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20 February 2023

EJF Investments Ltd ("EJFI" or the "Company")

Issue of 2025 ZDP Shares under Placing Programme

The Company today announces its intention to issue further zero dividend preference shares (the "**2025 ZDP Shares**") pursuant to the Company's placing programme (the "**Placing Programme**") as detailed in the Company's prospectus published on 4 April 2022 (the "**Prospectus**"). The additional 2025 ZDP Shares (the "**New 2025 ZDP Shares**") will be issued via a placing (the "**Placing**") to satisfy market demand and will allow the Company to take advantage of investment opportunities that have been identified by EJF Investments Manager LLC, the Company's investment manager (the "**Investment Manager**").

The New 2025 ZDP Shares will be issued at a ZDP Placing Price of 119.78 pence per share and will have a final capital entitlement of 140 pence per 2025 ZDP Share on the repayment date of 18 June 2025. The New 2025 ZDPs will have a yield to maturity of 7.0 per cent.

Background

The Company currently has a capital structure consisting of Ordinary Shares and 2025 ZDP Shares. The Company currently has 61,145,198 Ordinary Shares in issue (exclusive of the Ordinary Shares held in treasury), with a corresponding NAV per Ordinary Share of 184 pence, and 16,996,857 2025 ZDP Shares. As at 31 January 2023, the Company had combined gearing (which includes the ZDP Shares) of approximately 18.1 per cent. Pursuant to the Company's investment policy, the cap on long term gearing for the Company is 30 per cent. of Net Asset Value, and accordingly the maximum number of New 2025 ZDPs to be issued is limited to 11,182,183, with the actual issuance amount expected to be lower than this. For illustrative purposes, following the issue of 2,000,000 New 2025 ZDPs, the cover on the 2025 ZDP Shares would be 5.09x, and the Company's gearing would be 20.2 per cent. of Net Asset Value.

Placing under the Placing Programme

The Placing will take place through the Company's broker, Liberum Capital Limited ("**Liberum**"). The Placing is expected to close at 12.00 p.m. (London time) on 24 February 2023 but may be closed earlier or later at the discretion of the Company and Liberum. Investors are invited to apply for New 2025 ZDP Shares pursuant to the Placing by contacting their usual sales contact at Liberum. The final number of New 2025 ZDP Shares to be issued will be agreed between the Company and Liberum following close of the Placing and announced shortly thereafter.

Liberum and the Company may choose to accept bids either in whole or in part and may scale down any bids for this purpose on such basis as the Company and Liberum may determine.

The Company's Board, in consultation with Liberum, may also decide not to proceed with the Placing for any reason. In this case, an announcement will be made by the Company. Applications will be made to the London Stock Exchange for the New 2025 ZDP Shares to be admitted to trading on the Specialist Fund Segment of the London Stock Exchange's Main Market ("**Admission**"). It is expected that Admission will become effective at 8:00 a.m. on 1 March 2023 and that dealings in the New 2025 ZDP Shares will commence at that time. The Placing is being made pursuant to the terms and conditions set out in Part XVI of the Prospectus.

The issue of the New 2025 Placing ZDP Shares pursuant to the Placing Programme will be conditional on: (i) the ZDP Cover of the 2022 ZDP Shares and the 2025 ZDP Shares not being less than 3.5x; (ii) the Minimum Cover Amount in respect of the New 2025 Placing ZDP Shares being met following completion of the Placing; (iii) the Placing Agreement becoming otherwise unconditional in respect of the Placing, and not being terminated in accordance with its terms before Admission of the New 2025 Placing ZDP Shares becomes effective; and (iv) Admission of the New 2025 Placing ZDP Shares to be issued pursuant to the Placing.

Directors Interests in the 2025 ZDP Shares

The table below sets out the interests of the Directors in respect of the 2025 ZDP Shares of the Company:

<u>Name</u>	<u>2025 ZDP Shares held</u>	<u>% of issued ZDP Shares</u>
Joanna Dentskevich	30,000	0.18%
Nick Watkins	10,000	0.06%
Neal J. Wilson	1,000,000	5.88%

Expected Timetable for the Placing

Each of the times and dates set out below may be adjusted by the Company and Liberum, in which event details of the new times and dates will be announced via a Regulatory Information Service. References to a time of day are to London time.

Event	Date
Placing opens	20 February 2023
Latest time and date for commitments under the Placing	12.00 p.m. on 24 February 2023
Result of Placing announced	7:00 a.m. on 27 February 2023
Admission	8.00 a.m. on 1 March 2023

A copy of the Prospectus is available from the Company's website (www.EJFI.com), subject to applicable securities laws. In addition, the Prospectus is available for inspection at the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>).

Terms not defined in this announcement shall have the same meaning as the defined terms in the Prospectus.

ENQUIRIES

For the Investment Manager

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About EJF Investments Limited

EJFI is a registered closed-ended limited liability company incorporated in Jersey under the Companies (Jersey) Law 1991, as amended, on 20 October 2016 with registered number 122353. The Company is regulated by the Jersey Financial Services Commission (the "JFSC"). The JFSC is protected by both the Collective Investment Funds (Jersey) Law 1988 and the Financial Services (Jersey) Law 1998, as amended, against liability arising from the discharge of its functions under such laws.

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Important Notice

This communication has been issued by, and is the sole responsibility of, the Company and is for information purposes only. An investment in the Company should be considered only as part of a balanced portfolio of which it should not form a disproportionate part. Prospective investors are advised to seek expert legal, financial, tax and other professional advice before making any investment decision. Persons distributing this announcement must satisfy themselves that it is lawful to do so. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. It is also subject to change. Before subscribing for any 2025 ZDP Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which are set out in the Prospectus. The value of the 2025 ZDP Shares will not be guaranteed and could fall as well as rise due to stock market and currency movements. When you sell your investment you may get back less than you originally invested. The price and value of securities can go down as well as up, and investors may get back less than they invested or nothing at all. There is no guarantee that the gross redemption yield may be achieved. Potential investors should consult an independent financial advisor as to the suitability of the securities referred to in this advertisement for the person concerned.

Neither this announcement nor the information contained herein is for publication, distribution or release, in whole or in part, directly or indirectly, in or into or from the United States (including its territories and possessions), any member state of the European Economic Area, Australia, Canada, South Africa or to any person in any of those jurisdictions or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The Placing and the distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this announcement or any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, the securities referred to herein to any person in any jurisdiction, including the United States, Australia, Canada or South Africa or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

This announcement, the Placing and/or any other documents or materials relating to the Placing are not being submitted to and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, the Placing, this announcement and/or any other documents and materials relating to the Placing are directed exclusively at persons in the United Kingdom who are Relevant Persons (as defined above). Any investment or investment activity to which this announcement relates is available only to Relevant Persons in the United Kingdom. Other persons in the United Kingdom should not rely or act upon this announcement or any of its contents.

The securities to which this announcement relates have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any regulatory authority or under any applicable securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, pledged or otherwise transferred within the United States or to US persons unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state law.

There will be no public offer of the securities in the United States. The securities referred to herein have not been registered under the applicable securities laws of Australia, Canada, South Africa or Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada, South Africa or Japan or to any national, resident or citizen of Australia, Canada, South Africa or Japan.

This announcement contains statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "expects", "anticipates", "intends", "plans", "estimates", "aim", "forecast", "projects", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. The forward-looking statements reflect the Company's, the Manager's and EJV Capital LLC's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth, strategies and the industry in which the Company operates. The forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, the Manager and EJV Capital LLC, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. As a result, investors are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements speak only as of their date and the Company, the Manager, EJV Capital LLC, Liberum and any of such person's respective directors, officers, employees, agents, affiliates or advisors expressly disclaim any obligation to supplement, amend, update or revise any of the forward-looking statements made herein, except where it would be required to do so under applicable law. It is up to the recipient of this announcement to make its own assessment as to the validity of such forward-looking statements and assumptions. No statement in this announcement is intended as a profit forecast or a profit estimate.

The timetable, including the date of Admission, may be influenced by a range of circumstances such as market conditions. There is no guarantee that the Placing will not be discontinued and you should not base your financial decisions on the Company's intentions in relation to the Placing or Admission. This announcement does not constitute a recommendation concerning the Placing. The Company is not regulated by the FCA and FCA protection does not apply to the Placing.

Liberum, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for the Company and no one else in connection with the matters described in this announcement. Liberum will not regard any other person (whether or not a recipient of this document) as a client in relation thereto and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Placing, the contents of this announcement or any transaction or arrangement or other matter referred to herein.

In connection with the Placing, Liberum and any of its affiliates, acting as investors for their own accounts, may subscribe for or purchase 2025 ZDP Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such 2025 ZDP Shares and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references in the Prospectus and this announcement to the 2025 ZDP Shares being offered, subscribed, issued, acquired, sold, placed or otherwise dealt in should be read as including any offer, subscription, issue, sale, acquisition, placing or dealing in the 2025 ZDP Shares by Liberum and any of its affiliates acting as investors for their own accounts. In addition, Liberum or its affiliates may enter

into financing arrangements and swaps in connection with which it or its affiliates may from time to time acquire, hold or dispose of 2025 ZDP Shares. Neither Liberum nor any of its affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Apart from the responsibilities and liabilities, if any, which may be imposed on Liberum by the FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Liberum nor any of its affiliates, directors, officers, employees, advisors or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of the information contained in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Information for Distributors

Solely for the purposes of the product governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" may otherwise have with respect thereto, the 2025 ZDP Shares have been subject to a product approval process, which has determined that the 2025 ZDP Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (ii) eligible for distribution through all permitted distribution channels (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the 2025 ZDP Shares may decline and investors could lose all or part of their investment; the 2025 ZDP Shares offer no guaranteed income and no capital protection; and an investment in the 2025 ZDP Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risk of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing Programme (including the Placing). Furthermore, it is noted that, notwithstanding the Target Market Assessment, Liberum will only contact prospective investors through the Placing who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A, respectively, of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the 2025 ZDP Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the 2025 ZDP Shares and determining appropriate distribution channels.