

19 December 2025

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

Results of Meetings and Tender Offer,
Admission
and
Total Voting Rights

Further to its announcement on 28 November 2025, Sancus Lending Group Limited (AIM: LEND) announces that all resolutions proposed at the Meetings held earlier today, were duly passed by the requisite majorities and announces the result of the Tender Offer for ZDP Shares.

Results of the Meetings

At the ZDP Class Meeting and the Extraordinary General Meeting (together, the "**Meetings**"), Shareholders were asked to consider and approve the Proposals as set out in the circular posted to Ordinary Shareholders and ZDP Shareholders, dated 28 November 2025 (the "**Circular**"). The Proposals comprised a Tender Offer for up to 1.7 million ZDP Shares, representing approximately 52 per cent. of the issued ZDP Shares (excluding those held in treasury), at a Tender Price of 120 pence per ZDP Share, with ZDP Shareholders able to elect to receive the Tender Price in cash or in new Ordinary Shares of equivalent value. In addition, Shareholders were invited to approve the ZDP Amendments, which included the adoption of the New Articles to remove certain restrictions on the Company as detailed in the Circular. As set out above, at the Meetings, all Resolutions were duly passed by the requisite majorities, thereby enabling the Company to proceed with the Tender Offer and to implement the ZDP Amendments as described in the Circular.

Result of the Tender Offer

The Tender Offer to acquire up to 1,700,000 ZDP Shares at a price of 120 pence per ZDP Share closed at 1.00 p.m. on 17 December 2025. A total of 1,700,000 ZDP Shares were validly tendered and accepted under the Tender Offer, representing approximately 52 per cent. of the issued ZDP Shares (excluding those held in treasury). All 1,700,000 ZDP Shares validly tendered and accepted under the Tender Offer were tendered by Somerston, the Company's majority shareholder. Accordingly, the Company will purchase an aggregate of 1,700,000 ZDP Shares under the Tender Offer for a total consideration of £2.04 million, calculated at the Tender Offer price of 120 pence per ZDP Share in exchange for the issue of 501,721,593 new Ordinary Shares. Settlement of the Tender Offer will take place in accordance with the terms set out in the Circular. The repurchased ZDP Shares will be cancelled, and settlement is expected to be completed on or around 22 December 2025.

Admission and Total Voting Rights

Application has been made for the 501,721,593 new Ordinary Shares, to be issued pursuant to the Tender Offer, to be admitted to trading on AIM ("**Admission**"). It is expected that Admission will become effective and dealings in the new Ordinary Shares will commence on 22 December 2025.

Immediately following Admission, the Company will have 1,085,859,939 Ordinary Shares in issue, each with one voting right. There are no Ordinary Shares held in treasury. Therefore, the total number of voting rights will be 1,085,859,939. This figure may be used by shareholders, from Admission, as the denominator for the calculations by which they will determine whether they are required to notify their interest under the FCA's Disclosure Guidance and Transparency Rules.

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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