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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS DEFINED IN ARTICLE 7 OF THE MARKET ABUSE REGULATION NO. 596/2014 ("MAR") AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("UK MAR"). MARKET SOUNDINGS, AS DEFINED IN MAR, WERE TAKEN IN RESPECT OF THE PLACING WITH THE RESULT THAT CERTAIN PERSONS BECAME AWARE OF THIS INSIDE INFORMATION, AS PERMITTED BY MAR. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

5 February 2026

Tooru plc
("Tooru" or the "Company")

**Fundraising, Issue of Equity, Directors Dealings
and Total Voting Rights**

Tooru, an AIM listed company focused on the branded health and wellness sector, is pleased to announce that it has issued equity to a value of £ 1.1 million, before expenses, through a £800,000 placing of ordinary shares of £0.0001 (the "Ordinary Shares") (the "Placing") and a £300,000 conversion of debt ("Conversion"), both at a price per share of 0.25 pence (the "Placing Price"). The Placing Price is equal to the closing share price on 4 February 2026 of 0.25 pence.

The net proceeds of the Placing will be used for general working capital purposes, including investment in stock in Pulsin, which is focused on healthy protein bars, nutritional snacks and keto bars with an ethical/sustainable agenda, and for investment in the working capital requirements of acquisition opportunities.

Tooru is also pleased to announce the appointment of Oberon Capital as a Joint Broker, with immediate effect, and that Oberon Capital acted as Lead Bookrunner to the Placing. Oberon Capital is a trading name of Oberon Investments Limited.

Placing

The Company has raised £800,000 in cash before expenses at the Placing Price through the issue of 320,000,000 new Ordinary Shares (the "Placing Shares") conditional only upon admission of the Placing Shares to trading on AIM (the "Admission"). The Placing includes a subscription of £52,000 in cash for 20,800,000 Placing Shares by Scott Livingston, the CEO of the Company.

Conversion

To conserve working capital the Company has agreed to convert some of its debt into equity at the Placing Price. A total of £150,000 owed to two Directors (£50,000 to Nicholas Lee and £100,000 to Scott Livingston) is being settled by the issue of 60,000,000 new Ordinary Shares and £150,000 due to S-Ventures plc is being settled by the issue of 60,000,000 new Ordinary Shares, both at the Placing Price (together the "Conversion Shares"). The table below shows the Directors' shareholdings after the issue of the Placing Shares and the Conversion Shares.

Name	Current Number of Ordinary Shares held	Number of New Ordinary Shares	Total Number of Ordinary Shares	% Enlarged TVR
Nicholas Lee	4,601,200	20,000,000	24,601,200	1.16%
Scott Livingston	123,093,600	60,800,000	183,893,600	8.68%
S-Ventures plc	466,666,666	60,000,000	526,666,666	24.86%

Related Party Transaction

As set out above, two Directors have invested the equivalent of £202,000 and S-Ventures plc has invested an equivalent of £150,000 as part of the Placing and Conversion (together the "Transaction"). This further increases the significant investment that the Board already has in the Company, both directly and indirectly, thereby demonstrating

the Board's commitment to the business and its future.

As Scott Livingston and Nicholas Lee are Directors of the Company and S-Ventures plc (of which Scott Livingston is Non-Executive Chairman and together with his family, have a 38.5% shareholding), with its current direct interest of 27.81% in the Company's existing Ordinary Shares, is a substantial shareholder in Tooru, together, all three are related parties under the AIM Rules. The participation in the Transaction is therefore a related party transaction for the purposes of Rule 13 of the AIM Rules. Accordingly, the independent Directors of the Company being Philip Haydn-Slater, Alex Phillips and Stephen Argent, consider, having consulted with Beaumont Cornish Limited, the Company's Nominated Adviser, that the terms of the Transaction are fair and reasonable insofar as the Company's shareholders are concerned.

The Retail Offer

The Company intends to provide retail investors with the opportunity to subscribe for shares in the Company through a retail offer, to raise an additional amount of up to £250,000 through the issue of up to 100 million Ordinary Shares (the "Retail Offer") at a price of 0.25 pence per share (so the Placing Price). The Retail Offer will be conducted via the Winterflood Retail Access Platform ("WRAP"), and a separate announcement will be made in due course regarding the Retail Offer and its terms.

Admission and Total Voting Rights

Application will be made to the London Stock Exchange for admission of a total of 440,000,000 Ordinary Shares, comprising 320,000,000 Placing Shares and 120,000,000 Conversion Shares ("New Ordinary Shares") to trading on AIM ("Admission"). Admission is expected to become effective, and dealings in the New Ordinary Shares are anticipated to commence on or around 13 February 2026.

Following Admission, the issued share capital and total voting rights of the Company will be 2,118,346,930. Shareholders may use this figure as the denominator to determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Concert Party

As disclosed in the Company's circular dated 8 May 2025 for the purposes of the City Code on Takeovers and mergers (the "Takeover Code"), certain persons, comprising S-Ventures plc and Scott Livingston and his close relatives, held in aggregate an interest in 35.14 per cent. (so >30 per cent.) of the Company's then issued share capital were deemed to be acting in concert.

As a result of this Transaction, on Admission the aggregated Concert Party interest in the enlarged issued share capital of the Company (as enlarged by the issue of the Placing Shares and the Conversion Shares) will be 33.54 per cent. Accordingly, given the aggregate Concert Party interest is below 50 per cent. level but the Concert Party will continue to hold more than 30 per cent. of the voting rights of the Company, any further purchase by a Concert Party member would trigger an obligation to make a mandatory takeover offer under Rule 9 of the Takeover Code. If a Concert Party member is in any doubt about the current position, it should consult the Company and seek their own financial advice from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 ("FSMA").

An offer under Rule 9 of the Takeover Code must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the Company during the 12 months prior to the announcement of the general offer.

Scott Livingston, Chief Executive commented:

"I would like to thank existing and new shareholders for the support and participation in this fundraise. Tooru is seeing numerous opportunities for growth, both within its current portfolio, and through the addition of new brands and the additional funds will primarily be applied to these opportunities."

Enquiries:

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Appendix 1

Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

	Details of the person discharging managerial responsibilities / person closely associated							
a)	Name	Nick Lee						
2	Reason for notification							
a)	Position / status	Non-Executive Chairman						
b)	Initial notification/Amendment	Initial						
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor							
a)	Name	Tooru Plc						
b)	LEI	2138005S1G2RM953YX87						
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 £0.0001 ISIN: GB00BKKD0862						
b)	Nature of the transaction	Share conversion						
c)	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th></th> <th>Price(s)</th> <th>Volumes(s)</th> </tr> </thead> <tbody> <tr> <td>Ordinary Shares</td> <td>0.25p</td> <td>20,000,000</td> </tr> </tbody> </table>		Price(s)	Volumes(s)	Ordinary Shares	0.25p	20,000,000
	Price(s)	Volumes(s)						
Ordinary Shares	0.25p	20,000,000						
d)	Aggregated information Aggregate volume Price(s)	N/A						
e)	Date of the transaction	2026-02-05						
f)	Place of the transaction	Outside a trading venue						

	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	(1) Scott Livingston (2) S-Ventures plc
2	Reason for notification	
a)	Position / status	(1) Chief Executive Officer of Tooru plc (2) Substantial Shareholder in Tooru plc and a person closely associated with Scott Livingston who is Non-Executive Chairman of S-Ventures plc and its controlling shareholder
b)	Initial notification/Amendment	Initial
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Tooru Plc
b)	LEI	2138005S1G2RM953YX87
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type	

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	<i>Ordinary Shares of £0.0001</i> <i>ISIN: GB00BKKD0862</i>										
b)	Nature of the transaction	Placing and share conversion										
c)	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th></th><th>Price(s)</th><th>Volumes(s)</th></tr> </thead> <tbody> <tr> <td>Scott Livingston</td><td>0.25p</td><td>- 20,800,000 Placing Shares - 40,000,000 Conversion Shares</td></tr> <tr> <td>S-Ventures plc</td><td>0.25p</td><td>60,000,000 Conversion Shares</td></tr> </tbody> </table>			Price(s)	Volumes(s)	Scott Livingston	0.25p	- 20,800,000 Placing Shares - 40,000,000 Conversion Shares	S-Ventures plc	0.25p	60,000,000 Conversion Shares
	Price(s)	Volumes(s)										
Scott Livingston	0.25p	- 20,800,000 Placing Shares - 40,000,000 Conversion Shares										
S-Ventures plc	0.25p	60,000,000 Conversion Shares										
d)	Aggregated information Aggregate volume Price(s)	120,800,000 0.25p										
e)	Date of the transaction	2026-02-05										
f)	Place of the transaction	Outside a trading venue										

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