

26 June 2025

KCR Residential REIT plc

("KCR" or the "Company")

**Posting of Circular
and
Notice of General Meeting**

Further to the Company's announcement of 18 June 2025, KCR, the residential REIT group, announces that it will today be posting a circular (the "**Circular**") together with a proxy form to shareholders (or, where permitted, notifying shareholders of the availability of such documents on its website), convening a requisitioned general meeting (the "**General Meeting**").

The General Meeting will be held at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ at 11:00 a.m. on 14 July 2025. where the following ordinary resolutions will be put to the meeting:

- 1 **THAT** Mr. Russell Naylor be removed as Chief Executive Officer and as a Director of the Company.
- 2 **THAT** Mr. James Thornton be removed as Chairman of the Board and as a Director of the Company.
- 3 **THAT** Mr Richard Boon be removed as a Non-Executive Director of the Company.
- 4 **THAT** Mr. Gordon Robinson be removed as a Non-Executive Director of the Company.
- 5 **THAT** Mr Charles Vaughan be appointed as Chairman of the Board of the Company and a Director of the Company.
- 6 **THAT** Mr Peter Dykes be appointed as Chief Executive Officer and a Director of the Company.
- 7 **THAT** Mr Timothy James be appointed as a Non-Executive Director of the Company.
- 8 **THAT** Mr Nishith Malde be appointed as a Non-Executive Director of the Company.
- 9 **THAT** the newly constituted Board of the Company initiates a full strategic review of its operations, financing, asset base and future direction with a view to setting out a clear and implementable strategy for shareholders to approve.

The Directors believe that the resolutions to be considered at the General Meeting are not in the best interests of the Company and its shareholders as a whole and are inconsistent with the rights of Torchlight Fund LP, the Company's majority shareholder, under the Company's articles of association and the Relationship Agreement referred to therein. Accordingly, they unanimously recommend that shareholders vote against each of the resolutions.

As announced on 18 June 2025, shareholders should be aware that Torchlight Fund LP, which holds 23,100,000 Ordinary Shares in KCR, representing approximately 55.44 per cent. of the issued share capital of KCR, has notified the Company that it intends to exercise its rights to vote against all of the resolutions to be proposed at the General Meeting. As such, all such resolutions will fail.

A copy of the Circular together with a proxy form will shortly be available for download from the Company's website at <http://www.kcreit.com/>.

The Directors of the Company are responsible for the content of this announcement.

For further information please contact:

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Caution regarding forward looking statements

Certain statements in this announcement, are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should", "envisage", "estimate", "intend", "may", "plan", "potentially", "expect", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.