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## Section 1: DEFA14A (DEFA14A)

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

## CONSOLIDATED-TOMOKA LAND CO.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Online**



Go to [www.investorvote.com/CTO](http://www.investorvote.com/CTO) or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by 1:00 AM EDT on April 29, 2020.

**Shareholder Meeting Notice**

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**Important Notice Regarding the Availability of Proxy Materials for the Consolidated-Tomoka Land Co. Shareholder Meeting to be Held on April 29, 2020**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online, or to request a copy of the materials. The items to be voted on and the location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

[www.edocumentview.com/CTO](http://www.edocumentview.com/CTO)

**Easy Online Access – View your proxy materials and vote.**



- Step 1: Go to [www.investorvote.com/CTO](http://www.investorvote.com/CTO).
- Step 2: Click on the icon on the right to view meeting materials.
- Step 3: Return to the investorvote.com window and follow the instructions on the screen to log in.
- Step 4: Make your selections as instructed on each screen for your delivery preferences.
- Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



**Obtaining a Copy of the Proxy Materials -** If you want to receive a copy of the proxy materials, you must request them. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before April 16, 2020 to facilitate timely delivery.



2 N O T

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## Shareholder Meeting Notice

Consolidated-Tomoka Land Co. Annual Meeting of Shareholders will be held on April 29, 2020, at the LPGA International Clubhouse, 1000 Champions Drive, Daytona Beach, Florida, 32124 at 2:00 p.m. Eastern Daylight Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote **FOR** the following proposals:

1. Election of Directors:  
John P. Albright, George R. Brokaw, Laura M. Franklin, R. Blakeslee Gable, Christopher W. Haga, Howard C. Serkin and Casey R. Wold.
2. Ratify selection of Grant Thornton as the Company's Auditors.
3. Advisory Vote to Approve Executive Compensation.
4. Amendment to the Consolidated-Tomoka Land Co. Second Amended and Stated 2010 Equity Incentive Plan to increase the number of shares thereunder.
5. Change the name of the Company from Consolidated-Tomoka Land Co. to CTO Realty Growth, Inc.

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must go online, or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend in person and vote at the meeting, please bring this notice with you.

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### Directions to the Consolidated-Tomoka Land Co. 2020 Annual Meeting

Directions to the Consolidated-Tomoka Land Co. 2020 annual meeting are available online, and can be viewed at [www.edocumentview.com/cto](http://www.edocumentview.com/cto).



#### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to [www.investorvote.com/CTO](http://www.investorvote.com/CTO).
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Consolidated-Tomoka Land Co." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by April 16, 2020.