

**24 June 2025**

**Sancus Lending Group Limited  
("Sancus" the "Company" or the "Group")**

**Results of Meetings,  
Result of Tender Offer,  
Issue of New Bonds  
and  
Amendments to Bonds**

Further to the Company's announcement on 4 June 2025, Sancus Lending Group Limited (AIM: LEND) is pleased to announce that all resolutions proposed at the Meetings, held earlier today, were duly passed by the requisite majorities. The Company also announces the result of the Tender Offer for ZDP Shares.

**Results of the Meetings**

At the ZDP Class Meeting, ZDP Shareholders approved the proposed amendments to the terms of the ZDP Shares, including the extension of the maturity date to 5 December 2030 and the suspension of further capital growth from 24 June 2025.

At the Ordinary Class Meeting, Ordinary Shareholders approved the ZDP Amendments.

At the Extraordinary General Meeting, both resolutions were passed for: (i) approval of the adoption of the New Articles to give effect to the ZDP Amendments; and (ii) approval for the Company to undertake the repurchase of ZDP Shares pursuant to the Tender Offer and to authorise future repurchases. Following the passing of the resolutions, the ZDP Amendments are effective immediately.

**Result of the Tender Offer**

The Tender Offer to acquire up to 1,257,937 ZDP Shares at a price of 120.00 pence per ZDP Share closed at 1.00 p.m. on 20 June 2025.

A total of 1,157,417 ZDP Shares were validly tendered and accepted under the Tender Offer, representing approximately 92.01 per cent. of the issued ZDP Shares (excluding those held in treasury and by Somerston).

Settlement of the Tender Offer will take place in accordance with the terms set out in the circular posted to Ordinary Shareholders and ZDP Shareholders, dated 4 June 2025 (the **Circular**). The repurchased ZDP Shares will be cancelled.

**Issue of New Bonds**

As announced on 4 June 2025, the Tender Offer will be funded by the issue of New Bonds to Somerston Fintech. Pursuant to the Conditional Bond Issue, New Bonds have been issued to Somerston Fintech in an aggregate principal amount of £1,389,000.

**Amendments to Bonds**

On 4 June 2025, the Company also announced that it was seeking to amend the terms of the Bonds to introduce a payment-in-kind interest option, allowing Bondholders to elect to receive interest rolled up and paid on maturity at an increased rate of 8.5 per cent. per annum, instead of the 8 per cent. cash coupon paid quarterly. The Company confirms that it has now received sufficient votes in favour of the Bond Amendments required to implement these proposals. Accordingly, the Bond Amendments are effective immediately.

**Rory Mepham, Chief Executive Officer of Sancus, commented:**

*"The Board welcomes the strong support from both classes of shareholders for the proposals, which are designed to simplify the Company's capital structure and enhance financial flexibility as the Company continues to execute on its growth and profitability strategy."*

Capitalised terms used in this announcement shall, unless defined in this announcement or unless the context provides otherwise, bear the same meaning ascribed to such terms in the Circular.

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