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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (596/2014/EU) AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("MAR").

4 July 2023

Kooth plc

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

Result of Placing, PDMR Dealings and Total Voting Rights

Kooth, a global leader in youth digital mental well-being, is pleased to announce that, further to the announcement earlier this morning of the proposed placing (the "**Placing Announcement**"), the Company has successfully placed 3,305,577 new Ordinary Shares in the capital of the Company at the Placing Price of 300 pence per share in a significantly over subscribed Placing, raising gross proceeds of approximately £10 million.

Results of the Placing

A total of 3,305,577 Placing Shares have been conditionally placed, subject to Admission, with new and existing investors at the Placing Price of 300 pence per Placing Share, representing a c.15 per cent. premium to the closing mid-market price per Ordinary Share on 3 July 2023. The Placing Shares will represent approximately 9.09 per cent. of the enlarged share capital of the Company following Admission.

Panmure Gordon and Stifel acted as the Joint Bookrunners in connection with the Placing. Panmure Gordon acted as Nominated Adviser.

Tim Barker, Chief Executive Officer of Kooth, said:

"This placing, in combination with the finalisation of our contract with the State of California announced this morning, will ensure that Kooth is exceptionally well placed to deliver on both its current contracts and its new business pipeline. Having been operating in the digital mental health space for over 20 years, our customers, potential customers and the broader market acknowledge us as the market leader and with this additional funding we intend to leverage this acknowledgment to ensure we continue to grow in the years ahead.

"This placing, along with the contract agreed with California, will also ensure we can keep developing our platform to ensure that we are able to help people around the world with welcoming, stigma-free mental health support. This has been Kooth's vision since the day it was founded and, through this placing, we look forward to continuing our journey as we seek to make effective, personalised mental health care accessible to all."

Director Participation

Certain Directors of the Company, being Tim Barker, Sanjay Jawa, Kate Newhouse and Peter Whiting, have subscribed for in aggregate 110,666 new Ordinary Shares at the Placing Price. The results of their participation and

therefore, upon Admission, their interests in Ordinary Shares will be as follows:

Director	Position	Number of Ordinary Shares held prior to the Placing	Percentage interest in Existing Ordinary Share Capital	Number of Ordinary Shares acquired under the Placing	Number of Ordinary Shares held following the Placing	Percentage interest in the enlarged share capital upon Admission
Tim Barker	Chief Executive Officer	801,603	2.43	33,333	834,936	2.30
Sanjay Jawa	Chief Financial Officer	320,648	0.97	33,333	353,981	0.97
Kate Newhouse	Chief Operating Officer	480,966	1.46	40,000	520,966	1.43
Peter Whiting	Non-Executive Chairman	40,000	0.12	4,000	44,000	0.12

Related Party Transaction

As part of the Placing, Root Capital Fund II LP ("**Root**"), a Substantial Shareholder of the Company (as defined by the AIM Rules), has subscribed for a total of 666,667 Placing Shares at the Placing Price under the Placing and will have an aggregate interest in 12,996,540 Ordinary Shares, representing approximately 35.74 per cent. of the enlarged share capital on Admission. Root's participation in the Placing constitutes a related party transaction under the AIM Rules. With the exception of Simon Philips, as a limited partner in Root, and the above Directors who have subscribed for Ordinary Shares under the Placing, the Directors consider, having consulted with Panmure Gordon, acting in its capacity as the Company's nominated adviser, that the terms of such participation are fair and reasonable insofar as the Company's shareholders are concerned.

Admission and Total Voting Rights

Application has been made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission and dealings in the Placing Shares will commence at 8.00 a.m. on 7 July 2023. The Placing Shares will rank *pari passu* with the Existing Ordinary Shares. Upon Admission, the Enlarged Share Capital of the Company will consist of 36,361,353 Ordinary Shares, none of which are held in treasury. Therefore, the total number of voting rights in the Company will be 36,361,353 and this 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.

Other than where defined, capitalised terms used in this announcement have the meanings given to them in the Placing Announcement.

For the purposes of UK MAR, the person responsible for arranging the release of this announcement on behalf of the Company is Sanjay Jawa (CFO).

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About Kooth

Kooth (AIM:KOO) is a global leader in youth digital mental well-being. Our mission is to provide accessible and safe spaces for everyone to achieve better mental health. Our platform is clinically robust and accredited to provide a range of therapeutic support and interventions. All our services are predicated on easy access to make early intervention and prevention a reality.

Our three services are:

- Kooth: for children and young persons
- Kooth: for adults
- Kooth Work: for frontline employees

Kooth is a fully safeguarded and pre-moderated community with a library of peer and professional created content, alongside access to experienced online counsellors. There are no thresholds for support and no waiting lists.

alongside access to experienced online counsellors. There are no thresholds for support and no waiting lists. Currently, Kooth sees more than 4,000 logins a day.

Kooth is the only digital mental health provider to hold a UK-wide accreditation from the British Association of Counselling and Psychotherapy (BACP) and according to NHS England data for 2021/22 is now the largest single access provider for mental health support for under 18s

In 2021, Kooth began executing on its international expansion strategy, with an initial focus on the US market. This focus is due to the growing recognition of the importance of improving youth mental health in this key global healthcare market, with 1-in-6 people aged 6-17 experiencing a mental health disorder each year. Kooth's first pilot contract in the US was signed in October 2022 with the State of Pennsylvania.

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The notifications below are made in accordance with the requirements of the Market Abuse Regulations:

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Tim Barker Sanjay Jawa Kate Newhouse Peter Whiting Root Capital Fund II LP ("Root")
2	Reason for the notification	
a)	Position / status	Chief Executive Officer (Tim Barker) Chief Financial Officer (Sanjay Jawa) Chief Operating Officer (Kate Newhouse) Non-Executive Chairman (Peter Whiting) Person closely associated with Simon Philips, Non-Executive Director (Root)
b)	Initial notification / amendment	Initial notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Kooth plc
b)	LEI	2138001YLGO1L8UJOM90
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, type of instrument Identification code	Ordinary shares of 5 pence each ISIN: GB00BMCZLK30
b)	Nature of the transaction	Subscription for Ordinary Shares

c)	Price(s) and volume(s)	Subscription price of 300p each 33,333 Ordinary Shares (Tim Barker) 33,333 Ordinary Shares (Sanjay Jawa) 40,000 Ordinary Shares (Kate Newhouse) 4,000 Ordinary Shares (Peter Whiting) 666,667 Ordinary Shares (Root)
d)	Aggregated information - Aggregated volume - Price	33,333 Ordinary Shares and £100,000 (Tim Barker) 33,333 Ordinary Shares and £100,000 (Sanjay Jawa) 40,000 Ordinary Shares and £120,000 (Kate Newhouse) 4,000 Ordinary Shares and £4,000 (Peter Whiting) 666,667 Ordinary Shares and £2,000,001 (Root)
e)	Date of the transaction	4 July 2023
f)	Place of the transaction	Outside a trading venue

IMPORTANT NOTICES

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Each of Panmure Gordon and Stifel, which are both authorised and regulated by the Financial Conduct Authority (the "FCA") in the United Kingdom, are acting solely for the Company and no-one else in connection with the transactions and arrangements described in this Announcement and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the transactions and arrangements described in this Announcement. Neither the Joint Bookrunners nor any of their respective partners, directors, officers, employees, advisers, consultants, affiliates or agents are responsible to anyone other than the Company for providing the protections afforded to clients of the Joint Bookrunners or for providing advice in connection with the contents of this Announcement or for any other matters referred to herein.

The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than AIM.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this Announcement.

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