

24 June 2026

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

CPPGroup Plc
("CPP Group"; "the Group"; or "the Company")

Proposed Cancellation of Admission of the Ordinary Shares to trading on AIM

Re-registration of the Company as a private limited company

Adoption of New Articles of Association

Proposed Issue of Secured Convertible Loan Notes to raise up to £3,000,000, V Shares and Grant of Warrants

Proposed Shareholder Offer of Secured Convertible Loan Notes to raise up to £2,900,000, V Shares and Grant of Warrants

and
Notice of General Meeting

CPP Group plc (AIM: CPP) announces a proposed fundraising through the issue of Secured Convertible Loan Notes and Warrants (the "Fundraising"); the proposed cancellation of the admission of the Company's ordinary shares to trading on AIM ("Cancellation"); the proposed re-registration of the Company as a private limited company; and the proposed adoption of new articles of association.

The Fundraising is conditional on, *inter alia*, the Company obtaining the approval of Shareholders of the Resolutions to be proposed at a general meeting of the Company to be held at the offices of Squire Patton Boggs (UK) LLP at 60 London Wall, London, EC2M 5TQ at 2.00 p.m. on 14 July 2026 (the "General Meeting").

Background and Rationale

CPP Group completed the disposals of CPP Turkey in June 2025 and CPP India in September 2025 (the "Disposals") in line with the Board's stated objectives to withdraw from legacy international operations, materially simplify the Group's structure and reduce exposure to regulatory and geographic complexity and key customer concentration risk. The Group is now focused on Blink Parametric ("Blink"), its technology-led parametric InsurTech platform, which represents the Group's sole trading operation and growth platform.

As previously reported, the purchaser of CPP India stated in March 2026 that it will not pay the outstanding deferred consideration of US 5.0 million due to the Group in connection with the disposal of CPP India. The Group disputes this position and has challenged the non-payment. However, the non-receipt of these proceeds has had a material adverse impact on the Group's liquidity position.

Following notification of the non-payment of the deferred consideration, the Board undertook a detailed review of potential strategic and financing options, including the sale of Blink or all of the issued share capital of the Company, as well as third-party financing solutions.

With regard to a possible sale of Blink or the Company in its entirety, the Board engaged with various potentially interested parties; however, the Board does not believe that there is a realistic prospect of receiving a tangible offer in the immediate future for Blink or the issued, and to be issued, share capital of the Company that is capable of being fully evaluated by the Board and recommended to Shareholders.

Alongside exploring a sale of Blink, the Board considered a range of funding options, which led to the offer from funds managed by Gresham House Asset Management Limited ("GHAM") to invest £3 million on the terms outlined below. The offer is contingent on a minimum of £5 million being raised in aggregate and the delisting of the Company from AIM. At this point, the Board is of the opinion that the proposed Fundraising currently represents the only available option to ensure the Group's ability to continue trading, provide a reasonable liquidity runway and support Blink's continued growth and the Group's regulatory obligations.

Proposed Fundraising

The Company has today conditionally raised £3 million (before expenses) by way of secured convertible loan notes (the "Secured Convertible Loan Notes") subscribed for by GHAM Fund pursuant to a subscription agreement (the "Subscription Agreement").

Pursuant to the terms of the Subscription Agreement, the Company has agreed to issue Secured Convertible Loan Notes with an aggregate principal amount of £3 million to GHAM Fund (the "GHAM Fundraising") subject to:

- the passing of the Resolutions at the General Meeting, which include Cancellation of admission of the Ordinary Shares to trading on AIM; and
- completion of a minimum aggregate subscription of £2 million of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer (as described further below and in the Circular), so that a total of at least £5 million in aggregate is raised for the Company.

The terms of the Secured Convertible Loan Notes include (in summary):

1. Term of 24 months,
2. Interest payable at 12 per cent. per annum,
3. Redemption premium of 10 per cent.,
4. Conversion price of 100 pence per Ordinary Share,
5. Conversion at the option of holders at any time during the life of the instrument, and
6. First-ranking security over the entire issued share capital of Blink.

Pursuant to the terms of the Subscription Agreement, the Company has also agreed to issue, in aggregate, up to 1,377,244 Warrants to GHAM Fund as part of the GHAM Fundraise. The Warrants may be exercised at a price of 100 pence at any time for a period of 26 months.

Certain of the Directors have indicated to the Company that they will participate in a fundraising and the Company is now offering all Qualifying Shareholders the opportunity to participate by subscribing for Secured Convertible Loan Notes and Warrants on the same terms as GHAM Fund, for an aggregate subscription of up to £2,900,000. Further details on how Qualifying Shareholders can subscribe for Secured Convertible Loan Notes and Warrants are set out below and in the Circular.

Proposed Cancellation

The Fundraising is conditional, *inter alia*, upon the cancellation of the Company's admission to trading on AIM and the re-registration of the Company as a private limited company. Having concluded that no funding options are available to the Company as a publicly listed entity, the Board has also concluded that Cancellation is in the best interests of the Company and its Shareholders as a whole.

The Company proposes to put in place a secondary market trading facility with J. P. Jenkins for a period following Cancellation.

Consequences if the Resolutions are Not Approved

It is important that Shareholders vote in favour of all of the Resolutions at the General Meeting. The Board considers it important that Shareholders understand that, unless (i) the Resolutions are approved by Shareholders at the General Meeting; and (ii) the minimum aggregate subscription of £2,000,000 of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer is completed, then:

- the GHAM Fundraising and the Shareholder Offer will not proceed and the anticipated net proceeds of the GHAM Fundraising and the Shareholder Offer will not become available to the Company;
- based on the Group's current cash resources and expected funding requirements, including those associated with the Group's regulated entities, the Group will face a severe liquidity crisis within weeks; and
- there is no certainty that other funding will be available on suitable terms or at all.

The Board therefore believes that failure to approve the Resolutions may result in the Company entering an insolvency process, including administration. The Directors therefore strongly recommend that Shareholders vote in favour of the Resolutions.

Recommendation

The Board believes that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously and strongly recommend that Shareholders vote in favour of the Resolutions, as those Directors holding shares intend to do in respect of their own beneficial holdings.

Recent Trading and Prospects

Since completion of the Disposals, the Group's remaining activities comprise Blink together with the Group's regulated UK legacy operations which are in run-off. The Board's strategy is to continue to support the orderly management and regulatory compliance of these legacy operations whilst concentrating future investment, product development and commercial activity on Blink.

- *Blink*
Trading in Blink during the year ended 31 December 2025 and the early part of the year ending 31 December 2026 has continued broadly in line with the Board's expectations. During 2025, Blink revenue increased by 69 per cent. to £1.8 million and annualised recurring revenue increased to approximately £2.4 million. Trading momentum has continued into 2026, with revenue for the first four months of the year increasing by 99 per cent. compared with the corresponding period in 2025. Blink has continued to expand its global partner base across travel disruption and adjacent parametric use cases, with increasing levels of recurring revenue generated through licence, subscription and usage-based arrangements. The Board believes the stage of development, market position, relationships and business model give Blink a strong foundation for continued growth and long-term shareholder value creation.
- *Legacy operations*
Homecare Insurance Limited (the Group's UK based insurance company) has sufficient segregated funds in its balance sheet to cover any remaining claims, of which there have been none since the end of 2024, as well as the ongoing costs required to maintain a regulated insurance company. Meanwhile discussions are continuing regarding the appropriate regulatory regime for Homecare and the resulting capital requirements that should apply in the context of minimal business activity. The remaining costs associated with Card Protection Plan Limited (a UK based insurance intermediary), which ceased to write new business at the end of 2023, and which will be wound-up in the final quarter of 2027, are covered in the Group's budget and forecasts.

Based on the Group's current forecasts, including for Blink and the regulatory requirements relating to the UK back

Based on the Group's current forecasts, including for Blink and the regulatory requirements relating to the UK back book, the Directors consider it likely that the Group will require additional funding within the next two years, and the Board anticipates seeking a sale or very substantial refinancing of the Group, intended to provide liquidity for all Shareholders, within that period, by which time actual and contingent liabilities relating to the UK back book will have largely been resolved and Blink will have had time to continue its development. Certain parties have also expressed an interest in making an investment in the Company, but such interest is, at this point, only indicative and unlikely to be forthcoming whilst the Company remains publicly listed. Again, it is the intention of the Board to pursue such discussions on completion of the Fundraising, but there can be no certainty that they will be successful.

Circular

A Circular containing a notice of General Meeting will be posted shortly to shareholders who have requested to receive a hard copy and will be made available on the Company's website at <https://corporate.cppgroup.com/>.

Further information on the terms of the proposed Fundraising and Cancellation, including the terms of the Secured Convertible Loan Notes, the Shareholder Offer, the background to and reasons for the Fundraising, the potential dilutive effect resulting from the Convertible Loan Notes, the proposed secondary market trading facility to be put in place by the Company with J. P. Jenkins, is included below and in the Circular to be sent to Shareholders today.

ENQUIRIES

CPPGroup plc

David Morrison, Chairman

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Panmure Liberum

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Stephen Jones

Atholl Tweedie

Will King

This announcement contains inside information. The person responsible for arranging the release of this announcement on behalf of CPP Group is Sarah Atherton, General Counsel and Company Secretary.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Each of the times and dates in the below is indicative only and may be subject to change by the Company, in which event details of the new times and dates will be notified to shareholders by announcement through a Regulatory Information Service.

Notice provided to the London Stock Exchange to notify it of the proposed Cancellation	24 June 2026
Announcement of the GHAM Fundraising, Shareholder Offer and the Cancellation timetable	24 June 2026
Publication of the Circular (including the Notice)	25 June 2026
Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments via the CREST system or Proximity	2.00 p.m. on 10 July 2026
General Meeting	2.00 p.m. on 14 July 2026
Announcement of results of General Meeting	14 July 2026
Expected last day of dealings in Ordinary Shares on AIM	23 July 2026
Expected date of Cancellation	24 July 2026
Expected date Matched Bargain Facility for Ordinary	24 July 2026

Shares commences

Expected date of Re-registration 12 August 2026

Expected date of Issue of the Secured Convertible Loan Notes, Warrants and V Shares 13 August 2026

Expected date of Dispatch of definitive certificates in respect of the Secured Convertible Loan Notes, Warrants and V Shares week commencing 17 August 2026

Notes:

1. Certain of the events in the above timetable are conditional upon, *inter alia*, the passing of the Resolutions to be proposed at the General Meeting and a minimum aggregate subscription of £2,000,000 of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer.
2. All references to time and dates in this announcement are to time and dates in London.
3. Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.

KEY STATISTICS

Number of Existing Ordinary Shares	9,181,628
Principal amount of GHAM Secured Convertible Loan Notes to be issued pursuant to the GHAM Fundraising	£3,000,000
Principal amount of Secured Convertible Loan Notes to be offered pursuant to the Shareholder Offer	£2,900,000
Aggregate principal amount of Secured Convertible Loan Notes to be issued pursuant to the GHAM Fundraising and to be offered pursuant to the Shareholder Offer	£5,900,000
Aggregate number of Warrants to be issued pursuant to the GHAM Fundraising and the Shareholder Offer	2,295,407
Number of Warrants to be issued pursuant to the GHAM Fundraising (subject to the aggregate principal amount of Secured Convertible Loan Notes subscribed for pursuant to the Shareholder Offer)	From 1,167,156, up to 1,377,244
Number of Warrants to be issued pursuant to the Shareholder Offer (subject to the aggregate principal amount of Secured Convertible Loan Notes subscribed for pursuant to the Shareholder Offer)	From 918,163, up to 1,128,251
Number of V Shares to be issued pursuant to the GHAM Fundraising	3,000,000
Maximum number of V Shares to be issued pursuant to the Shareholder Offer	2,900,000
Maximum aggregate number of V Shares to be issued pursuant to the GHAM Fundraising and the Shareholder Offer	5,900,000
Maximum number of Ordinary Shares that may be issued pursuant to the Secured Convertible Loan Notes issued pursuant to the GHAM Fundraising and the Shareholder Offer assuming full conversion	7,906,000
Maximum number of Ordinary Shares that may be issued pursuant to the Warrants issued pursuant to the GHAM Fundraising and the Shareholder Offer assuming full exercise	2,295,407
Maximum Enlarged Share Capital following full conversion of Secured Convertible Loan Notes and full exercise of Warrants	19,383,035
Percentage of Enlarged Share Capital represented by the Secured Convertible Loan Notes and Warrants assuming full conversion of Secured Convertible Loan Notes and full exercise of Warrants	52.6%

1. INTRODUCTION

On 24 June 2026, the Company announced that it had entered into a subscription agreement dated 24 June 2026 with GHAM Fundraising by its manager GHAM (the "Subscription Agreement")

with GHAM Fund acting by its manager GHAM (the **Subscription Agreement**).

Pursuant to the terms of the Subscription Agreement, the Company has agreed to issue Loan Notes with an aggregate principal amount of £3,000,000, in addition to 3,000,000 V Shares and up to 1,377,244 Warrants (such number of Warrants being subject to the aggregate principal amount of Loan Notes subscribed for under the Shareholder Offer) to GHAM Fund subject to:

- the passing of the Resolutions at the General Meeting (which include Cancellation of admission of the Ordinary Shares to trading on AIM); and
- completion of a minimum aggregate subscription of £2,000,000 of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer (as described in paragraph 11 of Part 1 of the Circular).

Certain of the Directors have indicated to the Company that they would participate in the Fundraise. Accordingly, the Company will offer all Qualifying Shareholders the opportunity to participate in a fundraise by subscribing for Secured Convertible Loan Notes, V Shares and Warrants on the same terms as GHAM Fund, for an aggregate subscription of up to £2,900,000 with a minimum aggregate subscription of £2,000,000 and up to 1,128,251 Warrants (the **"Shareholder Offer"**).

The Shareholder Offer is conditional on the passing of the Resolutions at the General Meeting. Qualifying Shareholders should note that the Shareholder Offer will only be open for participation for a period of ten Business Days, beginning on the Cancellation Date.

Further details on how to subscribe for Secured Convertible Loan Notes, V Shares and Warrants is set out in paragraph 11 of Part 1 of the Circular.

The Secured Convertible Loan Notes can be converted into new Ordinary Shares in part or full at any time during the term of the Secured Convertible Loan Notes at a conversion price of £1.00 per Ordinary Share (subject to customary adjustments). The final redemption date for the Secured Convertible Loan Notes is, subject to certain adjustments, the second anniversary of the date of the Loan Note Instrument, with a total term of 24 months. The Secured Convertible Loan Notes will be secured by security in the form of the Share Charge. Please see Part 2 (Terms of the Secured Convertible Loan Notes) of the Circular for more information. It is intended that a Security Trustee is appointed and a Security Trust Deed entered into between the Company the Noteholders and the Security Trustee.

The aggregate number of Warrants issued pursuant to the Fundraise is calculated based on a ratio of 1 Warrant for each 4 Existing Ordinary Shares. This number is then allocated between Noteholders in proportion to their participation in subscribing for Loan Notes pursuant to the Fundraise and in each case will be rounded down to the nearest whole number of Warrants.

The Warrants may be exercised at a price of 100 pence per Ordinary Share. The Warrants are exercisable at any time up to 26 months from the date of the Warrant Instrument, at which time they will lapse. Please see Part 3 (Terms of the Warrants) of the Circular for more information.

The Fundraising is conditional, *inter alia*, on Cancellation of the Company's admission to trading on AIM and the re-registration of the Company as a private limited company. Having concluded that no funding options are available to the Company as a publicly listed entity, the Board has also concluded that Cancellation is in the best interests of the Company and its Shareholders as a whole. The Company is consequently also seeking Shareholders' approval of the Cancellation Resolution and, subject to the Cancellation becoming effective in accordance with the AIM Rules, of the Re-registration Resolution and adoption of the New Articles. Pursuant to Rule 41 of the AIM Rules, Panmure Liberum has notified AIM of the intention to cancel admission to trading on AIM.

The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting and accordingly the Cancellation Resolution will be proposed as a Special Resolution (as defined in the Articles). If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 24 July 2026. The Notice of the General Meeting is set out in Part 5 of the Circular.

IMPORTANT NOTICE

The Company has called the General Meeting in order to put to Shareholders the Resolutions required to complete the GHAM Fundraising, implement the Shareholder Offer, Cancellation, Re-registration and adoption of the New Articles.

Following such Cancellation, Shareholders would then hold their Ordinary Shares in an unquoted company for which there may be much less liquidity than were they traded on AIM.

Conversion of the Secured Convertible Loan Notes is entirely at each Noteholder's discretion in respect of

the Secured Convertible Loan Notes it holds and can occur at any stage following the entering into of the Loan Note Instrument and issue of the Secured Convertible Loan Notes by the Company.

Exercise of the Warrants is entirely at each Warrantholder's discretion and can occur at any stage following the entering into of the Warrant Instrument and the issue of the Warrants by the Company.

THE BOARD CONSIDERS IT IMPORTANT THAT SHAREHOLDERS UNDERSTAND THAT, UNLESS (A) THE RESOLUTIONS ARE APPROVED BY SHAREHOLDERS AT THE GENERAL MEETING; AND (B) THE MINIMUM AGGREGATE SUBSCRIPTION OF £2,000,000 OF LOAN NOTES BY QUALIFYING SHAREHOLDERS PARTICIPATING IN THE SHAREHOLDER OFFER IS COMPLETED, THE GHAM FUNDRAISING AND THE SHAREHOLDER OFFER WILL NOT PROCEED. IN THESE CIRCUMSTANCES, THE ANTICIPATED NET PROCEEDS OF THE GHAM FUNDRAISING AND THE SHAREHOLDER OFFER WOULD NOT BECOME AVAILABLE TO THE COMPANY. THERE IS NO CERTAINTY THAT OTHER FUNDING WOULD BE AVAILABLE ON SUITABLE TERMS OR AT ALL. ACCORDINGLY, IN LIGHT OF THE GROUP'S CURRENT CASH RESOURCES, THE DIRECTORS BELIEVE SUCH CIRCUMSTANCES MAY RESULT IN THE COMPANY ENTERING AN INSOLVENCY PROCESS.

2. COMPANY OVERVIEW

The Group completed the disposals of CPP Turkey in June 2025 and CPP India in September 2025 in line with the Board's stated objectives to withdraw from legacy international operations, materially simplify the Group's structure and reduce exposure to regulatory complexity and key customer concentration risk. Following these disposals, the Group has completed the strategic repositioning of the Group into a focused, technology-led parametric InsurTech platform business centred on Blink. These disposals materially simplified the Group's operational structure, reduced regulatory and geographic complexity and enabled management and Board focus to align fully behind Blink as the Group's core growth platform.

Blink is a technology and software platform business providing parametric insurance solutions to insurers, assistance providers and embedded-distribution partners globally. Parametric insurance solutions provide customers with an immediate, pre-agreed benefit following a defined triggering event, such as a flight delay or lost luggage, without the need for a traditional claims process. Blink generates revenue through a combination of software licence fees, subscription income, usage-based pricing and analytics services.

Blink provides technology that aims to help insurers and their partners deliver faster, simpler and more automated insurance services to customers through digital channels. The Directors believe that structural changes in insurance, including increasing digitalisation, customer demand for immediate support and the growth of embedded insurance are beneficial trends for Blink. The company's products are designed to improve the customer experience by providing immediate assistance, payments or other services when certain events occur, rather than relying solely on a traditional claims process based on proof of loss.

The business provides whitelabel travel and cyber solutions to leading global insurance, travel and financial services brands with 32 business partners across 24 markets. The Board believes Blink is to be one of the world's leading automated flight and luggage disruption providers, Blink's services can be embedded in a customer's travel insurance policy and when a flight is delayed by a set number of hours, Blink, on behalf of the insurer or brand, automatically and instantly provides cash, digital vouchers or an airport lounge pass to the customer on their mobile device.

The Board believes Blink is well positioned within a structurally growing market driven by increasing demand for automated, data-led customer engagement solutions and embedded insurance propositions. Blink's platform integrates directly into partner customer journeys and is designed to deliver scalable, automated and low-friction customer experiences.

Since completion of the disposals, the Group's remaining activities comprise Blink together with the Group's regulated UK legacy operations which are in run-off. The Board's strategy is to continue to support the orderly management and regulatory compliance of these legacy operations whilst concentrating future investment, product development and commercial activity on Blink.

The Group has also undertaken a substantial simplification and cost reduction programme during the year ended 31 December 2025 ("FY2025") and the year ending 31 December 2025 ("FY2026"). This has included reductions in central overheads, rationalisation of legacy systems and infrastructure and changes to the executive leadership structure. As part of this repositioning, Brian Barter, Blink's Chief Executive Officer, joined the Board, reflecting Blink's strategic importance to the Group's future direction.

The Board believes the Group now operates with a materially simpler structure, a lower ongoing cost base and a clearer strategic focus than at any point in its recent history.

3. CURRENT TRADING

Blink

- Trading in Blink during FY2025 and the early part of FY2026 has continued broadly in line with the Board's expectations. Blink has continued to expand its global partner base across travel disruption and adjacent parametric use cases, with increasing levels of recurring revenue generated through licence, subscription and usage-based arrangements. The Board believes the stage of development, market position, relationships and business model give Blink a strong foundation for continued growth and long-term shareholder value creation.
- Blink has also continued to broaden its capabilities beyond travel disruption into adjacent parametric categories, while further enhancing its automation, analytics and partner integration functionality.
- During 2025, Blink revenue increased by 69 per cent. to £1.8 million and annualised recurring revenue increased to approximately £2.4 million. Trading momentum has continued into 2026, with revenue for the first four months of the year increasing by 99 per cent. compared with the corresponding period in 2025. Blink is also developing weather-based solutions alongside further growth in travel and cyber. Its software-led model benefits from recurring and usage-based revenues, attractive gross margins and scope to expand through existing relationships, new markets and additional products.

Legacy operations

- Homecare Insurance Limited (the Group's legacy UK based insurance company) has sufficient segregated funds in its balance sheet to cover any remaining claims, of which there have been none since the end of 2024, as well as the ongoing costs required to maintain a regulated insurance company. Meanwhile discussions are continuing regarding the appropriate regulatory regime for Homecare and the resulting capital requirements that should apply in the context of minimal business activity. The remaining costs associated with Card Protection Plan Limited (a UK based insurance intermediary), which ceased to write new business at the end of 2023, and which will be wound-up in the final quarter of 2027, are covered in the Group's budget and forecasts.

Based on current forecasts for both Blink and the Group including the regulatory requirements relating to the UK back book, the Directors consider it likely that the Group will require additional funding within the next two years, and the Board anticipates seeking a sale or very substantial refinancing of the Group intended to provide liquidity for all Shareholders, within that period, by which time the actual and contingent liabilities relating to the UK back book will have largely been resolved and Blink will have had time to continue its development. Certain parties have also expressed an interest in making an investment in the Company, but such interest is, at this point, only indicative and unlikely to be forthcoming whilst the Company remains publicly listed. It is the intention of the Board to pursue such discussions on completion of the Fundraising, but there can be no certainty that they will be successful.

4. BACKGROUND TO AND REASONS FOR THE FUNDRAISING

As announced by the Company on 16 March 2026 and 10 April 2026, the purchaser of CPP India indicated that it does not intend to pay the outstanding deferred consideration of US 5.0 million due to the Group in connection with the disposal of CPP India. The Group disputes this position and has challenged the non-payment. However, the non-receipt of these proceeds has materially impacted the Group's liquidity position and reduced available cash headroom.

As such, the Board believes that the Fundraising is necessary to strengthen the Group's balance sheet, extend the Group's available liquidity runway and provide the financial flexibility required to support the continued development of Blink and the orderly management of the Group's regulated legacy operations.

Following notification that the Group does not expect to receive the outstanding US 5.0 million deferred consideration relating to the disposal of CPP India, the Board undertook a detailed review of the Group's liquidity position, forecast cash requirements and strategic alternatives. The Board considered a range of potential financing and strategic options to protect and maximise value for all shareholders, including the disposal of Blink, a sale of all of the issued share capital of the Company, alternative debt structures, equity financing and additional support from existing shareholders and prospective new investors.

With regard to a possible sale of Blink or the Company in its entirety, the Board has engaged with various potentially interested parties; however, the Board does not believe that there is a realistic prospect of receiving a tangible offer in the immediate future for Blink or the issued, and to be issued, share capital of the Company that is capable of being fully evaluated by the Board and recommended to Shareholders.

Alongside exploring a sale of Blink, the Board considered a range of funding options, which led to the offer from funds managed by GHAM to invest £3,000,000 on the terms outlined in the Circular. The offer is contingent upon a minimum of £5,000,000 being raised in aggregate and the delisting of the Company from AIM. At this point, the Board is of the opinion that the proposed Fundraising currently represents the only available option to ensure the Group's ability to continue trading, provide a reasonable liquidity runway, and support Blink's continued growth and the Group's regulatory obligations.

If the Resolutions are not approved at the General Meeting, or the minimum aggregate subscription of £2,000,000 of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer is not completed, the Fundraising will not proceed and the anticipated net proceeds of the GHAM Fundraising and the Shareholder Offer will not become available to the Company. In those circumstances, based on the Group's current cash resources and expected funding requirements, including those associated with the Group's regulated entities, the Group will face a severe liquidity crisis within weeks; and there is no certainty that other funding will be available on suitable terms or at all. The Board therefore believes that failure to approve the Resolutions may result in the Company entering an insolvency process, including administration.

5. BACKGROUND TO THE TERMS OF THE GHAM FUNDRAISE

Given the benefits to the Company from the GHAM Fundraise set out above, the Board entered into discussions with, GHAM in its capacity as investment manager or adviser to GHAM Fund, to explore whether it would participate in a fundraising. GHAM, in its capacity as investment manager or adviser to GHAM Fund, indicated its support to the GHAM Fundraise and has conditionally agreed to subscribe for an aggregate subscription for Loan Notes of £3,000,000 on the terms set out in the Circular.

6. USE OF FUNDS

The gross proceeds of the Loan Notes (before fees and expenses) in respect of the GHAM Fundraising will be £3,000,000, (subject to the passing of the Resolutions and minimum aggregate subscription of £2,000,000 of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer) and up to £2,900,000 in respect of the Shareholder Offer with an aggregate total of up to £5,900,000.

The Company intends to use the net proceeds of the Fundraising principally to:

- provide additional working capital and liquidity headroom for the Group;
- support the ongoing development and commercial scaling of Blink;
- satisfy the anticipated capital and operational requirements of the Group's regulated legacy operations in run-off;
- fund transaction costs associated with the Fundraising and related matters; and
- provide the Group with additional strategic flexibility whilst the Board continues to evaluate longer-term financing and strategic alternatives.

7. INFORMATION ON GHAM

GHAM is a specialist alternative asset management group, targeting strong financial returns with a focus on sustainable investments across a range of strategies, with expertise covering forestry, real estate, infrastructure, renewable energy, battery energy storage, and public and private equity.

8. SUBSCRIPTION AGREEMENT AND FEE LETTER

Pursuant to the terms of the Subscription Agreement, the Company has agreed to issue Loan Notes with an aggregate principal amount of £3,000,000, 3,000,000 V Shares and up to 1,377,244 Warrants (such number of Warrants being subject to the aggregate principal amount of Loan Notes subscribed for under the Shareholder Offer) to GHAM Fund subject to:

- (a) the passing of the Resolutions at the General Meeting (which include Cancellation of admission of the Ordinary Shares to trading on AIM); and
- (b) completion of a minimum aggregate subscription of £2,000,000 of Loan Notes by Qualifying Shareholders participating in the Shareholder Offer (as described in paragraph 11 of the Circular).

The Company has given customary representations and warranties to GHAM Fund which are effective on the date of issue of the Loan Notes to GHAM Fund.

Pursuant to the terms of a fee letter from GHAM to the Company dated 17 June 2026, the Company shall pay to GHAM an arrangement fee equal to 5 per cent of the aggregate amount of the funds paid by GHAM (including any of its participating funds) to the Company in relation to its subscription for Loan Notes, and if for any reason the Fundraising hasn't completed by 28 August 2026 up to £30,000 (including VAT and expenses) of costs (including legal costs) will be payable.

9. SECURED CONVERTIBLE LOAN NOTES

The Company has agreed to issue, subject to the passing of the Resolutions at the General Meeting, the Secured Convertible Loan Notes with an aggregate principal amount of £3,000,000 to GHAM Fund. As part of the GHAM Fundraising, for so long as any Loan Notes remain outstanding or GHAM Fund (together with its affiliates) holds not less than 5% of the fully diluted share capital of the Company, GHAM Fund (together with its affiliates) has the right

to nominate one person to be appointed as an observer to the board of directors of Blink.

The Secured Convertible Loan Notes can be converted into new Ordinary Shares in part or full at any time at the discretion of Noteholders, during the term of the Convertible Loan Notes at a conversion price of £1.00 per Ordinary Share (subject to customary adjustments). The redemption date for the Convertible Loan Notes is the second anniversary of the date of the Loan Note Instrument, with a total term of 24 months (the **"Redemption Date"**). Interest is payable on the Convertible Loan Notes at 12 per cent. per annum, payable on the Redemption Date. The Secured Convertible Loan Notes will be constituted and issued pursuant to the Loan Note Instrument. The maximum principal amount of Secured Convertible Loan Notes that the Company may issue pursuant to the Loan Note Instrument in respect of the GHAM Fundraising is £3,000,000 and in respect of the Shareholder Offer £2,900,00 for a maximum aggregate total of £5,900,000. Accordingly, pursuant to the Shareholder Offer, Qualifying Shareholders may subscribe for an aggregate principal amount of up to £2,900,000 Loan Notes.

The Noteholders will also be issued with V Shares which will enable the holder to receive notice of, attend and speak at any general meeting of the Company and to vote for all purposes on any resolution of the shareholders of the Company, including any ordinary resolution or special resolution. Each V Share entitles the holder to one vote. The V Shares will have no entitlement to participate in any distributions or return of capital pursuant to a winding-up, capital reduction or otherwise. The number of V Shares that will be held by a Noteholder shall mean the number of shares (rounded to the nearest whole number) into which the principal amount only of the Loan Notes held by such Noteholder (or any transferee of Loan Notes permitted by the terms of the Loan Note Instrument), in each case without double counting any Loan Notes, would be convertible at the Conversion Price (as defined in the Loan Note Instrument).

In no circumstances shall any issue of V shares, conversion of the Secured Convertible Loan Notes pursuant to the Loan Note Instrument or exercise of Warrants in the Company that may be held by any Noteholder pursuant to the terms of the Warrant Instrument (as detailed below in paragraph 10), or other action under documentation to which a Noteholder may be a party from time to time result in any Noteholder (together with any persons acting in concert) becoming obliged to make a mandatory offer under Rule 9 of the Takeover Code. Where any such issue, conversion or exercise would otherwise cause any Noteholder to be in breach the relevant excess pursuant to which a Noteholder (or any persons acting in concert) would otherwise be obliged to make a mandatory offer under Rule 9 of the Takeover Code shall be settled in cash by the Company at the equivalent per-share value as otherwise set out in the Loan Note Instrument.

Please see Part 2 (Terms of the Secured Convertible Loan Notes) of the Circular for more information.

10. WARRANTS

The Company has also agreed to issue, in aggregate, up to 1,377,244 Warrants (such number of Warrants being subject to the aggregate principal amount of Loan Notes subscribed for under the Shareholder Offer) to GHAM Fund, as part of the GHAM Fundraise. The Warrants may be exercised at a price of £1.00 per Ordinary Share. The Warrants are exercisable at any time up to 26 months from the date that corresponding Loan Notes are issued, after which time they will lapse. The Warrants will be constituted and issued pursuant to the Warrant Instrument.

Please see Part 3 (Terms of the Warrants) of the Circular for more information.

11. SHAREHOLDER OFFER

Certain of the Directors have indicated to the Company that they would participate in a fundraising. Accordingly, the Company is now proposing to offer all Qualifying Shareholders the opportunity to participate in a fundraise by subscribing for Loan Notes, V Shares and Warrants on the same terms as GHAM Fund, for an aggregate subscription of up to £2,900,000 and a minimum aggregate subscription of £2,000,000. The minimum subscription amount for each Qualifying Shareholder to participate in the Shareholder Offer is £5,000.

Qualifying Shareholders should note that the Shareholder Offer will only be open for participation for a period of ten Business Days, beginning on the Cancellation Date.

To subscribe for Loan Notes, V Shares and Warrants please contact the Company by email at investor.relations@cppgroup.com during the period beginning on the Cancellation Date and ending on the date falling ten Business Days after the Cancellation Date.

A Qualifying Shareholder may apply to subscribe for any amount of Loan Notes provided such amount is equal to or greater than £5,000. In the event that the aggregate amount of Loan Notes applied for by Qualifying Shareholders is in excess of £2,900,000 (the **"Cap"**), each Qualifying Shareholder's application shall be scaled back to the nearest whole number in proportion to the percentage by which the Cap was exceeded.

Please see Part 2 (Terms of the Loan Notes) of the Circular for more information.

Please see Part 3 (Terms of the Warrants) of the Circular for more information.

12. REASON FOR THE CANCELLATION

12. REASONS FOR THE CANCELLATION

The Fundraising is conditional, inter alia, on Cancellation of the Company's admission to trading on AIM and the re-registration of the Company as a private limited company. Having concluded that no funding options are available to the Company as a publicly listed entity, the Board has also concluded that Cancellation is in the best interests of the Company and its Shareholders as a whole. The Directors also believe that:

- any future fundraising of the Group would be more readily available and achievable if the Company was an unlisted private company;
- the costs in retaining the Company's quotation on AIM outweigh the potential benefits; and
- the material financial costs, significant management time and the legal and regulatory obligations associated with maintaining the Admission are disproportionate to the benefits to the Company, given that the continued Admission is unlikely to provide the Company with significantly wider or more cost-effective access to capital.

13. PROCEDURE FOR CANCELLATION

Shareholder Approval Required

The Cancellation procedure is governed by the AIM Rules which specify (with limited exceptions) that Cancellation must be approved by not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at a general meeting. The Company is therefore seeking Shareholders' approval of the Cancellation at the General Meeting.

Timetable for Cancellation

The Company has notified the London Stock Exchange of the proposed Cancellation from trading on AIM as it is required to do under the AIM Rules not less than 20 clear Business Days' before the proposed Cancellation Date.

The Cancellation Resolution will be proposed at the General Meeting to be held on 14 July 2026 (or any adjournment thereof).

Cancellation will take effect five clear Business Days following the passing of the Cancellation Resolution.

It is currently proposed that the last day of trading in Ordinary Shares on AIM will therefore be 23 July 2026 and that the Cancellation will take effect at 7.00 a.m. on 24 July 2026.

The Directors are mindful that certain Shareholders may be unable or unwilling to hold Ordinary Shares in the event that the Cancellation is approved and becomes effective. **Such Shareholders should consider selling their interests in the market prior to the Cancellation becoming effective.**

Following the Cancellation Date, a Secondary Market Trading Facility will be put in place to enable Shareholders to continue to trade their Ordinary Shares for a period of time as described in paragraph 16 of Part 1 of the Circular.

14. PRINCIPAL EFFECTS OF THE CANCELLATION

Set out below is an overview of the principal effects of the Cancellation; however, this list is not exhaustive. Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

Following the Cancellation:

- there will be no formal market mechanism enabling the Shareholders to trade Ordinary Shares;
- the Ordinary Shares may be more difficult to sell compared to shares of companies traded on AIM (or any other recognised market or trading exchange);
- the Ordinary Shares will remain freely transferable (subject to the provisions in the Company's articles of association) and a Matched Bargain Facility is intended to be set up through JP Jenkins for a period following Cancellation (see paragraph 16 below for further details). Notwithstanding this, it is likely that the liquidity and marketability of the Ordinary Shares will, in the future, be more constrained than at present and the secondary market value of such shares may be adversely affected as a consequence;
- in the absence of a formal market quote, it may be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply;
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of certain events and the requirement that the Company seek shareholder approval for certain corporate actions, where applicable, including reverse takeovers and fundamental changes in the Company's business, including certain acquisitions and disposals;

- the Company will no longer be obliged to produce and publish half-yearly reports and financial statements;
- the Company will no longer be subject to UK MAR. UK MAR regulates the use and disclosure of inside information and, in particular, requires the disclosure of inside information to the market without delay (subject to limited exceptions);
- the Company will no longer be required to publicly disclose any change in major shareholdings in the Company under the Disclosure Guidance and Transparency Rules;
- Shareholders will cease to be afforded the protection of the Takeover Code from the second anniversary of the Cancellation Date;
- the Company will cease to have an independent nominated adviser and broker;
- whilst the Company's CREST facility will remain in place following the Cancellation, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they will cease to be transferable through CREST. In this instance, Shareholders who hold Ordinary Shares in CREST will receive share certificates;
- stamp duty will be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and
- the Cancellation may have taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

15. SHAREHOLDERS' ACCESS OF INFORMATION FOLLOWING CANCELLATION

Throughout the term of the Matched Bargain Facility, and for so long thereafter as the Directors shall in their discretion consider appropriate, the Company will:

- continue to communicate selected information about the Company (including annual accounts) to its Shareholders as required by the Act; and
- continue, for at least 12 months following the Cancellation, to maintain its website, <https://corporate.cppgroup.com/> and to post updates (where deemed necessary or appropriate) on the Company's website from time to time. Shareholders should, however, be aware that there will be no obligation on the Company to include all of the information required under AIM Rule 26 or to update its website as required by the AIM Rules.

16. TRANSACTIONS IN ORDINARY SHARES PRIOR TO AND POST THE PROPOSED CANCELLATION

Trading on AIM prior to Cancellation

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the Cancellation becoming effective. If Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 23 July 2026. The Board is not making any recommendation as to whether or not Shareholders should buy or sell their Ordinary Shares.

Trading using the Matched Bargain Facility post Cancellation

Following the Cancellation, the Matched Bargain Facility will become available. Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares would be able to leave an indication with JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. If a Shareholder holds shares in certificated form, it must first make arrangements to dematerialise such Shares into CREST in order then to instruct its stockbroker to indicate its offer to JP Jenkins. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Shareholdings remain in CREST and can be traded during normal business hours via a UK regulated stockbroker.

It is intended that the Matched Bargain Facility will operate for a minimum of 12 months after Cancellation. Shareholders should note there remains a risk that the Matched Bargain Facility may not remain in place beyond the minimum 12 month period and therefore inhibit the ability to trade the Ordinary Shares. Further details will be communicated to Shareholders at the relevant time via the Company's website at <https://corporate.cppgroup.com/>.

Should the Cancellation become effective and the Company puts it in place, details of the Matched Bargain Facility will be made available to Shareholders on the Company's website at <https://corporate.cppgroup.com/>.

17. RE-REGISTRATION

Following the Cancellation and delisting, the Board believes there will be no need for the Company to remain a public

limited company and it is therefore proposed that, subject to the Cancellation becoming effective, the Company will re-register as a private limited company with the name "CPPGroup Limited".

Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will not issue the certificate of incorporation on Re-registration until the Registrar of Companies is satisfied that no valid application can be made to cancel the resolution to re-register as a private limited company.

If the Cancellation Resolution and Re-registration Resolution are passed at the General Meeting and the Registrar of Companies issues a certificate of incorporation on Re-registration, it is anticipated that the Re-registration will become effective by 12 August 2026. The Company will continue to be bound by the Act following the Cancellation and Re-registration.

18. ADOPTION OF NEW ARTICLES

Following the Cancellation, it is proposed that the New Articles, which are more applicable to a company whose shares are not publicly listed, be adopted. The Cancellation Resolution and Re-registration Resolution approve the adoption of the New Articles in substitution for, and to the exclusion of, the Company's existing Articles which were last updated on 28 April 2021.

The principal changes in the New Articles are summarised below and reflect the change in the Company's status to a private limited company together with any provisions necessary to implement the terms of the Subscription Agreement and the Fundraise:

V Shares

The rights attaching to the V Shares will be limited to voting rights and the right to attend Shareholder meetings. The V Shares shall not have any distribution rights (whether on a winding-up or otherwise). The V Shares shall enable each Noteholder to vote on shareholder matters on an "as converted" basis with the number of votes determined by the number of V Shares into which the principal amount of outstanding Secured Convertible Loan Notes (excluding any accrued interest or redemption premium) would be converted.

The V Shares (in whole or in part) shall automatically convert to Deferred Shares, on the election of a conversion of any Secured Convertible Loan Notes held by such holder of V Shares. The relevant V Shares will be converted into Deferred Shares on the basis of one Deferred Share for each V Share held.

Deferred Shares

The rights attaching to the Deferred Shares do not entitle holders to receive notice of, attend or speak at any general meeting and do not entitle holders to vote. The Deferred Shares shall not have any distribution rights (whether on a winding-up or otherwise).

Accounts

A public company is required to file its accounts within six months following the end of its financial year and then to circulate copies of the accounts to Shareholders. Following the Re-registration and the adoption of the New Articles, the period for the preparation of accounts is extended to nine months following the end of the financial year. The Company will still be required to circulate accounts to Shareholders (although the period for doing so is extended for private companies).

General meeting and written resolutions

A public company is required to hold an annual general meeting of Shareholders each year, whereas a private company is not. In addition, after the Re-registration, resolutions of the Shareholders of the Company may be obtained via written resolutions, rather than via physical meetings. This is done by obtaining the approval in writing to that resolution of the holders of a majority of voting shares then in issue in the case of ordinary resolutions, and the holders of 75 per cent. of the voting shares then in issue in the case of special resolutions.

Directors

The Company's existing Articles contain provisions requiring at every annual general meeting that any Director who has been appointed by the Board since the last annual general meeting or who was not appointed or reappointed at one of the two immediately preceding annual general meetings to retire. These provisions have been removed in the New Articles.

For so long as any Loan Notes are outstanding or GHAM Fund (together with its affiliates) holds not less than 5% of the fully diluted share capital of the Company. GHAM Fund is entitled to nominate one person to be appointed as a non-executive director of the Company.

For so long as any Shareholder holds not less than 30% of the fully diluted share capital of the Company, such Shareholder is entitled to nominate one person to be appointed as a director of the Company.

Issue of shares for non-cash consideration

As a public company, there are restrictions on the ability of the Company to issue new shares, for example, by requiring the Company to obtain a valuation report in the case of shares issued for non-cash consideration (save in connection with certain exemptions). These restrictions will not apply following the Re-registration.

Financial assistance, reductions of capital and purchase of own shares out of capital

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company to engage in certain transactions. However, following the Re-registration, these restrictions will no longer apply.

In addition, the Company must currently obtain the sanction of the Court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-registration, the Company will be able to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the Court. Similarly, following the Re-registration, the Company will be able to effect buy-backs of shares out of capital, which it is currently prohibited from doing as a public limited company.

Company Secretary

There is no requirement for a company secretary to be appointed, although the Company may appoint one should it wish to do so.

Removal of unnecessary provisions and simplification

The New Articles will not contain many of the detailed provisions of the existing articles of association which are common for listed companies, and which will not be necessary for the Company following the Cancellation. Many of these provisions duplicate provisions of company law or can be simplified.

A copy of the New Articles will be available for inspection at the Company's website at www.corporate.cppgroup.com and will be available for inspection for at the General Meeting.

19. GENERAL MEETING

The Notice of General Meeting is set out in Part 5 of the Circular. The General Meeting is to be held at the offices of Squire Patton Boggs (UK) LLP at 60 London Wall, London, EC2M 5TQ at 2.00 p.m. on 14 July 2026.

Shareholders should be aware that if any of the Resolutions are not passed, the Fundraising will not proceed.

At the General Meetings the following Resolutions will be proposed:

Resolution 1 - Cancellation

Resolution 1, the Cancellation Resolution is a special resolution to approve the Cancellation and authorise the Directors to take all action necessary or reasonably required to effect such Cancellation.

Resolution 2 - Re-registration

Resolution 2, the Re-registration Resolution is a special resolution to approve the re-registration of the company to a private limited company with the name 'CPPGroup Limited'.

Resolution 3 - New Articles

Resolution 3, which is conditional on the passing of Resolutions 1 and 2, is a special resolution which approves the adoption of the New Articles with effect from the Cancellation becoming effective in accordance with the AIM Rules for Companies.

Resolution 4 - Authority to allot relevant securities

Resolution 4, which is conditional on the passing of Resolutions 1, 2, and 3 is an ordinary resolution to authorise the Directors to allot relevant securities with a nominal value of £10,201,407, being equal to 10,201,407 new Ordinary Shares (i.e. the maximum number of Ordinary Shares that may be allotted pursuant to or in connection with the Loan Note Instrument and the Warrant Instrument).

Resolution 5 - Authority to allot V Shares

Resolution 5, which is conditional on the passing of Resolutions 1, 2, 3 and 4 is an ordinary resolution to authorise the Directors to allot relevant securities with a nominal value of £590 being equal to 5,900,000 V Shares.

Resolution 6 - Disapplication of statutory pre-emption rights

Resolution 6, which is conditional on the passing of Resolutions 1, 2, 3, 4, and 5 is a special resolution to authorise the Directors to allot:

- 10,201,407 new Ordinary Shares for cash on a non-pre-emptive basis (i.e. the maximum number of Ordinary Shares that may be allotted pursuant to or in connection with the Loan Note Instrument and the Warrant

Shares that may be allotted pursuant to or in connection with the Loan Note Instrument and the warrant Instrument); and

• 5,900,000 V Shares at nominal value on a non-pre-emptive basis.

The Resolutions

Resolutions 1, 2, 3 and 6 are proposed to be passed as special resolutions requiring the approval of Shareholders holding a majority of not less than 75 per cent. of the voting rights attributable to the Ordinary Shares held by those Shareholders which are present and voting at the General Meeting and are entitled under the Articles to vote.

Resolution 4 and 5 are proposed to be passed as ordinary resolutions approved by Shareholders holding a majority of not less than 50 per cent. of the voting rights attributable to the Ordinary Shares held by those Shareholders which are present and voting at the General Meeting and are entitled under the Articles to vote.

THE BOARD CONSIDERS IT IMPORTANT THAT SHAREHOLDERS UNDERSTAND THAT, UNLESS (A) THE RESOLUTIONS ARE APPROVED BY SHAREHOLDERS AT THE GENERAL MEETING; AND (B) THE MINIMUM AGGREGATE SUBSCRIPTION OF £2,000,000 OF LOAN NOTES BY QUALIFYING SHAREHOLDERS PARTICIPATING IN THE SHAREHOLDER OFFER IS COMPLETED, THE GHAM FUNDRAISING AND THE SHAREHOLDER OFFER WILL NOT PROCEED. IN THESE CIRCUMSTANCES, THE ANTICIPATED NET PROCEEDS OF THE GHAM FUNDRAISING AND THE SHAREHOLDER OFFER WOULD NOT BECOME AVAILABLE TO THE COMPANY. THERE IS NO CERTAINTY THAT OTHER FUNDING WOULD BE AVAILABLE ON SUITABLE TERMS OR AT ALL. ACCORDINGLY, IN LIGHT OF THE GROUP'S CURRENT CASH RESOURCES, THE DIRECTORS BELIEVE SUCH CIRCUMSTANCES MAY RESULT IN THE COMPANY ENTERING AN INSOLVENCY PROCESS.

20. ACTION TO BE TAKEN

You may request a hard copy Form of Proxy for use in connection with the Resolutions to be proposed at the General Meeting from the Company's registrar MUFG Corporate Markets, by emailing at shareholderenquiries@cm.mpms.mufg.com or using the telephone numbers shown below and you should return the Form of Proxy to MUFG Corporate Markets at the address shown on the form, so as to be received by MUFG Corporate Markets no later than 2.00 p.m. on 10 July 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting).

Alternatively, you may appoint a proxy electronically by logging on to www.signalshares.com. You will need your investor code which is printed on your share certificate or may be obtained by calling the Company's registrar, MUFG Corporate Markets, on 0371 664 0300 or by emailing at shareholderenquiries@cm.mpms.mufg.com. Full details of the procedure are given on the website.

If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to MUFG Corporate Markets, CREST participant ID RA10.

Institutional investors may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io.

Electronic proxy appointments must be received by MUFG Corporate Markets no later than 2.00 p.m. on 10 July 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting).

Completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting at the General Meeting either in person or electronically, or any adjournment thereof, if you wish to do so and are so entitled.

21. LETTERS OF INTENT

The Company has received non-binding letters of intent from all of the Directors of the Company (excluding Alice Glenister and Brian Barter who hold no Ordinary Shares), to vote in favour of the Resolution to be proposed at the General Meeting (and, where relevant, to procure votes by the relevant registered holders if that is not them) in respect of an aggregate shareholding in the Company of 242,346 Ordinary Shares (representing approximately 2.6% of the Company's issued share capital and total voting rights) as at the date of this announcement.

22. RECOMMENDATION

The Board believes that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously and strongly recommend that Shareholders vote in favour of the Resolutions.

DEFINITIONS

The following definitions apply throughout this announcement unless the context otherwise requires:

"Act"	the Companies Act 2006 (as amended);
"acting in concert"	has the meaning attributed to it in the Takeover Code;
"AIM"	AIM, a market operated by the London Stock Exchange;
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange from time to time;
"Articles"	the articles of association of the Company as at the date of the announcement;
"Blink"	Blink Parametric Holdings Limited, a company incorporated and registered in England and Wales with registered number 15308119 and having its registered office at 19 th Floor, 51 Lime Street, London EC3M 7DQ;
"Board" or "Directors"	the board comprising the executive and non-executive directors of the Company as at the date of the announcement or, where the context so requires, from time to time;
"Business Day"	a day (other than a Saturday, Sunday or public holiday) on which banks are open in London, England for a full range of business;
"Cancellation"	the cancellation of admission of the Ordinary Shares to trading on AIM, subject to passing of the Cancellation Resolution and in accordance with the requirements of Rule 41 of the AIM Rules;
"Cancellation Date"	the date on which the Cancellation takes effect, expected to be 7.00am on 24 July 2026;
"Cancellation Resolution"	Resolution 1 of the Notice of General Meeting which approves the Cancellation;
"Chairman"	the non-executive chair of the Company;
"Circular"	this circular to Shareholders, containing information about the GHAM Fundraising, Shareholder Offer, Cancellation, Re-registration and the General Meeting;
"Company"	CPPGroup Plc, a company incorporated and registered in England and Wales with registered number 07151159 and having its registered office at 19th Floor 51 Lime Street, London EC3M 7DQ;
"Conversion Shares"	the Ordinary Shares to be issued and allotted pursuant to the Loan Note Instrument;
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations), which facilitates the transfer of title to shares in uncertificated form;
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended);
"Deferred Shares"	deferred shares of 0.01 pence each in the capital of the Company, having the rights set out in the New Articles;
"Enlarged Share Capital"	the total issued share capital of the Company following full conversion of all Secured Convertible Loan Notes and the full exercise of the Warrants;
"Euroclear"	Euroclear UK & International Limited, the operator of CREST;
"Existing Ordinary Shares"	the 9,181,628 Ordinary Shares in issue as at the Latest Practicable Date;
"FCA"	the Financial Conduct Authority;
"Form of Proxy"	the form of proxy for use in connection with the General Meeting;
"FSMA"	the Financial Services and Markets Act 2000 (as amended);
"Fundraise" or "Fundraising"	the issue of the Secured Convertible Loan Notes and issue of the Warrants;
"General Meeting"	the general meeting of the Company to be held at the offices of Squire Patton Boggs (UK) LLP at 60 London Wall, London, EC2M 5TQ at 2.00 p.m. on 14 July 2026, or any adjournment thereof, notice of which is set out at the end of the Circular;

"GHAM"	Gresham House Asset Management Limited, a company incorporated and registered in England and Wales with company number 09447087 and having its registered address at 5 New Street Square, London, EC4A 3TW acting in its capacity as investment manager or adviser to GHAM Fund;
"GHAM Fundraise" or "GHAM Fundraising"	the issue of the Secured Convertible Loan Notes and issue of the Warrants to GHAM Fund
"GHAM Fund"	WS Gresham House UK Micro Cap Fund, an open-ended investment company incorporated and registered in England and Wales with company number IC000714;
"Group"	together the Company and its subsidiary undertakings;
"Irrevocable Undertakings"	the irrevocable undertakings from each of the Directors who hold Ordinary Shares;
"JP Jenkins"	a trading name of InfnitX Limited a company incorporated in England & Wales with registered number 11551708 and whose registered office is at 101 Wigmores Street, 5th Floor, London, England, W1U 1QU. JP Jenkins (FRN 950991) is an appointed representative of Prosper Capital LLP (FRN453007) which is authorised and regulated by the Financial Conduct Authority;
"Latest Practicable Date"	23 June 2026 being the latest practicable date prior to the publication of the announcement;
"Loan Note Instrument"	the deed constituting the Secured Convertible Loan Notes to be executed by the Company on or around the date of the General Meeting;
"London Stock Exchange"	London Stock Exchange plc;
"Matched Bargain Facility"	the matched bargain trading facility to be put in place by the Company with JP Jenkins, subject to the passing of the Cancellation Resolution, as described in paragraph 16 of Part 1 of the Circular;
"New Articles"	the new articles of association of the Company to be adopted conditional on the passing of the Cancellation Resolution to be proposed at the General Meeting and with effect from the Cancellation becoming effective in accordance with the AIM Rules;
"Noteholders"	holders of Secured Convertible Loan Notes from time to time;
"Notice of General Meeting"	the notice of the General Meeting set out at the end of the Circular;
"Ordinary Shares"	ordinary shares of £1.00 each in the capital of the Company;
"Overseas Shareholders"	Shareholders with registered addresses, or who are citizens or residents of, or incorporated in, countries outside of the United Kingdom;
"Panmure Liberum"	Panmure Liberum Limited, the Company's nominated adviser;
"Qualifying Shareholders"	holders of Ordinary Shares on the register of members of the Company at the Record Date with the exclusion of Shareholders with a registered address or who are resident in any Restricted Jurisdiction;
"Record Date"	6.00 p.m. on the date falling one Business Day before the Cancellation Date in respect of the entitlement of Qualifying Shareholders to participate in the Shareholder Offer;
"Redemption Date"	has the meaning given in paragraph 9 of Part 1;
"Registrars" or "MUFG Corporate Markets"	MUFG Corporate Markets whose address is at Central Square, 29 Wellington Street, Leeds, LS1 4DL;
"Relevant Securities"	shares in the Company other than shares allotted pursuant to: - an employee share scheme (as defined by section 1166 of the Act); or - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security. any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an

	convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities include the grant of such rights;
"Re-registration"	the re-registration of the Company as a private limited company;
"Re-registration Resolution"	means Resolution 2 of the General Meeting set out in Part 5 of the Circular;
"Resolutions"	the resolutions set out in the Notice of General Meeting;
"Restricted Jurisdiction"	each and any of the United States, Canada, Australia, Japan, New Zealand and the Republic of South Africa and any other jurisdiction where the extension or availability of the Shareholder Offer (and any other transaction contemplated thereby) would breach any applicable laws or regulation and "Restricted Jurisdictions" means any of them;
"Secured Convertible Loan Notes" or "Loan Notes"	the secured convertible loan notes due in 2028 with an aggregate value of £5,900,000 to be constituted by the Loan Note Instrument;
"Security Trustee"	TMF Group being the entity intended to be appointed by the Noteholders to hold security over the Issuer's assets, that are secured in favour of a trustee, for the benefit of the Noteholders.
"Security Trust Deed"	the instrument used to appoint a Security Trustee and manage the relationship between the appointed trustee and the Noteholders. This instrument formally establishes the trust and governs its nature and purpose in the transaction, allowing the appointed trustee to represent the Noteholders in their capacity as secured creditors;
"Share Charge"	the share charge granted by the Company to the Noteholders on or around the date of the Loan Note Instrument over the entire issued share capital in Blink as varied, supplemented, amended, novated or replaced from time to time;
"Shareholder Offer"	the offer made by the Company to Qualifying Shareholders to participate in the Fundraising as described in paragraph 11 of Part 1 of the Circular.
"Shareholders"	holders of Ordinary Shares from time to time;
"Takeover Code"	the City Code on Takeovers and Mergers;
"Takeover Panel"	the Panel on Takeovers and Mergers;
"UK" or "United Kingdom"	the United Kingdom of England, Scotland, Wales and Northern Ireland;
"US" or "United States"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
"V Shares"	V shares of 0.01 pence each in the capital of the Company, having the rights set out in the New Articles;
"Warrantholder"	holders of Warrants from time to time;
"Warrants"	the warrants constituted by the Warrant Instrument;
"Warrant Instrument"	the deed constituting the Warrants to be executed by the Company on or around the date of the General Meeting; and
"£" and "p" and "GBP" and "pence"	the legal tender of the United Kingdom from time to time.

IMPORTANT NOTICES

Panmure Liberum Limited ("**Panmure Liberum**") which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser to the Company in connection with the Fundraising and will not regard any other person (whether or not a recipient of this announcement) as a client and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the contents of this announcement or any other matter referred to herein. Panmure Liberum's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and not to any other person in reliance on any part of this announcement. Panmure Liberum has not authorised the contents of this announcement for any purpose and no liability whatsoever is accepted by Panmure Liberum nor does it make any representation or warranty, express or implied, as to the accuracy of any information or opinion

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Under the Public Offers and Admissions to Trading Regulation 2024 (SI 2024/105) ("**POATR**"), the offer of Secured Convertible Loan Notes, Warrants and V Shares in connection with the GHAM Fundraising is exempt from the general prohibition on public offers of relevant securities in the United Kingdom in reliance on the exception in paragraph 2 of Schedule 1 of the POATR. Accordingly, under the POATR, the Company is not required to publish a prospectus approved by the FCA, in connection with the GHAM Fundraising.

Under the POATR, the offer of Secured Convertible Loan Notes, Warrants and V Shares in connection with the Shareholder Offer is exempt from the general prohibition on public offers of relevant securities in the United Kingdom in reliance on the exception in paragraph 1 of Schedule 1 of the POATR. Accordingly, under the POATR, the Company is not required to publish a prospectus approved by the FCA, in connection with the Shareholder Offer.

No offering document, prospectus or MTF admission prospectus has been or will be prepared or submitted to be approved by the FCA or submitted to the London Stock Exchange or in any other jurisdiction in relation to the Fundraising.

No securities will be admitted to trading in connection with the Fundraising.

This Announcement is not being distributed by, nor has it been approved for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended ("**FSMA**"), by a person authorised under FSMA. This Announcement is being distributed to persons in the United Kingdom only in circumstances in which section 21(1) of FSMA does not apply.

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.

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FORWARD LOOKING STATEMENTS

This announcement includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, the timing of events and other expectations associated with the transactions discussed herein, expectations with respect to the listing of securities of the Company to be issued in these transactions, the expected use of proceeds, and/or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements (see the risks outlined in other public disclosure documents filed by the

Company from time to time). Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this announcement. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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