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THIS ANNOUNCEMENT AMOUNTS TO A FINANCIAL PROMOTION FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND HAS BEEN APPROVED BY WINTERFLOOD SECURITIES LIMITED WHICH IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY (FRN 141455).

5 February 2026

Tooru Plc  
("Tooru" or the "Company")

#### WRAP Retail Offer for up to £250k

Tooru, an AIM listed company focused on the branded health and wellness sector, is pleased to announce a retail offer via the Winterflood Retail Access Platform ("WRAP") to raise up to £250,000 (the "WRAP Retail Offer") through the issue of new ordinary shares of £0.0001 each in the capital of the Company ("Ordinary Shares"). Under the WRAP Retail Offer up to 100,000,000 new Ordinary Shares (the "WRAP Retail Offer Shares") will be made available at a price of 0.25 pence per share.

The WRAP Retail Offer, is in addition to the placing of new Ordinary Shares announced by the Company on 5 February 2026 at 16:00 (the "Placing Shares") and together with the WRAP Retail Offer Shares, the "New Ordinary Shares" raising approximately £800,000 (before expenses) (the "Placing") at a price of 0.25 pence per Placing Share (the "Placing Price"). The Placing Price is equal to the closing share price on 4 February 2026 of 0.25 pence. The issue price of the WRAP Retail Offer Shares is equal to the Placing Price.

A separate announcement has been made regarding the Placing and its terms and sets out the reasons for the Placing and use of proceeds. The proceeds of the WRAP Retail Offer will be utilised in the same way as the proceeds of the Placing.

For the avoidance of doubt, the WRAP Retail Offer is not part of the Placing. Completion of the WRAP Retail Offer is conditional, inter alia, upon the completion of the Placing but completion of the Placing is not conditional on the completion of the WRAP Retail Offer.

The WRAP Retail Offer and the Placing are conditional on the New Ordinary Shares being admitted to trading on AIM. It is anticipated that Admission will become effective and that dealings in the WRAP Retail Offer Shares will commence at 8:00 a.m. on 16 February 2026.

#### WRAP Retail Offer

The Company values its retail shareholder base and believes that it is appropriate to provide both new and existing retail shareholders in the United Kingdom the opportunity to participate in the WRAP Retail Offer.

Therefore, the Company is making the WRAP Retail Offer open to eligible investors in the United Kingdom, being new or existing shareholders of Tooru Plc, following release of this announcement and through certain financial intermediaries.

A number of retail platforms are able to access the WRAP Retail Offer. Non-holders or existing shareholders wishing to subscribe for Retail Offer Shares should contact their broker or wealth manager who will confirm if they are participating in the Retail Offer.

Retail brokers wishing to participate in the Retail Offer on behalf of eligible retail investors, should contact WRAP@winterflood.com.

The Retail Offer is expected to close at 2:00pm on 10 February 2026. Eligible retail investors should note that financial intermediaries may have earlier closing times. The result of the Retail Offer is expected to be announced by the Company on or around 7:00am on 11 February 2026.

To be eligible to participate in the Retail Offer, applicants must be a customer of a participating intermediary including individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations.

There is a minimum subscription of £100 per investor under the Retail Offer. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

The Company reserves the right to amend the size and timings of the retail offer at its discretion. The Company reserves the right to scale back any order and to reject any application for subscription under the WRAP Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for Retail Offer Shares has been made and accepted via an intermediary, it cannot be withdrawn.

The Retail Offer Shares will, when issued, be credited as fully paid, and have the right to receive all dividends and other distributions declared, made or paid after their date of issue.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for Ordinary Shares and investment in the Company carries a number of risks, including the risk that investors may lose their entire investment. Investors should take independent advice from a person experienced in advising on investment in securities such as the Ordinary Shares if they are in any doubt.

**Ordinary Shares if they are in any doubt.**

**An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.**

**Neither past performance nor any forecasts should be considered a reliable indicator of future results.**

The Retail Offer is offered in the United Kingdom under an exception from prohibitions on offers to the public pursuant to Schedule 1 (Part 1) of The Public Offers and Admission to Trading Regulations 2024 and under an exemption from the requirement to publish a prospectus under the FCA's Prospectus Rules: Admission to Trading on a Regulated Market sourcebook. The Retail Offer is not being made into any jurisdiction other than the United Kingdom.

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Placing)  
Nick Lovering / Adam Pollock / Aimee McCusker

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Further information on the Company can be found on its website at [www.tooruplc.com](http://www.tooruplc.com)

The Company's LEI is 2138005S1G2RM953YX87

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

### **Important Notices**

This announcement, which has been prepared by and is the sole responsibility of the Company has been approved for the purposes of Section 21 of the Financial Services and Markets Act 2000 ("FSMA") by Winterflood Securities Limited ("Winterflood"), which is authorised and regulated by the Financial Conduct Authority.

The release, publication or distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "United States" or "US")), Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for Ordinary Shares in any such jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

WRAP is a proprietary technology platform owned and operated by Winterflood (registered address at Riverbank House, 2 Swan Lane, London EC4R 3GA; FRN 141455). Winterflood is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the Retail Offer, Admission and the other arrangements referred to in this announcement.

**The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results.** Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement may constitute forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Winterflood expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the FCA, the London Stock Exchange or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of Winterflood or any of its affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Winterflood and its affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

Any indication in this announcement of the price at which the Ordinary Share have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

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. The Ordinary Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Beaumont Cornish Limited ("**Beaumont Cornish**") is the Company's Nominated Adviser and is authorised and regulated by the FCA. Beaumont Cornish's responsibilities as the Company's Nominated Adviser, including a responsibility to advise and guide the Company on its responsibilities under the AIM Rules for Companies and AIM Rules for Nominated Advisers, are owed solely to the London Stock Exchange. Beaumont Cornish is not acting for and will not be responsible to any other persons for providing protections afforded to customers of Beaumont Cornish nor for advising them in relation to the proposed arrangements described in this announcement or any matter referred to in it.

Oberon Capital (a trading name of Oberon Investments Limited (**Oberon**)) is authorised and regulated by the FCA in the United Kingdom. Oberon is acting solely as Joint Broker and Lead Bookrunner exclusively for the Company and no one else in connection with the Placing and will not regard any other person (whether or not a recipient of this Announcement) as its client in relation to the Placing or the contents of this Announcement nor will it be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this Announcement. Apart from the responsibilities and liabilities, if any, which may be imposed on Oberon by FSMA or the regulatory regime established thereunder, Oberon accepts no responsibility whatsoever, and makes no representation or warranty, express or implied, for the Placing or the contents of this Announcement including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on behalf of it, the Company or any other person, in connection with the Company and the contents of this Announcement, whether as to the past or the future. Oberon accordingly disclaims all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of the contents of this Announcement or any such statement.

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