

28 August 2019

KINGSWOOD HOLDINGS LIMITED

("KWG", the "Company" or the "Group")

Conversion Notice, Issue of Equity and FCA Change of Control Approval

Kingswood Holdings Limited (AIM: KWG), the integrated wealth management group, announces the receipt of a lender conversion notice ("Conversion Notice") in respect of the existing convertible term loan facility with KPI (Nominees) Limited ("KPI") (the "Convertible Facilities").

KPI has requested to convert the remaining £1.425 million of the Convertible Facilities into ordinary shares of 5 pence each ("Ordinary Shares") at a price of 8.138 pence, being the average mid-market closing price of the Company's Ordinary Shares for the 20 Business Days prior to the date on which the Conversion Notice is served (the "Conversion").

As a result of this exercise notice, a total of 17,510,444 Ordinary Shares will be issued pursuant to the Conversion (the "Conversion Shares").

Following the Conversion, KPI will hold 116,995,633 Ordinary Shares in the Company, representing 53.93 per cent. of the Company's enlarged issued share capital.

No further amounts are capable of being drawn down by the Company under the Convertible Facilities.

FCA Change of Control Approval and Rule 9 Waiver

KPI has confirmed to the Company that it has received change of control approval from the FCA in order to increase its shareholding in the Company to more than 50.0 per cent. of the voting rights.

Shareholders in the Company should note that KPI has previously received a waiver granted by the Takeover Panel of the obligation which might otherwise arise under Rule 9 of the Takeover Code (the "Code") for KPI to make an offer for the issued share capital of the Company as a result of the conversion of the Convertible Facilities. Following the Conversion, KPI will hold over 50.0 per cent. of the voting rights of the Company and (as referenced in the circular sent to shareholders on 15 January 2019), for so long as KPI continues to hold more than 50.0 per cent. of such voting rights, KPI will be able to acquire further Ordinary Shares (and accordingly increase its aggregate interest in the Company's voting rights) without incurring an obligation to make a general offer for the Company under Rule 9 of the Code.

Admission and Total Voting Rights

Application will be made to the London Stock Exchange for the Conversion Shares to be admitted to trading on AIM ("Admission"). The Conversion Shares will rank *pari passu* in all respects with the existing ordinary shares, including the right to receive all dividends and other distributions declared, made or paid in respect of the Ordinary Shares following Admission. It is expected that Admission will become effective, and that dealings on AIM will commence, at 8.00 a.m. on 3 September 2019.

Following Admission the Company will have 216,920,719 Ordinary Shares in issue. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of Ordinary Shares with voting rights in the Company will be 216,920,719. The above figure may be used by shareholders 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 Company under the FCA's Disclosure Guidance and Transparency Rules sourcebook.

PDMR disclosures

KPI is owned by Kingswood Property Finance Limited Partnership, a private investment partnership wholly owned by Gary Wilder, CEO of KWG, and Jonathan Massing, Non-Executive Deputy Chairman of KWG, and the PDMR disclosures below are made on that basis.

1.	Details of the Person discharging managerial responsibilities (“PDMR”) / person closely associated with them (“PCA”)		
a)	Name	Jonathan Massing	
2.	Reason for the notification		
a)	Position / status	Non-Executive Deputy Chairman	
b)	Initial notification / amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Kingswood Holdings Limited	
b)	Legal Entity Identifier	213800DX97OROHY26686	
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument	Ordinary shares of 5 pence each in the Company GG00BKY4K072	
b)	Nature of the transaction	Conversion of existing convertible term loan facility into ordinary shares of 5 pence each	
c)	Price(s) and volume(s)		
		Price(s)	Volume(s)
		8.138p	17,510,444
d)	Aggregated information - Aggregated volume	As above	

	- Aggregated price	
e)	Date of the transaction(s)	27 August 2019
f)	Place of the transaction	Off-market

1.	Details of the Person discharging managerial responsibilities (“PDMR”) / person closely associated with them (“PCA”)		
a)	Name	Gary Wilder	
2.	Reason for the notification		
a)	Position / status	CEO	
b)	Initial notification / amendment	Initial notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Kingswood Holdings Limited	
b)	Legal Entity Identifier	213800DX97OROHY26686	
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
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c)	Price(s) and volume(s)		
		Price(s)	Volume(s)
		8.138p	17,510,444
d)	Aggregated information - Aggregated volume - Aggregated price	As above	
e)	Date of the transaction(s)	27 August 2019	
f)	Place of the transaction	Off-market	

For further details, please contact:

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