

FOR IMMEDIATE RELEASE

7 September 2023

finnCap Group plc  
("finnCap" or the "Company")

### **SCHEME EFFECTIVE, CONFIRMATION OF BOARD CHANGES AND WITHDRAWAL OF AGM RESOLUTIONS**

On 23 March 2023, the board of finnCap Group plc ("finnCap" or the "Company") and the board of Cenkos Securities plc ("Cenkos") announced that they had reached agreement on the terms and conditions of a recommended all-share merger between Cenkos and finnCap (the "Merger"), to be effected by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme").

finnCap is pleased to note the announcement released by Cenkos this morning that, following the delivery of a copy of the Court Order to the Registrar of Companies earlier today, the Scheme has now become effective and, accordingly, Cenkos is now a wholly-owned subsidiary of finnCap.

#### **Board Changes and Withdrawal of Annual General Meeting ("AGM") Director Re-Election Resolutions**

The Company confirms that the Board changes announced on 1 September 2023, which were conditional upon the Scheme becoming Effective, have now taken effect. Lisa Gordon, Julian Morse, Ben Procter and Jeremy Miller have been appointed as directors of the Company with effect from today, and, in accordance with the Company's Articles of Association, will stand for election by shareholders at the Company's 2023 AGM to be held at 10.00am on Friday 29 September 2023 at the Company's offices.

Barbara Firth, Andy Hogarth and Geoff Nash have resigned as directors of the Company with effect from today, and therefore resolutions 17, 18 and 19 (as set out in the Notice of AGM posted to shareholders on 6 September 2023) have been withdrawn.

Allotment and admission to trading of the 181,094,721 New finnCap Shares to be issued to Cenkos shareholders in consideration for the transfer of their Cenkos Shares is expected to take place on 8 September 2023. New shareholders in the Company as a result of the Merger will be entitled to vote on the resolutions to be proposed at the AGM. Such shareholders will receive a letter from the Company (expected to be posted on 8 September 2023) setting out details of the AGM, how to submit votes by proxy in advance of the AGM, and enclosing a Form of Proxy which can be used for that purpose.

Following admission to trading of the New finnCap Shares, the Company will have 362,189,565 ordinary shares of 1 penny each ("Ordinary Shares") in issue. The Company does not hold any shares in treasury and all of the Ordinary Shares have equal voting rights. The figure of 362,189,565 Ordinary Shares represents the total voting rights in the Company and may be used by shareholders as the denominator for the calculations by which they can determine if they are required to notify their interest in, or a change to their interest in, the Company under the Disclosure Guidance and Transparency Rules.

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