom

UK Transfer Agent

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29 Wellington Street
Leeds
LS1 4DL
United Kingdom

Registrars

Link Market Services (Guernsey) Limited
Mont Crevelt House
Bulwer Avenue
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GY2 4LH
Channel Islands

Guernsey Advocates to the Company

Carey Olsen (Guernsey) LLP
Carey House
Les Banques
St. Peter Port
Guernsey
GY1 4BZ
Channel Islands

DEFINITIONS

The following definitions apply throughout this Circular and the accompanying Form of Proxy unless the context otherwise requires:

“2006 Act”	the UK Companies Act 2006
“2019 API Awards”	the Annual Performance Incentive Award approved by the Company’s Remuneration Committee for the calendar year 2019
“2019 CPS Buyback Agreement”	a conditional off-market share buyback agreement dated 12 December 2019, as amended on 11 March 2020 and 23 April 2020, between the Company and IAM (acting for the Invesco Funds and EIT), for the Company to purchase 42,118,860 Convertible Preference Shares from the Invesco Funds
“2019 Invesco Buyback Agreements”	each of the 2019 CPS Buyback Agreement, the 2019 Ordinary Share Buyback Agreement and the 2019 Preference Share Buyback Agreement
“2019 Ordinary Share Buyback Agreement”	a conditional off-market share buyback agreement dated 12 December 2019, as amended on 11 March 2020, between the Company and IAM (acting for the Invesco Funds) for the Company to purchase 139,678,106 Ordinary Shares from the Invesco Funds
“2019 Preference Share Buyback Agreement”	a conditional off-market share buyback agreement dated 12 December 2019, as amended on 11 March 2020, between the Company and IAM (acting for the Invesco Funds), for the Company to purchase 38,936,295 Preference Shares from the Invesco Funds
“Articles”	the articles of incorporation of the Company in force from time to time
“Board”	the board of directors of the Company
“Business Day”	a day (other than a Saturday or Sunday) on which clearing banks in the City of London and in Guernsey are generally open for business
“certificated” or “in certificated form”	certificated form (that is, not in CREST)
“Circular”	this document
“Company”	Raven Property Group Limited, a company incorporated in Guernsey with registered number 43371
“Company Buyback”	the purchase and cancellation by the Company of the Company Buyback Shares at a price of 21.6p per Ordinary Share and, if applicable, the Residual Placing Preference Shares at a price of 90.8p per Preference Share pursuant to the Company Buyback Agreement
“Company Buyback Agreement”	the conditional agreement dated 26 January 2021 between the Company and IAM (acting on behalf of the Invesco Funds) for the Company to purchase the

	Company Buyback Shares and, if applicable, the Residual Placing Preference Shares
“Company Buyback Shares”	the 9,850,350 Ordinary Shares to be purchased by the Company from IAM (acting on behalf of the Invesco Funds) and, if applicable, the Residual Placing Preference Shares, pursuant to the terms of the Company Buyback Agreement
“Contributed Shares”	the 53,030,301 Ordinary Shares to be contributed by the Executive Management Team (and their related entities) into Raven Holdings, through ManCo, pursuant to the terms of the Joint Venture Agreement
“Convertible Preference Shares”	the cumulative convertible redeemable preference shares of no par value each in the capital of the Company (which were redesignated into Ordinary Shares and Preference Shares pursuant to a shareholders’ resolution dated 31 July 2020)
“CREST”	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since)
“CREST member”	a person who has been admitted by Euroclear as a member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities (Guernsey) Regulations, 2009
“Daily Official List”	the Daily Official List published by the London Stock Exchange
“Directors”	the directors of the Company whose names are set out on page 6 of this Circular
“DTR”	the Disclosure Guidance and Transparency Rules sourcebook published by the FCA from time to time
“EIT”	Edinburgh Investment Trust Plc
“Equity Contribution”	the cash contribution of £15,378,787 made by the Company into Raven Holdings pursuant to the terms of the Joint Venture Agreement for its 50 per cent. shareholding in Raven Holdings
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST

“Euros” or “€”	the current lawful currency of the European Union
“Executive Management Team”	Anton Bilton, Glyn Hirsch, Mark Sinclair, Colin Smith, Adrian Baker and Igor Bogorodov
“FCA” or “Financial Conduct Authority”	the UK Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying this Circular issued for use by Preference Shareholders in connection with the Preference Shareholder Meeting
“FSMA”	the UK Financial Services and Markets Act 2000, as amended
“General Meeting”	the general meeting of the Company convened for 10.30 a.m. on 6 May 2021
“Group”	the Company and its subsidiaries and “member of the Group” shall be construed accordingly
“IAM”	Invesco Asset Management Limited
“IHIF”	Invesco High Income Fund (UK)
“IIF”	Invesco Income Fund (UK)
“Invesco Funds”	IIF and IHIF
“Invesco Shares”	the 156,674,424 Ordinary Shares and 63,571,616 Preference Shares held by, or for the benefit of, the Invesco Funds or any other entity managed or controlled by IAM
“Joint Venture Agreement”	the joint venture agreement between the Company, ManCo and Raven Holdings pursuant to which ManCo will contribute the Contributed Shares and the Company will contribute the Equity Contribution into Raven Holdings dated 19 April 2021 on completion of the Proposed Transaction
“Joint Venture Articles”	the articles of incorporation of Raven Holdings
“Joint Venture Purchase”	the purchase by Raven Holdings of the Joint Venture Purchase Shares at a price of 21.6p per Ordinary Share and 90.8p per Preference Share pursuant to the Joint Venture Purchase Agreement
“Joint Venture Purchase Agreement”	the conditional agreement between Raven Holdings and IAM (acting on behalf of the Invesco Funds) for Raven Holdings to purchase the Joint Venture Purchase Shares dated 26 January 2021
“Joint Venture Purchase Shares”	the 100,000,000 Ordinary Shares to be purchased by Raven Holdings from IAM (acting on behalf of the Invesco Funds) and the 32,500,000 Preference Shares to be purchased by Raven Holdings from IAM (acting on behalf of the Invesco Funds) pursuant to the terms of the Joint Venture Purchase Agreement
“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the publication of this Circular

“Law”	the Companies (Guernsey) Law, 2008, as amended
“Listing Rules”	the Listing Rules published by the FCA in accordance with section 73A(2) of FSMA
“London Stock Exchange”	London Stock Exchange plc
“ManCo”	Rubicon Investments Limited, a company incorporated in Guernsey with registered number 68544, which has been established for the purposes of the Executive Management Team’s investment in Raven Holdings
“MAR”	the UK version of the Market Abuse Regulation (EU) No. 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
“N+1 Singer”	Nplus1 Singer Advisory LLP, the Company’s UK sponsor, financial adviser and broker in respect of the Proposed Transaction, which is incorporated as a limited liability partnership in England and Wales with registered number OC364131
“Notice”	the notice of Preference Shareholder Meeting, which is set out at the end of this Circular
“Ordinary Shareholder”	a holder of Ordinary Shares
“Ordinary Shareholder Resolutions”	each of the resolutions to be proposed at the General Meeting
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company
“Panel”	the Panel on Takeovers and Mergers
“pence”, “pound”, “£” or “p”	the current lawful currency of the United Kingdom
“Placees”	persons procured by, or on behalf of, the Company to purchase the Placing Ordinary Shares and the Placing Preference Shares pursuant to the Placing
“Placing”	the placing of the Placing Shares with Placees pursuant to the terms of the N+1 Engagement Letter
“Placing Ordinary Shares”	the 46,824,074 Ordinary Shares held by the Invesco Funds and which are the subject of the Placing
“Placing Preference Shares”	the 31,071,616 Preference Shares held by the Invesco Funds and which are the subject of the Placing
“Placing Shares”	the Placing Ordinary Shares and the Placing Preference Shares
“Preference Shareholder”	a holder of Preference Shares
“Preference Shareholder Meeting”	the class meeting of Preference Shareholders convened for 10.45 a.m. on 6 May 2021 (or, if later, immediately after completion of the General Meeting)
“Preference Shareholder Resolution”	the special resolution to be proposed at the Preference Shareholder Meeting approving all and any Qualifying

Distributions that arise or may arise as a result of, or in connection with, the Proposed Transaction as required by article 2.6.8.1 of the Articles and approving that, for the purposes of Article 2.6.8.1, following the date that such special resolution is passed the Qualifying Distributions will not count for the purposes of assessing whether the 10 per cent. of the consolidated net asset value of the Company threshold in Article 2.6.8.1 is exceeded for any other Qualifying Distributions made by the Company after the date of such resolution

“Preference Shares”	12 per cent. cumulative redeemable preference shares of £0.01 each in the capital of the Company
“Proposed Transaction”	the proposed sale by IAM and purchase by the Company of the Invesco Shares pursuant to the Company Buyback and the Residual Placing Preference Share Backstop, the Joint Venture Purchase and the Placing, the Raven Holdings Arrangements, the entry by Raven Holdings and RRHCL into the RRHCL On-Loan Agreement and any related grant of security pursuant thereto and the entry into the VTB Loan Agreement (and related security arrangements) and drawing the VTB Loan
“Prospectus Regulation Rules”	the UK version of the Commission Delegated Regulation (EU) 2019/980 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
“Qualifying Distribution”	a distribution (as defined in section 301 of the Law but excluding a distribution falling within sections 302(1)(a), (d) and (e) of the Law) in respect of Ordinary Shares
“Raven Holdings”	Raven Holdings Limited, the company incorporated in Guernsey with registered number 68526, for the purposes of the 50:50 joint venture between the Company and ManCo
“Raven Holdings Arrangements”	the entry by the Company into the Joint Venture Agreement with ManCo and Raven Holdings, the Equity Contribution and the entry by Raven Holdings and RRHCL into the RRHCL On-Loan Agreement and the operation of Raven Holdings and the relationship between the Company, ManCo and Raven Holdings in accordance with the terms of the Joint Venture Agreement and the Joint Venture Articles and the loan relationship between RRHCL and Raven Holdings in accordance with the terms of the RRHCL On-Loan Agreement (including in each case transactions taking place between the parties to such arrangements in accordance with the terms thereof)
“Regulatory Information Service” or “RIS”	a regulatory information service as defined in the Listing Rules

“Release Date”	means the later of (i) the date that the principal amount outstanding under the VTB Loan has reduced and remains below €30 million through repayment or refinancing provided that if this occurs as a result of incurring similar corporate Group level facilities or indebtedness (rather than SPV asset level indebtedness) then such amounts outstanding under such facilities or indebtedness shall be treated for the purposes of the €30 million threshold as if they were amounts outstanding under the VTB Loan unless after 31 October 2023, the Board has unanimously resolved not to prepay such facilities even though it has the free funds available to reduce the amount outstanding thereunder to below €30 million in which case this limb (i) will be deemed satisfied, and (ii) 31 October 2023
“Residual Placing Preference Share Backstop”	the commitment of the Company to acquire all (or any) of the Residual Placing Preference Shares if Placeses are not procured or such Placeses default on their acquisition obligations in respect of such shares
“Residual Placing Preference Shares”	the 17,386,616 Placing Preference Shares which were not the subject of placing letters prior to the Company Buyback Agreement
“RH Ordinary Shares”	the 153,030,301 Ordinary Shares held by Raven Holdings following the completion of the Joint Venture Purchase Agreement
“RH Preference Shares”	the 32,500,000 Preference Shares held by Raven Holdings following the completion of the Joint Venture Purchase Agreement
“RH Shares”	the RH Ordinary Shares and the RH Preference Shares
“Rouble” or “RUB”	the current lawful currency of the Russian Federation
“RRHCL”	Raven Russia Holdings Cyprus Limited, a wholly-owned subsidiary of the Company incorporated in Cyprus
“RRHCL On-Loan”	the loan in the amount of up to £36,300,000 to be made by RRHCL to Raven Holdings pursuant to the RRHCL On-Loan Agreement and related security arrangements
“RRHCL On-Loan Agreement”	the English law facility agreement dated 19 April 2021 and made between Raven Holdings as borrower and RRHCL as lender (as amended from time to time)
“Settlement Date”	the date on which the Proposed Transaction shall complete, being the third Business Day following the date on which the Ordinary Shareholder Resolutions are approved at the General Meeting subject to all other conditions in the Company Buyback Agreement and Joint Venture Purchase Agreement having been and remaining satisfied (or waived)
“Special Resolution”	a resolution passed by a majority of not less than 75 per cent. in accordance with section 178 of the Law

“Sterling”, “pence”, “pound”, “£” or “p”	the current lawful currency of the United Kingdom
“subsidiary”	has the meaning given to it in section 1159 of the 2006 Act
“TISE”	the investment exchange known as The International Stock Exchange
“TISEA”	The International Stock Exchange Authority Limited, which operates TISE
“TISEA Listing Rules”	the listing rules produced by TISEA for companies whose securities are listed on the Official List of TISE
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“VTB Bank”, “Lender” and “Agent”	VTB Bank (Public Joint-Stock Company)
“VTB Capital”	VTB Capital plc, financial adviser to the Company
“VTB Facility”	an up to €60,000,000 term loan facility which the Lender will make available to RRHCL pursuant to the VTB Loan Agreement
“VTB Loan”	the drawn proceeds of the VTB Facility
“VTB Loan Agreement”	the English law facility agreement dated 3 March 2021 and made between RRHCL as borrower and VTB Bank as lender (as amended from time to time)

LETTER FROM THE CHAIRMAN

Raven Property Group Limited

(a company incorporated in Guernsey under the Companies (Guernsey) Law, 2008,
as amended, with registered no. 43371)

Directors:

Sir Richard Wilson Jewson, *Non-Executive Chairman*
Anton John Godfrey Bilton, *Executive Deputy Chairman*
Glyn Vincent Hirsch, *Chief Executive Officer*
Mark Sinclair, *Chief Financial Officer*
Colin Andrew Smith, *Chief Operating Officer*
Michael James Hough, *Non-Executive Director*
David Christopher Moore, *Non-Executive Director*
Russell Colin Field, *Non-Executive Director*
Philip Humphrey Martin Swire, *Non-Executive Director*

Registered and Head Office:

P.O. Box 522
Second Floor
La Vieille Cour
La Plaiderie
St. Peter Port
Guernsey
GY1 6EH
Channel Islands

19 April 2021

Dear Preference Shareholder

APPROVAL OF ANY QUALIFYING DISTRIBUTIONS ARISING AS A RESULT OF OR IN CONNECTION WITH THE PURCHASE BY THE COMPANY AND THE JOINT VENTURE COMPANY BETWEEN THE COMPANY AND THE EXECUTIVE MANAGEMENT TEAM OF CERTAIN SHARES IN THE COMPANY HELD BY IAM AND THE RELATED ARRANGEMENTS

1. Introduction

On 26 January 2021, the Company announced that conditional agreements had been reached with IAM (acting on behalf of the Invesco Funds) pursuant to which IAM has agreed to sell the Invesco Shares, representing IAM's entire holding in the Company. The sale prices for the Ordinary Shares and the Preference Shares under the Proposed Transaction are 21.6 pence per share and 90.8 pence per share respectively.

Under the Proposed Transaction, the Invesco Shares will be bought as follows:

- the Company Buyback Shares (being 9,850,350 Ordinary Shares) will be bought back by the Company and cancelled;
- the Joint Venture Purchase Shares (being 100,000,000 Ordinary Shares and 32,500,000 Preference Shares) will be acquired by Raven Holdings, a newly formed company which will be established as a 50:50 joint venture between the Company and the Executive Management Team; and
- the Placing Shares (being 46,824,074 Ordinary Shares and 31,071,616 Preference Shares) will be acquired by the Placees pursuant to the Placing. The Company announced on 2 February 2021, that N+1 Singer had placed all the Placing Shares.

Certain aspects of the Proposed Transaction and its associated funding by the Company and its subsidiaries will constitute a Qualifying Distribution by the Company within the meaning of section 301 of the Law and will therefore, pursuant to the Articles, require the approval of the Company's Preference Shareholders before the Proposed Transaction may proceed.

2. Reasons for/benefits of the Proposed Transaction

Due to various issues, IAM has been wishing to sell all of its Ordinary Shares and Preference Shares in the Company for some time. The Directors believe this "overhang" has had a detrimental effect on the Company's Ordinary Share price and Preference Share price for over a year and

continues to affect management's strategy as it undermines any opportunity for fundraising and creates continued uncertainty regarding the Company's future.

The Company's Executive Management Team spent considerable time in late 2019 negotiating the purchase of IAM's holdings and in December 2019 the Company announced that it had entered into the 2019 Invesco Buyback Agreements to purchase all of IAM's shares. The purchase would have been funded by way of a loan to the Company from VTB Bank of up to Roubles 11.62 billion, 75 per cent. of which was to be disbursed in the Euro equivalent. However, as the impact of the COVID-19 pandemic started to take effect it became clear that the risk to the Company of that level of unsecured gearing would not be acceptable. Further as a result of the market turmoil at the time, the prevailing Ordinary Share price fell below the price contracted in the 2019 Invesco Buyback Agreements. On 1 September 2020, the Company announced that the conditional agreements with IAM had lapsed.

In the autumn of 2020, together with VTB Capital as adviser and banker, the Board sought an alternative structure that would allow for the purchase of IAM's Ordinary Shares and Preference Shares. This was carried out with the uncertainty of COVID-19 as a continuing backdrop and the need to minimise the Company's exposure to an increase in gearing risk in that environment.

These discussions led to revised terms being agreed with VTB Bank, as set out in the VTB Loan Agreement, underpinned by the creation of the joint venture structure, including the contribution of Ordinary Shares by the founder of the Company, supported by the remaining Executive Board members and senior management. This allowed the Board to renegotiate terms with IAM and conclude the Joint Venture Purchase Agreement, the Company Buyback Agreement and, with the support of the existing holders of the Company's Ordinary Shares and Preference Shares, the Placing.

The result of these efforts is a significantly reduced gearing risk, an improved loan facility security package and the elimination of the entire IAM overhang through the sale of all of its Ordinary Shares and Preference Shares.

3. Details of the Proposed Transaction

The Joint Venture Purchase

On 26 January 2021, Raven Holdings entered into a conditional agreement with IAM and the Invesco Funds to purchase the legal and beneficial title to 100,000,000 Ordinary Shares and 32,500,000 Preference Shares for an aggregate purchase price of £51,110,000. Raven Holdings was established on 8 December 2020 and will pursuant to the terms of, and subject to the conditions in, the Joint Venture Agreement become a 50:50 joint venture company between the Company and a company owned by the Executive Management Team (comprising Anton Bilton, Glyn Hirsch, Mark Sinclair, Colin Smith, Adrian Baker and Igor Bogorodov) and their related entities. The Executive Management Team (and their related entities) will contribute to Raven Holdings, through ManCo, the Contributed Shares in exchange for its 50 per cent. interest in Raven Holdings and the Company will provide the Equity Contribution in exchange for its 50 per cent. interest.

To assist with the funding of the Proposed Transaction, the Company's Cypriot subsidiary, RRHCL, has entered into a loan agreement in the amount of up to €60,000,000 with VTB Bank, approximately £16,400,000 of which will be used by RRHCL to partially repay an intercompany loan made to it by the Company, and the Company will then use such repayment amount together with its cash resources to fund both the Company Buyback and its Equity Contribution. The remainder of the VTB Loan, being £35,731,212, will be on-lent by RRHCL to Raven Holdings pursuant to the RRHCL On-Loan Agreement and, along with the Equity Contribution, be used to pay the consideration to the Invesco Funds under the Joint Venture Purchase Agreement.

In connection with the VTB Loan, certain members of the Group will grant security in favour of VTB Bank and, in addition, Raven Holdings will grant VTB Bank security over the Joint Venture Purchase Shares. The Group will have access to all the income generated in respect of the Joint

Venture Purchase Shares to pay the interest payable and pay and prepay the principal in each case in respect of the VTB Loan.

Following the completion of the Joint Venture Purchase Agreement, Raven Holdings will hold, as a passive vehicle, the RH Shares. It is not anticipated that Raven Holdings will have any other purpose. For the avoidance of doubt, the Joint Venture Purchase is not treated as a buyback and once transferred from the Invesco Funds to Raven Holdings, the Joint Venture Purchase Shares will neither be cancelled nor treated as treasury shares but will carry the rights to dividends and voting that attach to such Ordinary Shares and Preference Shares.

The ongoing arrangements relating to the Joint Venture

The Joint Venture Agreement includes certain pre-agreements between the respective parties relating to potential material decisions relevant to the RH Shares held within Raven Holdings including the application of income received, voting and the disposal of the RH Shares.

It has also been agreed that the Executive Management Team's investment in Raven Holdings will rank as "first loss" in the event that Raven Holdings remedies an event of default under the VTB Loan Agreement which occurs prior to the Release Date and in circumstances where on a winding up of Raven Holdings, the Contributed Shares are worth less than the value at which they were contributed into Raven Holdings. In return for bearing such "first loss" ManCo will be able, after the Release Date, to purchase the Contributed Shares from Raven Holdings for cash at the value at which they were originally contributed to Raven Holdings (or on the winding up of Raven Holdings on a "cashless basis").

On the fifth anniversary of completion of the Proposed Transaction, if either party then decides not to continue with the joint venture, Raven Holdings would be wound up (after application of any first loss or call option mechanism) and the assets distributed to its shareholders including the Executive Management Team (through ManCo) and the Company.

The Company Buyback

On 26 January 2021, and simultaneous with Raven Holdings' entry into the Joint Venture Purchase Agreement, the Company entered into a conditional agreement with IAM and the Invesco Funds to purchase the legal and beneficial title to 9,850,350 Ordinary Shares for an aggregate purchase price of £2,127,676. The Company intends to cancel all of the 9,850,350 Ordinary Shares acquired on completion of the Company Buyback. As noted above the funding for such purchase is being made available to the Company through the VTB Loan.

Pursuant to the Company Buyback Agreement, the Company has also agreed to purchase the Residual Placing Preference Shares pursuant to the Residual Placing Preference Share Backstop. The purpose of the Residual Placing Preference Share Backstop was to ensure that all shares held by IAM in the Company would be sold as part of the Proposed Transaction as the Company had not received firm commitments from Placees for the Residual Placing Preference Shares prior to the entry into the Company Buyback Agreement. As all the Placing Shares have now been placed with the Placees it is unlikely that the Company will have to purchase any of the Residual Placing Preference Shares but if any of these Placees were to default on their obligations the Company would be required to acquire these shares.

Immediately prior to completion of the Company Buyback, the Directors will need to certify that the Company will meet the solvency test contained in the Law immediately following such completion. Completion of the Company Buyback is conditional on the Directors being in a position to make such certification. As at the date of this Circular, the Directors currently have no reason to believe that they will not be in a position to do so.

The Placing

One of the principal aims of the Proposed Transaction is to provide IAM and the Invesco Funds with a complete exit from the Company. On that basis, the Company Buyback Agreement provided a

commitment for IAM and each of the Invesco Funds to sell the Placing Shares to placees procured by the Company's broker, N+1 Singer. All of the Placing Shares have been conditionally placed with investors and completion of the transfer of these Placing Shares from the Invesco Funds to the Placees will take place simultaneously with completion of the Joint Venture Purchase and the Company Buyback.

Irrevocable Undertakings and Letters of Intent

The Board has consulted with a number of the Company's largest Ordinary Shareholders and Preference Shareholders regarding the Proposed Transaction. IAM, which as at the Latest Practicable Date, owns 156,674,424 Ordinary Shares (representing 26.77 per cent. of the existing issued Ordinary Shares) and 63,571,616 Preference Shares (representing 29.39 per cent. of the existing issued Preference Shares) has irrevocably committed to vote in favour of the requisite shareholder resolutions in respect of the Proposed Transaction (to the extent it is permitted to vote by applicable law or regulation), as has Quilter Investors Limited, which, as at the Latest Practicable Date, owns a further 97,666,603 Ordinary Shares (representing 16.69 per cent. of the existing issued Ordinary Shares) and 54,833,752 Preference Shares (representing 25.35 per cent. of the existing issued Preference Shares). Schroder Investment Management Limited and JO Hambro Capital Management Limited which, as at the Latest Practicable Date, hold approximately 17.48 of the existing issued Ordinary Shares have indicated their intention to vote in favour of the requisite shareholder resolutions in respect of the Proposed Transaction. The Directors also intend to unanimously vote in favour of the requisite shareholder resolutions in respect of the Proposed Transaction (to the extent they are each permitted to vote by applicable law or regulation) in respect of their respective individual holdings of Ordinary Shares and Preference Shares. In total, shareholders holding 70.98 of the existing issued Ordinary Shares and 61.93 of the existing issued Preference Shares (in each case, as at the Latest Practicable Date) have irrevocably committed or indicated their intention to vote in favour of the requisite shareholder resolutions in respect of the Proposed Transaction.

Completion of the Proposed Transaction

Assuming that the resolution proposed in the Notice of Preference Shareholder Meeting is approved by the requisite majority of Preference Shareholders at the Preference Shareholder Meeting and all of the resolutions proposed in the Notice of General Meeting (the "**Ordinary Shareholder Resolutions**") are approved by the requisite majority of Ordinary Shareholders at the General Meeting, and that all of the other conditions to the Company Buyback Agreement and the Joint Venture Purchase Agreement are satisfied (or waived) at such time, it is expected that completion of the Proposed Transaction will take place at 11.00 am (UK time) on the third Business Day following the date of the General Meeting, being 11 May 2021.

If the resolution proposed in the Notice of Preference Shareholder Meeting is not approved by the requisite majority the Proposed Transaction (including, *inter alia*, the Company Buyback, the Joint Venture Purchase and the Placing) will not proceed.

4. The purpose of this Circular

The Articles provide that the holders of Preference Shares shall rank for dividends in priority to the holders of any other class of shares of the Company. The Company is therefore prohibited from making a Qualifying Distribution which, either itself or when taken together with the aggregate amount of Qualifying Distributions in the previous 12 month period, would exceed 10 per cent. of the consolidated net asset value of the Company unless the prior consent of the holders of Preference Shares has been obtained by way of a special resolution at a class meeting.

Certain aspects of the Proposed Transaction may constitute a number of Qualifying Distributions including, but not limited to:

- (a) the Company Buyback;

- (b) any purchase by the Company of Preference Shares pursuant to the Residual Placing Preference Share Backstop;
- (c) the VTB Loan and any related grant of security by the Group pursuant to the terms of the VTB Loan Agreement;
- (d) the RRHCL On-Loan;
- (e) any transfer of the Contributed Shares to ManCo pursuant to the option arrangements set out in the Joint Venture Agreement at a point in time where the operation of the “first-loss” arrangements has meant Raven Holdings is a subsidiary of the Company; and
- (f) any transfer of Ordinary Shares to the Company immediately prior to the winding up of Raven Holdings following operation of the “first-loss” arrangements, pursuant to the terms of the Joint Venture Agreement.

Taken individually or collectively the Qualifying Distributions that may arise as a result of or in connection with the Proposed Transaction may exceed 10 per cent. of the consolidated net asset value of the Company and therefore the purpose of this Circular is to convene the Preference Shareholder Meeting to approve all and any Qualifying Distributions that arise or may arise now or in the future as a result of, or in connection with, the Proposed Transaction, and to resolve that such Qualifying Distributions will not count for the purposes of assessing whether the threshold referred to above is exceeded for the purposes of any other Qualifying Distributions made by the Company in the future.

Notice of the Preference Shareholder Meeting to be held at the offices of the Company, Second Floor, La Vieille Cour, St Peter Port, Guernsey GY1 6EH at 10.45 a.m. on 6 May 2021 is set out at the end of this Circular, at which the Preference Shareholder Resolution will be proposed. The full text of the Preference Shareholder Resolution is set out in the Notice of Preference Shareholder Meeting at the end of this Circular.

Preference Shareholders should read the whole of this Circular, as well as the circular dated 19 April 2021 convening the General Meeting, and not just rely on the summarised information set out in this letter.

A copy of the Articles is available at the Company’s website www.theravenpropertygroup.com and will also be available for inspection at the offices of the Company, Second Floor, La Vieille Cour, St Peter Port, Guernsey GY1 6EH during normal business hours on any business day until the close of the Preference Shareholder Meeting and will be available at the place of the Preference Shareholder Meeting for at least 15 minutes prior to, and until the conclusion of, such meeting.

5. Action to be taken

The Board is constantly monitoring the evolving coronavirus pandemic situation and takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously. The Company recognises that shareholder meetings are an important part of shareholder engagement and those shareholders or individuals appointed as proxies or corporate representatives have the right to attend and engage with the Board. However, safety is of paramount importance for all individuals. Whilst restrictions within the Bailiwick of Guernsey have been eased, permitting gatherings to take place within the Bailiwick of Guernsey, any persons arriving into the Bailiwick of Guernsey are presently required to self-isolate for a period of 14 days upon arrival. In light of the restrictions in place, shareholders are strongly encouraged to vote by way of proxy instead of attending the Preference Shareholder Meeting in person.

If the relevant Public Health Directions are revised with effect before the Preference Shareholder Meeting, the Company will make an announcement by RIS if the Board decides to change the above arrangements.

In order for your votes to be counted at the Preference Shareholder Meeting, you are strongly encouraged to appoint the chairman of the Preference Shareholder Meeting as a proxy to vote on your behalf. You can appoint the chairman as proxy by:

- logging on to www.signalshares.com and following the instructions in order to submit your proxy appointment online;
- requesting a hard copy Form of Proxy directly from the registrars, Link Market Services, on tel: +44 (0) 371 664 0321. Upon such request, a Form of Proxy will be provided for use by Preference Shareholders. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Market Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7 to the Notice of Preference Shareholder Meeting.

Proxy appointments (using any of the alternatives detailed above), whether submitted electronically or by post, must be received by Link Market Services by no later than 10.45 a.m. on 4 May 2021.

Further details relating to voting by proxy are set out in the notes to the Notice of Preference Shareholder Meeting. The use of a proxy will enable your vote to be counted at the Preference Shareholder Meeting in your absence.

6. Recommendation

The Board believes that the Preference Shareholder Resolution is in the best interests of the Company and its shareholders as a whole. The Board therefore unanimously recommend that you vote in favour of the proposed Preference Shareholder Resolution as the Directors intend to do in relation to their own beneficial holdings of Preference Shares in the Company.

Yours faithfully

Sir Richard Jewson
(Chairman)

Raven Property Group Limited

*(a company incorporated in Guernsey under the Companies (Guernsey) Law 2008,
as amended, with registered no. 43371)*

NOTICE OF A CLASS MEETING OF THE HOLDERS OF PREFERENCE SHARES

NOTICE IS HEREBY GIVEN that a class meeting of the holders of the 12 per cent. cumulative redeemable preference shares of £0.01 each ("**Preference Shares**") in the capital of Raven Property Group Limited (the "**Company**") will be held at the offices of the Company, Second Floor, La Vieille Cour, St Peter Port, Guernsey GY1 6EH on 6 May 2021 at 10.45 a.m. for the purposes of considering and, if thought fit, passing the following resolution (which will be proposed as a special resolution):

SPECIAL RESOLUTION

THAT, subject to and conditional upon the passing of the Ordinary Shareholder Resolutions (as defined in the circular to holders of Preference Shares dated 19 April 2021 (the "**Circular**")), and in accordance with Article 2.6.8.1 of the existing articles of incorporation of the Company (the "**Articles**"), this class meeting of the holders of Preference Shares hereby irrevocably consents to and approves:

- a) all and any Qualifying Distributions (as defined in the Circular) that arise or may arise now or in the future as a result of, or in connection with, the Proposed Transaction (as defined in the Circular); and
- b) that the Qualifying Distributions referred to in a) will not count for the purposes of assessing whether the threshold in Article 2.6.8.1 is exceeded for any other Qualifying Distributions made by the Company after the date of the meeting.

By order of the Board
Benn Garnham
Secretary

Registered Office
P.O. Box 522
Second Floor
La Vieille Cour
La Plaiderie
St. Peter Port
Guernsey
GY1 6EH
Channel Islands

Dated: 19 April 2021

Notes:

- 1 As at 16 April 2021 (being the latest practicable date prior to the publication of this Notice) the Company's issued preference share capital consisted of 216,349,288 Preference Shares carrying one vote each on a poll.
- 2 A member entitled to vote at the Preference Shareholder Meeting convened by the above Notice is entitled to appoint one or more proxies to vote instead of him or her provided that, if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. A proxy need not be a member of the Company.
- 3 To appoint the Chairman of the Preference Shareholder Meeting as you proxy you may:
 - a. log on to www.signalshares.com and following the instructions in order to submit your proxy appointment online
 - b. request a hard copy form of proxy directly from the registrars, Link Market Services, on tel: +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Market Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes; or
 - c. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note 7 below.
- 4 In order for a proxy appointment to be valid, whether submitted electronically or by post (using any of the alternatives described above), please ensure that such appointment has been received by Link Market Services by 10.45 a.m. on 4 May 2021.
- 5 The Company, pursuant to article 128.2 of the Articles, specifies that only those members entered on the register of members of the Company as at the close of business on 5 May 2021 shall be entitled to vote at the Preference Shareholder Meeting in respect of shares registered in their name at that time. Changes to entries on the register after the close of business on 5 May 2021 shall be disregarded in determining the rights of any person to vote at the Preference Shareholder Meeting.
- 6 In the case of joint holders, the vote of the senior holder who tenders a vote by proxy shall 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 of members of the Company in respect of the relevant joint holding.
- 7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Preference Shareholder Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 8 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com/CREST). The message must be transmitted so as to be received by the Company's transfer agent (ID RA10), by 10.45 a.m. on 4 May 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 9 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 10 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009. Please refer to the CREST Manual at www.euroclear.com.

