The contents of this document have not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000 (as amended) (**"FSMA"**). Reliance on this document for the purpose of engaging in any business investment activity may expose an individual to a significant risk of losing all amounts invested.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised for the purposes of FSMA who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your registered holding of Existing Ordinary Shares, please immediately forward this document to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected for onward delivery to the purchaser or transferee. **However, such documents should not be forwarded or transmitted in or into the United States, Australia, New Zealand, Canada, Japan, the Republic of South Africa or any other jurisdiction in which such release, publication or distribution would be unlawful (each a "Restricted Jurisdiction")**. If you have sold or otherwise transferred only part of your registered holding of Existing Ordinary Shares, please immediately contact your stockbroker, bank or other agent through or by whom the sale or transfer was effected.

The distribution of this document may be restricted by applicable laws or regulations and, therefore, persons into whose possession these documents come should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction. **In particular, the documents should not be distributed, forwarded or transmitted in or into the United States or any other Restricted Jurisdiction**.

The Existing Ordinary Shares are admitted to trading on AIM. An application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that First Admission will occur and dealings will commence in the Firm Placing Shares and the Firm Subscription Shares on 7 August 2026. Second Admission is subject to, *inter alia*, the passing of the Resolutions at the General Meeting, and it is expected that Second Admission will become effective, and that the dealings in the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares will commence, on or around 17 August 2026. The New Ordinary Shares will, on First Admission and Second Admission (as the case maybe), rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after First Admission and Second Admission.

LIKEWISE GROUP PLC

(*incorporated and registered in England and Wales with registered number 08010067)*

Placing of 89,473,686 New Ordinary Shares at 28.5 pence per New Ordinary Share

Subscription of 10,526,314 New Ordinary Shares at 28.5 pence per New Ordinary Share

Retail Offer of up to 7,017,544 New Ordinary Shares at 28.5 pence per New Ordinary Share

and

Notice of General Meeting

Zeus Capital Limited
Nominated Advisor, Sole Broker and Joint Bookrunner

Ravenscroft Corporate Finance Limited
Joint Bookrunner

This document should be read as a whole and in its entirety. Your attention is drawn to the letter from the Chair of Likewise Group PLC which is set out in Part 1 of this document and contains the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice convening a General Meeting of the Company, to be held at 10:00 a.m. on 14 August 2026 at the Company's registered office, being Unit 4, Radial Park, Radial Way, Birmingham Business Park, Solihull, Birmingham B37 7WN, is set out at the end of this document. The action to be taken by Shareholders in respect of the General Meeting is set out on page 17 of this document. The Form of Proxy for use at the General Meeting can be requested from the Registrar, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufg.com or via telephone on 0371 664 0300 and +44 (0) 371 664 0300 if calling from outside the United Kingdom. Calls are charged at the standard geographic rate and will vary by

provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. Monday to Friday excluding public holidays in England and Wales. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom as soon as possible and, in any event, so as to arrive by no later than 10:00 a.m. on 12 August 2026 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Any changes to the General Meeting (including any change to the location of the General Meeting) will be communicated to Shareholders before the meeting through our website at www.likewiseplc.com and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

Any offer of the Retail Offer Shares will be conditional on the admission of the Retail Offer Shares to trading on AIM (in reliance on the exception in paragraph 6(a) of Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024 (SI 2024/105) (the **"POATR"**)). The Placing Shares will only be made available where the offer is conditional on the admission of the Placing Shares to trading on AIM (in reliance on the exception in paragraph 6(a) of Schedule 1 of the POATR) or otherwise in circumstances not resulting in an offer of relevant securities to the public in the UK within the meaning of Regulation 12 of the POATR. This document does not constitute, and is not required to be, a prospectus for the purposes of the FCA's Prospectus Rules: Admission to Trading on a Regulated Market sourcebook. In addition, it does not constitute, and is not required to be, an admission document for the purposes of the AIM Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the FCA, the London Stock Exchange or any other authority or regulatory body.

Zeus Capital, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company as nominated adviser, sole broker and joint bookrunner in connection with the Placing and Admission and will not be responsible to any other person for providing the protections afforded to customers of Zeus Capital or advising any other person in connection with the Placing and Admission. Zeus Capital's responsibilities as the Company's nominated adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers will be owed solely to London Stock Exchange and not to the Company, the Directors or to any other person in respect of such person's decision to acquire Placing Shares in reliance on any part of this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Zeus Capital by the FSMA or the regulatory regime established under it, Zeus Capital does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by Zeus Capital with respect to the accuracy or completeness of this document or any part of it.

Ravenscroft, which is licensed and regulated in Guernsey by the Guernsey Financial Services Commission, is acting as joint bookrunner to the Company in connection with the Placing. Ravenscroft will not be offering advice and will not otherwise be responsible to anyone other than the Company for providing the protections afforded to clients of Ravenscroft or for providing advice in relation to the contents of this document or any other matter.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. A prospective investor should consider carefully whether an investment in the Company is suitable for him, her or it in light of his, her or its personal circumstances and the financial resources available to him, her or it. The AIM Rules are less demanding than those of the Official List of the FCA. It is emphasised that no application is being made for admission of the New Ordinary Shares to the Official List of the FCA or any other stock exchange.

29 July 2026

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document contains (or may contain) certain forward-looking statements with respect to the Company and certain of its goals and expectations relating to its future financial condition and performance which involve a number of risks and uncertainties. No forward-looking statement is a guarantee of future performance and actual results could differ materially from those contained in any forward-looking statements. All statements, other than statements of historical facts, contained in this document, including statements regarding the Group's future financial position, business strategy and plans, business model and approach and objectives of management for future operations, are forward-looking statements. Generally, the forward-looking statements in this document use words such as **"aim"**, **"anticipate"**, **"target"**, **"expect"**, **"estimate"**, **"plan"**, **"goal"**, **"believe"**, **"will"**, **"may"**, **"could"**, **"should"**, **"future"**, **"intend"**, **"opportunity"**, **"potential"**, **"project"**, **"seek"** and other words having a similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of changes in interest rates and foreign exchange rates, changes in legislation, changes in consumer habits and other factors outside the control of the Company, that may cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. All forward-looking statements contained in this document are based upon information available to the Directors at the date of this document and the posting or receipt of the document shall not give rise to any implication that there has been no change in the facts set forth herein since such date. Investors are urged to read this entire document carefully before making an investment decision. The forward-looking statements in this document are based on the relevant Directors' beliefs and assumptions and information only as of the date of this document, and the forward-looking events discussed in this document might not occur. Accordingly, investors should not place any reliance on any forward-looking statements. Except as required by law or regulation, the Directors undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future earnings or otherwise.

Notice to overseas persons

The New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, (the **"US Securities Act"**), and may not be offered, sold, taken up, exercised, resold, transferred or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. This document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. The New Ordinary Shares are being offered and sold pursuant to the Fundraise outside the United States in **"offshore transactions"** as defined in and pursuant to Regulation S under the US Securities Act.

The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

The New Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, New Zealand, Canada, Japan or the Republic of South Africa, nor has any prospectus in relation to the New Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the New Ordinary Shares may not be offered, sold, taken up, exercised, resold, transferred or delivered in, into or from Australia, New Zealand, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

Basis on which information is presented

In this document, references to **"pounds sterling"**, **"£"**, **"pence"** and **"p"** are to the lawful currency of the United Kingdom.

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent.

Interpretation

Certain terms used in this document are defined and explained in Part 2 of this document (*Definitions*).

All times referred to in this document are, unless otherwise stated, references to London time.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

No incorporation of website information

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

A copy of this document will also be available from the Company's website, www.likewiseplc.com.

TABLE OF CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2026
Announcement of the Fundraise…………………………………………	28 July
Announcement of the results of the Placing……………………………..	29 July
Announcement of the Retail Offer……………………………………….	29 July
Date of this document and of the posting of this document……………..	29 July
Announcement of the results of the Retail Offer………………………	7:00 a.m. on 5 August
First Admission of the Firm Placing Shares and Firm Subscription Shares to trading on AIM and commencement of dealings………………………………………………	8:00 a.m. on 7 August
CREST accounts credited in respect of Firm Placing Shares and Firm Subscription Shares held in uncertificated form…………………………………………………….	7 August
Despatch of definitive share certificates for Firm Placing Shares and Firm Subscription Shares held in certificated form…………………………………………………….	within 10 business days of 7 August
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via Proxymity or the CREST system………………………………………………………………….	10:00 a.m. on 12 August
Record date for the purposes of determining which Shareholders are entitled to participate in and vote in the General Meeting………………...	Close of business on 12 August
General Meeting……………………………………………………….	10:00 a.m. on 14 August
Announcement of results of the General Meeting………………………...	14 August
Second Admission and commencement of dealings in the Conditional Placing Shares, Conditional Subscription Shares and the Retail Offer Shares on AIM………………………	8:00 a.m. on 17 August
CREST accounts credited in respect of the Conditional Placing Shares, Conditional Subscription Shares and Retail Offer Shares held in uncertificated form………………………	17 August
Despatch of definitive share certificates for Conditional Placing Shares and Conditional Subscription Shares held in certificated form………………………………………………..	within 10 business days of 17 August

Each of the times and dates in the table above is indicative only and may be subject to change. If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service. References to times in this document are to London time unless stated otherwise. The timetable above assumes that the Resolutions are passed at the General Meeting without amendment and that the Placing Agreement becomes unconditional in all respects with respect to Admission and is not terminated in accordance with its terms by Zeus Capital.

KEY STATISTICS OF THE FUNDRAISE

Number of Existing Ordinary Shares(1)…………………………………………………	252,983,480
Issue Price per New Ordinary Share…………………………………………………..	28.5 pence
Number of Firm Placing Shares being issued pursuant to the Firm Placing…………….	74,764,033
Number of Firm Subscription Shares being issued pursuant to the Firm Subscription…………….	8,795,767
Number of Conditional Placing Shares being issued pursuant to the Conditional Placing (2)………………………………………………………………………..	14,709,653
Number of Conditional Subscription Shares being issued pursuant to the Conditional Subscription(2)…………….	1,730,547
Maximum number of Retail Offer Shares being issued pursuant to the Retail Offer(2)(3)………………………………………………………………………	7,017,544
Total number of New Ordinary Shares………………………………………………..	107,017,544
Maximum number of New Ordinary Shares being issued pursuant to the Fundraise as a percentage of the Enlarged Share Capital(2)(3)……………………………………….	29.7%
Gross proceeds of the Firm Placing…………………………………………………...	£21,307,749
Gross Proceeds of the Firm Subscription ………………………………………	£2,506,794
Gross proceeds of the Conditional Placing(2)………………………………………	£4,192,251
Gross proceeds of the Conditional Subscription(2)……………………………………………………...	£493,206
Maximum gross proceeds of the Retail Offer(2)(3)…………………………………	£2,000,000
Maximum gross proceeds of the Fundraise(2)(3)……………………………………..	£30,500,000
Estimated net proceeds of the Fundraise………………………………………………	£29,196,882
Number of Ordinary Shares immediately following Second Admission(1)(2)(3)(4)……	360,001,024
ISIN code for the Existing Ordinary Shares and, following First Admission and Second Admission, the New Ordinary Shares………………………………………………………………..	GB00BHNWH003

Notes:

(1) Includes 1,793,218 Ordinary Shares held in Treasury

(2) Subject to, amongst other things, the passing of the Resolutions at the General Meeting.

(3) Assumes the maximum number of Retail Offer Shares available pursuant to the Retail Offer are subscribed for and issued pursuant to the Retail Offer.

(4) This number assumes that all of the Firm Placing Shares and Firm Subscription Shares are allotted and issued at First Admission and all of the Conditional Placing Shares, Conditional Subscription Shares and Retail Offer Shares are allotted and issued at Second Admission. This calculation also assumes that no further Ordinary Shares are issued under the Company's share schemes or existing issued warrants (or otherwise) between the date of this document and Second Admission.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Paul Bassi CBE (*Non-Executive Chairman*) Tony Brewer (*Chief Executive*) Andrew Simpson (*Non-Executive Director*) Mike Steventon (*Non-Executive Director*)
Registered Office	Unit 4, Radial Park Radial Way Birmingham Business Park Solihull Birmingham B37 7WN
Company Secretary	Ben Baker-Ashforth Unit 4, Radial Park Radial Way Birmingham Business Park Solihull Birmingham B37 7WN
Nominated Adviser	Zeus Capital Limited 82 King Street Manchester M2 4WQ
Joint Bookrunners	Zeus Capital Limited 82 King Street Manchester M2 4WQ Ravenscroft Corporate Finance Limited Second Floor La Vieille Cour La Plaiderie St Peter Port GY1 1WG
Auditor to the Company	Cooper Parry Group Limited Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA
Solicitors to the Company	Gateley plc 1 Paternoster Square London EC2M 7DX
Solicitors to the Joint Bookrunners	Squire Patton Boggs (UK) LLP 1 Hardman Square Manchester M3 3EB
Registrar	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL

PART 1 – LETTER FROM THE CHAIR OF LIKEWISE GROUP PLC

LIKEWISE GROUP PLC

(*a public limited company incorporated in England and Wales with registered number 08010067*)

Directors:
Paul Bassi (*Non-Executive Chairman*)
Tony Brewer (*Chief Executive*)
Andrew Simpson (*Non-Executive Director*)
Mike Steventon (*Non-Executive Director*)

Registered Office:
Unit 4 Radial Park,
Radial Way
Birmingham
Business Park
Solihull
B37 7WN

29 July 2026

Dear Shareholder,

Placing of 89,473,686 New Ordinary Shares at an Issue Price of 28.5 pence per New Ordinary Share

Subscription of 10,526,314 New Ordinary Shares at an Issue Price of 28.5 pence per New Ordinary Share

Retail Offer of up to 7,017,544 New Ordinary Shares at an Issue Price of 28.5 pence per New Ordinary Share

and

Notice of General Meeting

1. INTRODUCTION

On 29 July 2026, the Company announced that it intended to raise, in aggregate, at least (i) £25.5 million by way of the Placing (ii) £3.0 million by way of the Subscription and (iii) up to £2.0 million in the Retail Offer, through the issue of New Ordinary Shares.

The Placing comprises:

- a Firm Placing of 74,764,033 new Ordinary Shares at the Issue Price which is not conditional on shareholder approval by way of a cash box structure (as described below) to raise approximately £21.3 million (before expenses); and

- a Conditional Placing of 14,709,653 new Ordinary Shares at the Issue Price to raise approximately £4.2 million (before expenses), which will require Shareholder approval at the General Meeting.

The Subscription comprises:

- a Firm Subscription of 8,795,767 new Ordinary Shares at the Issue Price which is not conditional on shareholder approval to raise approximately £2.5 million (before expenses); and

- a Conditional Subscription of 1,730,547 new Ordinary Shares at the Issue Price to raise approximately £0.5 million (before expenses), which will require Shareholder approval at the General Meeting.

Pursuant to the Retail Offer launched on 29 July 2026, the Company is offering up to 7,017,544 Retail Offer Shares at the Issue Price of 28.5 pence per Retail Offer Share to retail investors in the United Kingdom via the BookBuild Platform, raising up to a maximum of £2.0 million (before expenses).

The issue of the Firm Placing Shares is to be effected by way of a non-pre-emptive cash box placing of new Ordinary Shares for non-cash consideration. Zeus will subscribe for redeemable preference shares and ordinary shares in a Jersey special purpose vehicle, which will be majority owned by the Company ("**JerseyCo**") in an amount approximately equal to the net proceeds of the Firm Placing. The Company will allot and issue the Firm Placing Shares to placees in consideration for Zeus transferring its holdings of redeemable preference shares and ordinary shares in JerseyCo to the Company. Accordingly, instead of receiving cash as consideration for the allotment and issue of the Firm Placing Shares, the Company will, conditional on First Admission and following the conclusion of the Firm Placing, own all of the issued ordinary shares and redeemable preference shares of JerseyCo, whose only asset will be its cash reserves, which will represent an amount approximately equal to the proceeds of the Firm Placing (net of any agreed commission and expenses).

The issue of the Firm Subscription Shares is to be effected by way of a non-pre-emptive subscription and issue of new Ordinary Shares for cash consideration, utilising the Company's existing authorities granted at the Company's annual general meeting held on 17 June 2026.

The issue and allotment of the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares requires shareholder approval at the General Meeting (as further detailed below).

The Issue Price represents a discount of approximately 14.9 per cent. to the closing price per Ordinary Share of 33.5 pence at the close of business on 28 July 2026, being the latest practicable date prior to the announcement of the Fundraise. The New Ordinary Shares will represent approximately 29.7 per cent. of the Enlarged Share Capital.

First Admission of the Firm Placing Shares and the Firm Subscription Shares is expected to become effective and dealings are expected to commence at 8:00 a.m. on or around 7 August 2026.

Subject to the passing of the Resolutions at the General Meeting, Second Admission of the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares is expected to become effective and dealings are expected to commence at 8:00 a.m. on or around 17 August 2026.

Resolutions 1 and 3 must be passed by Shareholders at the General Meeting in order for the Conditional Placing, the Conditional Subscription and the Retail Offer to proceed. The Fundraise is not underwritten.

Shareholders are advised to read this document in its entirety and not just this Part 1. Shareholders' attention is drawn to the statements on use of proceeds, current trading and prospects and importance of voting set out in this Part 1.

If the conditions relating to the issue of the Conditional Placing Shares are not satisfied or the Placing Agreement is terminated in accordance with its terms, the Conditional Placing Shares will not be issued and the Company will not receive the associated placing monies. In this scenario, the Conditional Subscription and the Retail Offer will similarly not proceed.

The purpose of this document is to: (a) outline the reasons for, and provide further information on, the proposed Fundraise, (b) explain why the Directors believe the Fundraise to be in the best interests of the Company and its Shareholders as a whole, and (c) seek your approval for the Resolutions to be proposed at the General Meeting. As such, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as those Directors who are also Shareholders intend to do in respect of their own beneficial holdings of Existing Ordinary Shares.

The General Meeting has been convened for 10:00 a.m. on 14 August 2026 and will take place at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WN. At the end of this document, you will find a Notice of General Meeting setting out the Resolutions to be proposed at the General Meeting. If the Resolutions are not approved by Shareholders at the General Meeting, the Fundraise will not complete. Subject to the Resolutions being passed by Shareholders at the General Meeting and any other relevant conditions being satisfied (or, if applicable, waived), it is expected that the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares will be admitted to trading on AIM at 8:00 a.m. on 17 August 2026. **The actions that you should take to vote on the Resolutions are set out in**

paragraph 12 below of this Part 1 and the recommendation of the Directors is set out in paragraph 13 below of this Part 1.

2. BACKGROUND TO AND REASONS FOR THE FUNDRAISE

Over the last six years the Group has invested in eleven projects to create an extensive logistics infrastructure. Distribution Hubs have been established in Leeds, Birmingham, Glasgow and imminently Newport. Logistics Centres have been created in Newcastle, Manchester, Newbury, Sidcup and Plymouth.

Following the acquisition of Valley Wholesale Carpets in 2022, the Derby facility was extended and a 5-metre-wide cutting machine installed to create an additional Distribution Hub.

The Board is developing a medium-term five-year strategy to provide the infrastructure, with the Fundraise and planned additional £7.2 million commercial mortgage facility from NatWest putting the Group in a stronger position to take full advantage of the many opportunities in the UK flooring industry. There are numerous projects to be completed in the coming years to elevate the Group to achieve its future aspirations of delivering revenues in excess of £300 million.

3. INVESTMENT AND OPERATIONS

The next major investment is to acquire the Freehold of a new 60,000 sq. ft. High Bay Distribution Centre in Corby East Midlands. This new Centre will create the fifth Distribution Hub for Likewise Floors. The proposed acquisition aligns with the Group's strategy of increasing its freehold property portfolio, supporting improved operating margins, and mitigating rising rent costs.

The Group will also spend c.£2.0 million on capital expenditure before opening the new facility which will be funded through an asset finance facility. The remaining funds from the Fundraise and NatWest facility will provide the Group with a stronger balance sheet and future flexibility.

Corby represents a major enhancement to the Likewise Logistics Network, adding significant storage, processing and cutting capacity. In addition to alleviating existing capacity constraints, the facility will improve distribution efficiency across the national network, support further market share gains and provide the infrastructure required to deliver the Group's medium-term sales growth objectives.

Assuming the Acquisition completes, it is intended that Corby will be operational at the beginning of 2027.

In the last eight months, the Group has added meaningful logistics capacity to support all of the Product, Sales and Marketing activities of Likewise Floors, A&A, Delta, H&V, Likewise Rugs & Matting, Lewis Abbott and Valley Wholesale Carpets.

In Glasgow, additional Pallet capacity has been created and further enhanced by the investment in a VNA Man Up Order Picker to streamline processing. This followed the introduction of a second Cutting Shift to increase volume in the Likewise Logistics Network.

The purchase earlier this year to acquire the freehold of a second Distribution Hub in Leeds was specifically to improve the supply chain management of Palletised products and is already delivering operational benefits across the network.

The Group also invested in a new 5-metre-wide cutting machine in Leeds during December to improve reliability and productivity.

In Valley Wholesale Carpets, the Group has now commenced cutting in Derby and can extend this to a second shift when volumes justify the investment. Between the Erith and Derby Distribution Hubs the Group has significant capacity to materially increase the Valley business.

The extension in Newport including a 5-metre-wide cutting machine, creating the fourth Hub for the Likewise Logistics Network is poised to become operational.

The combination of Derby, Newport and Corby (subject to exchange and completion) can add c.50% to the Group's current volumes. This substantiates and provides confidence that the Group can achieve £300 million in annual sales revenue.

From the start of 2025 the Group has established a policy of purchasing delivery trucks rather than leasing. This makes the fleet in excess of 160 vehicles, is considered a more cost-effective long-term approach and, together with the expansion of the Group's freehold property portfolio, supports improved operating margins and progressively strengthening the balance sheet.

4. USE OF PROCEEDS

The proceeds from the Fundraise, as well as any funds from the NatWest facilities, will be used as follows:

- Purchasing the freehold of the Corby property;
- To fund transaction costs associated with the acquisition of Corby and the Fundraise;
- Strengthen the Group's balance sheet; and
- Provide flexibility to execute the Group's growth strategy, including additional strategic acquisitions, with a number of additional 60,000 sq. ft. high bay distribution facilities and 25,000 sq. ft. logistic centres under consideration.

5. CURRENT TRADING AND OUTLOOK

As recently reported in the Company's RNS announcement on 17 June 2026 entitled "AGM Statement", year to date total revenue to 16 June 2026 increased 17.0% on a like-for-like basis to £83.0 million (Revenue to 16 June 2025: £71.0 million). Since then year to date total revenue to 20 July 2026 has increased by 17.8% on a like for like basis.

H1 2026 Group revenue increased by 16.3% to £91.1 million (H1 2025: £78.3 million) with a gross margin improvement of 0.7% to 32.1%.

The Group has had a particularly positive H1 and looks forward to the traditionally stronger H2 and remains on track to deliver in line with market forecasts[1] while absorbing annualised higher fuel costs of c.£0.5 million arising from tensions in the Middle East.

The Board is committed to improving operating margins whilst continuing to invest in the infrastructure and general business development. The Board believes that there are clear opportunities to build a significantly larger business and that the ongoing investment in infrastructure and people, provides an exciting future for all stakeholders.

[1]*Market expectations as at the date of the announcement of the Fundraise for FY26 (Zeus): revenue of £174.1 million, adjusted EBITDA of £11.6 million and adjusted profit before tax of £4.0 million.*

6. DETAILS OF THE PROPOSED FUNDRAISE

The Company is proposing to raise, in aggregate, up to £30.5 million (before expenses) through the issue of up to 107,017,544 New Ordinary Shares pursuant to the Fundraise at the Issue Price.

The Placing

The Company has conditionally raised a total of £25.5 million (before expenses) through the Firm Placing and the Conditional Placing at the Issue Price of 28.5 pence per Ordinary Share.

The Company intends to issue up to 89,473,686 new Ordinary Shares pursuant to the Placing, representing in aggregate, approximately 35.4 per cent. of the existing Ordinary Shares, comprising:

- a total of 74,764,033 new Ordinary Shares placed by the Joint Bookrunners pursuant to the Firm Placing as agent of the Company at the Issue Price, raising gross proceeds of approximately £21.3 million (before expenses); and
- a total of 14,709,653 new Ordinary Shares conditionally placed by the Joint Bookrunners pursuant to the Conditional Placing as agent of the Company at the Issue Price, raising gross proceeds of approximately £4.2 million (before expenses).

The Issue Price represents a discount of approximately 14.9 per cent. to the mid-market closing price of 33.5 pence per Existing Ordinary Share on 28 July 2026 (being the latest practicable date prior to the announcement of the Fundraise).

The Placing Shares will represent approximately 24.9 per cent. of the Enlarged Share Capital following Admission.

Details of the Firm Placing

Pursuant to the Firm Placing (which is not being underwritten), the Company has raised approximately £21.3 million (before expenses).

The Firm Placing is not conditional on the Resolutions being passed at the General Meeting. The issue of the Firm Placing Shares is to be effected by way of a non-pre-emptive cash box placing of new Ordinary Shares for non-cash consideration. Zeus will subscribe for redeemable preference shares and ordinary shares in JerseyCo in an amount approximately equal to the net proceeds of the Firm Placing. The Company will allot and issue the Firm Placing Shares to placees in consideration for Zeus transferring its holdings of redeemable preference shares and ordinary shares in JerseyCo to the Company. Accordingly, instead of receiving cash as consideration for the allotment and issue of the Firm Placing Shares, the Company will, conditional on First Admission and following the conclusion of the Firm Placing, own all of the issued ordinary shares and redeemable preference shares of JerseyCo, whose only asset will be its cash reserves, which will represent an amount approximately equal to the proceeds of the Firm Placing (net of any agreed commission and expenses).

Details of the Conditional Placing

The Company has conditionally raised a total of approximately £4.2 million (before expenses) through the Conditional Placing.

The Conditional Placing (which is not being underwritten) is conditional upon, *inter alia*:

- the issue of the Firm Placing Shares and First Admission occurring by no later than 7 August 2026 (or such other date as the Company and the Joint Bookrunners may agree);
- the Resolutions being passed by Shareholders at the General Meeting;
- the Placing Agreement becoming unconditional and not having been terminated by Zeus in accordance with its terms; and
- Second Admission becoming effective by not later than 8.00 a.m. on 17 August 2026 (or such later date as may be agreed by the Company and the Joint Bookrunners).

If any of the conditions to the Conditional Placing is not satisfied or waived (where capable of waiver), the Conditional Placing will not proceed, the New Ordinary Shares will not be issued pursuant to the Conditional Placing and any monies received by the Joint Bookrunners or the Company in connection with the Conditional Placing (as the case may be) will be returned to the applicants (at the applicants' risk and without interest) as soon as possible thereafter.

Members of the public are not entitled to participate in the Placing. The Placees include certain existing Shareholders of the Company. Allocations of the Placing Shares have been determined by the Company in consultation with Zeus and Ravenscroft as Joint Bookrunners.

The Placing Shares have not been made available to the public and have not been offered or sold in any Restricted Jurisdiction. The Company is relying on an available exemption from the need to publish a prospectus approved by the FCA in connection with the Placing.

The Placing Shares will, when issued, be duly authorised and credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares in the Company, including the right to receive all dividends and other distributions declared, made or paid in respect of the Ordinary Shares of the Company after the date of issue of the Placing Shares.

The Subscription

The Company has entered into irrevocable subscription letters with certain investors pursuant to which the Company has agreed to issue the Subscription Shares, at the Issue Price, raising gross proceeds for the Company of approximately £3.0 million (the "**Subscription Letter**").

The Subscription Shares will be subscribed for on the basis agreed pursuant to the Subscription Letters, rather than pursuant to the terms and conditions of the Placing.

The issue of the Firm Subscription Shares is to be effected by way of a non-pre-emptive subscription and issue of new Ordinary Shares for cash consideration, utilising the Company's existing authorities granted at the Company's annual general meeting held on 17 June 2026.

The issue of the Conditional Subscription Shares will be conditional on the passing of the relevant Resolutions at the General Meeting.

The Subscription is not underwritten.

The Retail Offer

Pursuant to the Retail Offer, the Company is offering up to 7,017,544 Retail Offer Shares at the Issue Price of 28.5 pence per Retail Offer Share to retail investors who are resident in the United Kingdom and who have not participated in the Placing via the BookBuild Platform, subject to certain access restrictions, raising up to £2,000,000 (before expenses).

The maximum number of Retail Offer Shares available pursuant to the Retail Offer represent approximately 2.8 per cent. of the Existing Ordinary Shares and will, on Second Admission (assuming the Resolutions are passed at the General Meeting and the maximum number of Retail Offer Shares available pursuant to the Retail Offer are issued), represent approximately 1.9 per cent. of the Enlarged Share Capital.

The Retail Offer is conditional on the completion of the Conditional Placing and the Conditional Subscription and the passing of the Resolutions at the General Meeting. The Retail Offer is not being underwritten.

The Retail Offer will close at 4.30 p.m. on 4 August 2026. It is expected that the results of the Retail Offer will be announced at 7.00 a.m. on 5 August 2026.

The Company is relying on an available exemption from the need to publish a prospectus approved by the FCA in connection with the Retail Offer.

Admission, settlement and dealings

Application has been made for the Firm Placing Shares and Firm Subscription Shares to be admitted to trading on AIM. First Admission is expected to occur at 8.00 a.m. on or around 7 August 2026 (or such later time and/or date as the Joint Bookrunners may agree with the Company, being not later than 8.00 a.m. on 31 August 2026).

It is expected that CREST accounts of the investors in the Firm Placing Shares and the Firm Subscription Shares who hold their Ordinary Shares in CREST will be credited with their New Ordinary Shares on or around 7 August 2026.

In the case of investors in the Firm Placing Shares and the Firm Subscription Shares holding their Ordinary Shares in certificated form, it is expected that certificates will be dispatched within 10 Business Days of First Admission. Pending dispatch of the share certificates or the crediting of CREST accounts, the registrar will certify any instruments of transfer against the register.

It is expected that Second Admission will occur and dealings on AIM will commence in the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares subject, *inter alia*, to the passing of the Resolutions at the General Meeting at 8.00 a.m. on or around 17 August 2026 (or such later time and/or date as the Joint Bookrunners may agree with the Company, being not later than 8.00 a.m. on 31 August 2026).

It is expected that CREST accounts of the investors in the Conditional Placing Shares and the Conditional Subscription Shares who hold their Ordinary Shares in CREST will be credited with their new Ordinary Shares on 17 August 2026.

In the case of investors in the Conditional Placing Shares and the Conditional Subscription Shares holding their Ordinary Shares in certificated form, it is expected that certificates will be dispatched within 10 Business Days of Second Admission. Pending dispatch of the share certificates or the crediting of CREST accounts, the registrar will certify any instruments of transfer against the register.

The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

The Placing Agreement

The Company and the Joint Bookrunners entered into an agreement dated 28 July 2026 with respect to the Placing (the **"Placing Agreement"**) under which, on the terms and subject to the conditions set out therein, the Joint Bookrunners agreed to use their respective reasonable endeavours, as agent of the Company, to procure Placees for the Placing Shares. Neither of the Joint Bookrunners is under any obligation to subscribe or pay for any Placing Shares for which it is unable to procure subscribers and/or in respect of which payment is not made by Placees. The Placing Agreement is conditional, amongst other things, on none of the warranties given to the Joint Bookrunners being or becoming untrue, inaccurate or misleading in any respects on or before First Admission (in the case of the issue of the Firm Placing Shares) and before Second Admission (in the case of the issue of the Conditional Placing Shares).

Under the Placing Agreement, the Company has agreed to pay to the Joint Bookrunners a fixed sum and/or commissions based on the aggregate value of the Placing, and the costs and expenses incurred in relation to the Placing.

The Placing Agreement contains customary warranties given by the Company in favour of the Joint Bookrunners in relation to, amongst other things, the accuracy of the information in the Circular and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify the Joint Bookrunners (and their respective affiliates) in relation to certain liabilities which they may incur in respect of the Fundraise.

Zeus has the right to terminate the Placing Agreement in certain circumstances prior to First Admission or Second Admission (as applicable), in particular, in the event of breach of the warranties, the occurrence of a material adverse change or if the Placing Agreement does not become unconditional.

7. DIRECTORS' PARTICIPATION IN THE PLACING

Each of the Directors and certain PDMRs have agreed to subscribe for Firm Placing Shares and, subject to the passing of the Resolutions at the General Meeting, to subscribe for Conditional Placing Shares in aggregate at the Issue Price, raising £558,129 in aggregate (before expenses):

Name	**Number of Existing Ordinary Shares**	**Number of Placing Shares**	**Resultant holding as at Admission**	**% of Enlarged Share Capital**
Tony Brewer	27,461,241	160,263	27,621,504	7.7
Paul Bassi	3,500,000	1,500,000	5,000,000	1.4
Andrew Simpson	10,840,444	64,500	10,904,444	3.0
Mike Steventon	142,857	104,815	247,672	0.1
Adrian Laffey	7,473,911	121,858	7,595,769	2.1
Ben Baker-Ashforth	-	6,912	6,912	<0.1

8. RELATED PARTY TRANSACTIONS

Tony Brewer, Paul Bassi, Andrew Simpson and Mike Steventon (the "**Participating Directors**"), each of whom is a Director and therefore a related party of the Company for the purposes of the AIM Rules, and Adrian Laffey and Ben Baker-Ashforth (the "**Participating PDMRs**"), both of whom are also a related party of the Company for the purposes of the AIM Rules, have conditionally agreed to subscribe for an aggregate of 1,958,348 Placing Shares in the Placing.

The participation of each of the Participating Directors and Participating PDMRs constitutes a related party transaction under Rule 13 of the AIM Rules.

As all the Directors have agreed to participate in the Fundraising, there is no independent Director to provide a fair and reasonable opinion statement on the Directors' participation for shareholders. Zeus (in its capacity as nominated adviser for the purposes of the AIM Rules) has considered that the participation of each of the Participating Directors is fair and reasonable insofar as the shareholders of the Company are concerned.

In the case of the participation by the Participating PDMRs, all the Directors are considered to be independent for the purposes of AIM Rule 13. Having consulted with Zeus as nominated adviser to the Company, the Directors consider that the participation of each of the Participating PDMRs in the Placing is fair and reasonable insofar as the shareholders of the Company are concerned.

9. GENERAL MEETING AND IMPORTANCE OF VOTE

The Directors do not currently have sufficient authority to allot in full the Conditional Placing Shares pursuant to the Conditional Placing, the Conditional Subscription Shares pursuant to the Conditional Subscription or the Retail Offer Shares pursuant to the Retail Offer. Accordingly, the Board is seeking the approval of Shareholders of the following at the General Meeting: (i) to allot the Conditional Placing Shares pursuant to the Conditional Placing, the Conditional Subscription Shares pursuant to the Conditional Subscription and the Retail Offer Shares pursuant to the Retail Offer and (ii) to allot shares and to disapply pre-emption rights to replace and replenish the existing authorities passed at the Company's annual general meeting on 17 June 2026 which are being utilised to issue and allot the Firm Placing Shares and the Firm Subscription Shares.

At the General Meeting, the following resolutions will be proposed:

- Resolution 1 (subject to Resolution 3 being passed): which is an ordinary resolution to authorise the Directors to allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £234,577.44 pursuant to the Conditional Placing, the Conditional Subscription and the Retail Offer;

- Resolution 2 (subject to Resolution 4 being passed): which is an ordinary resolution to authorise the Directors to allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £1,200,003.41 (being approximately one-third of the Enlarged Share Capital) to replace the authorities granted at the Company's annual general meeting held on 17 June 2026 (which will be used to issue and allot the Firm Placing Shares and the Firm Subscription Shares), and to expire on conclusion of the annual general meeting of the Company to be held in 2027 or, if earlier, at the close of business on 14 November 2027;

- Resolution 3 (subject to Resolution 1 being passed): which is a special resolution to authorise the Directors to allot the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares, pursuant to the authority conferred on them by Resolution 1, and to dis-apply statutory pre-emption rights in respect of the allotment of such shares, as if section 561 of the Act did not apply to such allotment;

- Resolution 4 (subject to Resolution 2 being passed): which is a special resolution to authorise the Directors to allot equity securities on a non pre-emptive basis up to a maximum aggregate nominal amount of £180,000.51 (being approximately 5 per cent of the Enlarged Share Capital) pursuant to Resolution 2, and to dis-apply statutory pre-emption rights in respect of the allotment of such shares, as if section 561 of the Act did not apply to such allotment, and to expire on conclusion of the annual general meeting of the Company to be held in 2027 or, if earlier, at the close of business on 14 November 2027. This resolution will be supplemental to the authority granted at the Company's annual general meeting dated 17 June 2026 (which will be used to issue and allot the Firm Placing Shares and the Firm Subscription Shares); and

- Resolution 5 (subject to Resolution 2 being passed): which is a special resolution to allow an additional disapplication of pre-emption rights in connection with an acquisition or other specified capital investment up to an additional nominal amount of £180,000.51 (being approximately 5 per cent. of the Enlarged Share Capital) to expire on conclusion of the annual general meeting of the Company to be held in 2027 or, if earlier, at the close of business on 14 November 2027. This resolution will be supplemental to the authority granted at the Company's annual general meeting dated 17 June 2026 (which will be used to issue and allot the Firm Placing Shares and the Firm Subscription Shares).

Resolutions 1 and 2 are ordinary resolutions and require a simple majority of those voting in person or by proxy to vote in favour of the Resolutions. Resolutions 3, 4 and 5 are special resolutions and will require approval by not less than 75 per cent. of the votes cast by Shareholders voting in person or by proxy.

Set out at the end of this document is a notice convening the General Meeting of the Company to be held at 10:00 a.m. on 14 August 2026 at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WN, at which the Resolutions will be proposed. Please note that the summary and explanation set out below is not the full text of the Resolutions and Shareholders should read the full text of the Resolutions as set out in the Notice of General Meeting before submitting their electronic proxy appointment via Proxymity or the CREST system.

Shareholders should note that, if the Resolutions are not passed by Shareholders at the General Meeting none of the Conditional Placing, the Conditional Subscription nor the Retail Offer will complete and the Company will not receive the anticipated net proceeds of the Conditional Placing, the Conditional Subscription and the Retail Offer.

11. IRREVOCABLE UNDERTAKINGS

The Company has received irrevocable undertakings to vote in favour of the Resolutions from each of the Directors who hold Ordinary Shares in respect of in aggregate 41,944,542 Ordinary Shares representing 16.58 per cent of the issued share capital.

12. ACTION TO BE TAKEN

Shareholders can appoint a proxy by submitting an electronic proxy appointment via the Investor Centre, Proxymity or the CREST system. Further information regarding the appointment of proxies can be found in the Notice of General Meeting set out at the end of this document.

Shareholders will need to request a hard copy Form of Proxy for use at the General Meeting from the Registrar, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufg.com or via telephone on 0371 664 0300 and +44 (0) 371 664 0300 if calling from outside the United Kingdom. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. Monday to Friday excluding public holidays in England and Wales. Shareholders are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom as soon as possible and, in any event, so as to arrive no later than 10:00 a.m. on 14 August 2026. In the case of Shareholders who hold their Ordinary Shares in uncertificated form and receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

13. RECOMMENDATION

Shareholders should note that, if the Resolutions are not passed by Shareholders at the General Meeting, the Conditional Placing, the Conditional Subscription and the Retail Offer will not complete and that, as explained in paragraph 10 above of this Part 1, the Company will not receive the anticipated proceeds of the Conditional Placing, the Conditional Subscription and the Retail Offer.

The Directors consider the terms of the Fundraise to be in the best interests of Shareholders and of the Company as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions at the General Meeting, as those Directors who are also Shareholders intend to do in respect of their own beneficial holdings of Existing Ordinary Shares amounting to, in aggregate, 41,944,542 Existing Ordinary Shares, representing approximately 16.58 per cent. of the Existing Ordinary Shares.

The Directors, whose names appear on page 1 of this document, and the Company accept responsibility, both individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Directors, and the Company, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

14. DOCUMENTS AVAILABLE

This document will also be available on the Company's website, www.likewisegroup.com.

Yours sincerely,

Paul Bassi CBE
(Non-Executive Chairman)

PART 2 – DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company held on 17 June 2026
“ABB”	the accelerated bookbuild launched in connection with the Placing
"Act"	the Companies Act 2006 (as amended)
"AIM"	AIM, a market operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time)
“AIM Rules for Nominated Advisers”	the AIM Rules for Nominated Advisers published by the London Stock Exchange from time to time
"Board" or **"Directors"**	the directors of the Company as at the date of this document whose names are set out on page 8 of this document
"BookBuild Platform"	the retail capital raising platform developed by BB Technology Limited and known as BookBuild which will host the Retail Offer
"CCSS"	the CREST Courier and Sorting Service established by Euroclear UK & International to facilitate, amongst other things, the deposit and withdrawal of securities
"certificated" or **"in certificated form”**	a share or other security not held in uncertificated form (i.e. not in CREST)
“Closing Price”	the closing middle market price of an Existing Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Conditional Fundraise”	the Conditional Placing, the Conditional Subscription and the Retail Offer
“Conditional Placing”	the proposed placing of the Conditional Placing Shares at the Issue Price on a non-pre-emptive basis, on the terms and conditions set out in the Placing Agreement
“Conditional Placing Shares”	14,709,653 Ordinary Shares to be allotted and issued to new and existing institutional and other investors by the Company, pursuant to the Conditional Placing
“Conditional Subscription”	the Subscription for the Conditional Subscription Shares pursuant to the terms of a subscription letter and conditional upon, *inter alia*, the passing of the Resolutions 1 and 3 at the General Meeting and Second Admission

“Conditional Subscription Shares”	1,730,547 New Ordinary Shares to be issued by the Company pursuant to the Conditional Subscription at the Issue Price
"Company" or **"Likewise"**	Likewise Group PLC, a company incorporated in England & Wales and with registered number 08010067
"CREST"	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & International is the Operator (as defined in the CREST Regulations)
"CREST Manual"	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, CCSS Operations Manual and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear UK & International on 15 July 1996 and as amended since)
"CREST Member"	a person who has been admitted to Euroclear UK & International as a system-member (as defined in the CREST Regulations)
"CREST Participant"	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
"CREST Proxy Instruction"	the process of proxy appointment or instruction using the CREST electronic proxy appointment service
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended from time to time)
"CREST Sponsor"	a CREST Participant admitted to CREST as a CREST sponsor
"CREST Sponsored Member"	a CREST Member admitted to CREST as a sponsored member
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company as enlarged by the issue of the New Ordinary Shares (assuming the maximum number of Retail Offer Shares is issued pursuant to the Retail Offer)
"Euroclear UK & International"	Euroclear UK & International Limited, the operator of CREST
"Existing Ordinary Shares"	the 252,983,480 existing Ordinary Shares in issue (which includes treasury shares) as at 28 July 2026 (being the latest practicable date prior to the announcement of the Fundraise)
"FCA"	the Financial Conduct Authority of the UK
“Firm Fundraise”	the Firm Placing and the Firm Subscription
“Firm Fundraising Shares”	83,559,800 New Ordinary Shares comprising the Firm Placing Shares and the Firm Subscription Shares

“Firm Placing”	the Placing of the Firm Placing Shares at the Issue Price by the Joint Bookrunners, as agent on behalf of the Company, at the Issue Price in accordance with the Placing Agreement
“Firm Placing Shares”	74,764,033 New Ordinary Shares placed at the Issue Price pursuant to the Firm Placing and the allotment of which is conditional upon Admission
“Firm Subscription”	the Subscription for the Firm Subscription Shares pursuant to the terms of a subscription letter and conditional upon Admission
“Firm Subscription Shares”	8,795,767 New Ordinary Shares to be issued by the Company pursuant to the Firm Subscription at the Issue Price
“First Admission”	the admission of the Firm Placing Shares to trading on AIM becoming effective in accordance with AIM Rules
“Firm Placing”	the placing of the Firm Placing Shares at the Issue Price on a non-pre-emptive basis, on the terms and conditions set out in the Placing Agreement
"Form of Proxy"	the form of proxy for use at the General Meeting
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"Fundraise"	the Placing, the Subscription and the Retail Offer
"FY"	the Company's financial year ending 31 December
"General Meeting"	the general meeting of the Company to be held at 10:00 a.m. on 14 August 2026, or any adjournment thereof, notice of which is set out at the end of this document
"Group"	the Company and its subsidiary undertakings
“Intermediaries”	any financial intermediaries that are appointed by Zeus as the “Retail Offer Coordinator” in connection with the Retail Offer
"Issue Price"	the price at which the New Ordinary Shares are to be issued and allotted pursuant to the Fundraise, being 28.5 pence per New Ordinary Share
“Joint Bookrunners”	Zeus and Ravenscroft
"London Stock Exchange"	London Stock Exchange plc
“Long Stop Date”	31 August 2026
"New Ordinary Shares"	together, the Placing Shares, the Subscription Shares and the Retail Offer Shares to be issued pursuant to the Fundraise
"Notice of General Meeting"	the notice convening the General Meeting, set out at the end of this document
"Official List"	the Official List of the FCA

"Ordinary Shares"	the ordinary shares of £0.01 each in the share capital of the Company
"Placees"	those placees who agreed to acquire Placing Shares pursuant to the Placing
"Placing"	the Firm Placing and the Conditional Placing
"Placing Agreement"	the conditional placing agreement dated 28 July 2026 entered into between the Company and the Joint Bookrunners in respect of the Placing
"Placing Shares"	the Firm Placing Shares and the Conditional Placing Shares
"POATR"	the Public Offers and Admissions to Trading Regulations 2024 (SI 2024/105), as amended
"Proxymity"	a platform where investors can appoint a proxy electronically
"Proxymity Instruction"	the process agreed by the Company and approved by the Registrar, whereby an institutional investor appoints a proxy electronically via the Proxymity platform
“Ravenscroft”	Ravenscroft Corporate Finance Limited
"Registrar"	MUFG Corporate Markets, which is the trading name MUFG Corporate Markets (UK) Limited, having its registered office at Central Square, 29 Wellington Street, Leeds LS1 4DL
"Regulatory Information Service"	has the meaning given in the AIM Rules
"Resolutions"	the resolutions to be proposed at the General Meeting
"Restricted Jurisdiction"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure for the Company if information or documentation concerning the proposals set out in this document is sent or made available to Shareholders in that jurisdiction including, without limitation, the United States, Australia, Canada, New Zealand, Japan and the Republic of South Africa
"Retail Offer"	the offer made by the Company to existing Shareholders of the Retail Offer Shares at the Issue Price via the BookBuild Platform in the United Kingdom
"Retail Offer Shares"	up to 7,017,544 new Ordinary Shares to be issued by the Company to retail investors in connection with the Retail Offer
“Second Admission”	the admission of the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares to trading on AIM becoming effective in accordance with the AIM Rules

"Shareholders"	the holders of Existing Ordinary Shares and "Shareholder" shall mean any one of them
“Subscribers”	persons procured by the Company to conditionally subscribe for Subscription Shares at the Issue Price pursuant to the provisions of the Subscription Letters
“Subscription”	the proposed Firm Subscription and the Conditional Subscription of Subscription Shares at the Issue Price by the Subscribers under the terms of the Subscription Letters
“Subscription Letters”	the subscription letters entered into between the Company and the Subscribers in connection with the Subscription
“Subscription Shares”	the Firm Subscription Shares and the Conditional Subscription Shares
“**Zeus**”	Zeus Capital Limited, the Company’s nominated adviser for the purpose of the AIM Rules
"uncertificated" or **"in uncertificated form”**	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"United Kingdom" or **"UK"**	the United Kingdom of Great Britain and Northern Ireland
"United States" or **"US"**	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
"US Securities Act"	the US Securities Act of 1933, as amended
"£" or **"pounds sterling"** or **"sterling"**	UK pounds sterling, being the lawful currency of the United Kingdom.

LIKEWISE GROUP PLC

NOTICE OF GENERAL MEETING

(*a public limited company incorporated in England and Wales with registered number 08010067*)

NOTICE IS HEREBY GIVEN that a General Meeting of Likewise Group PLC (the **"Company"**) will be held at 10:00 a.m. on 14 August 2026 at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull, B37 7WN for the purposes of considering and, if thought fit, passing the resolutions below, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3, 4 and 5 will be proposed as special resolutions (each a **"Resolution"**).

ORDINARY RESOLUTIONS

AUTHORITY TO ALLOT SHARES

1. **THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act (in addition to all existing authorities conferred upon the Directors pursuant to section 551 of the Act which shall continue in full force and effect and in addition to the authorities conferred upon the Directors by resolution 2, if passed) to exercise all the powers of the Company to allot ordinary shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of (i) £147,096.53 (14,709,653 Ordinary Shares) (the "**Conditional Placing Shares**") in connection with the Conditional Placing, (ii) £17,305.47 (1,730,547 Ordinary Shares) (the "**Conditional Subscription Shares**") in connection with the Conditional Subscription and (iii) £70,175.44 (7,017,544 Ordinary Shares) (the "**Retail Offer Shares**") in connection with the Retail Offer, **PROVIDED THAT** such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 3 months after the date of passing of this resolution, whichever is earlier, but the Directors may before such expiry, revocation or variation make an offer or agreement which would or might require shares in the Company to be allotted or rights to be allotted or granted after this authority expires and the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.

2. **THAT**, subject to and conditional upon First Admission having occurred, and in replacement of the authorities given by resolution 8 passed at the annual general meeting of the Company held on 17 June 2026 (to the extent that the power has not already been exercised) but otherwise in addition to all other existing and unexercised authorities and powers, the Directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "**Relevant Securities**") up to an aggregate nominal value of £1,200,003.41 to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company) **PROVIDED THAT** this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or on the date which is six months after the next accounting reference date of the Company (if earlier) save that the Directors may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

DISAPPLICATION OF PRE-EMPTION RIGHTS

3. **THAT**, subject to and conditional upon the passing of Resolution 1 above (and in addition to all existing unexercised powers of the Directors under sections 570 and 571 of the Act, which shall continue in full force and effect and in addition to the powers conferred upon the Directors by resolution 4, if passed), the Directors be and are hereby empowered pursuant to section 571(1) of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash

pursuant to the authority granted by Resolution 1 above as if section 561 of the Act did not apply to any such allotment, **PROVIDED THAT** such power shall: (a) be limited to the allotment of the Conditional Placing Shares, the Conditional Subscription Shares and the Retail Offer Shares; and (b) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 3 months after the date of passing of this resolution, whichever is earlier, but the Directors may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities as if the power conferred by this resolution had not expired.

4. **THAT**, subject to and conditional upon First Admission having occurred and the passing of resolution 2 above and in replacement of the authorities given by resolution 9 at the annual general meeting of the Company held on 17 June 2026 (to the extent that the power has not already been exercised) but otherwise in addition to all existing and unexercised authorities and powers, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) ("**Equity Securities**") for cash pursuant to the authority conferred upon them by resolution 2 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

   (a) the allotment of Equity Securities pursuant to the authority granted under resolution 2 in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and

   (b) the allotment (otherwise than pursuant to resolution 4(a) above) of Equity Securities pursuant to the authority granted under resolution 2 up to an aggregate nominal amount of £180,000.51, representing approximately 5 per cent of the issued share capital of the Company, and shall expire, unless previously renewed, varied or revoked by the Company in general meeting, at the end of the next annual general meeting of the Company (or, if earlier, 15 months from the date of the passing of this resolution) save that the Directors may, before the expiry of such period, make an offer or agreement which would or might require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of such period and the directors may allot Equity Securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

5. **THAT**, subject to conditional upon First Admission having occurred and the passing of resolution 2 above and in replacement of the authorities given by resolution 10 at the annual general meeting of the Company held on 17 June 2026 (to the extent that the power has not already been exercised) but otherwise in addition to all existing and unexercised authorities and powers, and in addition to any authority granted under resolution 4 above, the Directors be empowered pursuant to section 570 of the Act to allot Equity Securities for cash under the authority given by that resolution 2 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment of Equity Securities, such authority to be:

   (a) limited to the allotment of Equity Securities up to an aggregate nominal amount of £180,000.51, representing approximately 5 per cent of the issued share capital of the Company; and

   (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of general meeting of the Company, such authority, unless previously renewed, varied or revoked by the Company in general meeting, to expire at the end of the next annual general meeting of the Company (or, if earlier, 15 months from the date of this resolution) save that the Directors may, before the expiry of such period, make an offer or agreement which would or might require Equity

Securities to be allotted (and treasury shares to be sold) after the expiry of such period and the Directors may allot Equity Securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

By Order of the Board.
Ben Baker-Ashforth on behalf
of **Likewise Group PLC**
Company Secretary
29 July 2026

Registered office
Unit 4, Radial Park, Radial Way
Birmingham Business Park
Solihull
Birmingham
B37 7WN

NOTES:

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company as at close of trading on 12 August 2026. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

2. Shareholders are entitled to appoint another person to exercise all or part of their rights to attend and to speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share(s) held by that shareholder. A proxy need not be a shareholder of the Company. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

4. A vote withheld is not a vote in law and will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is out before the General Meeting.

5. You can vote either:

   - electronically via the Investor Centre app or web browser at https://uk.investorcentre.mpms.mufg.com/ and following the instructions on that website (see below);

   - via Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 a.m. on 12 August 2026 in order to be considered valid (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting, excluding nonworking days). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote; or

   - in the case of CREST Members, by using the CREST electronic proxy appointment service in accordance with the procedures set out below.

   A hard copy form of proxy has not been sent to you but you can request one directly from the Company's Registrar, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. (UK time) Monday to Friday excluding public holidays in England and Wales. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's Registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: https://uk.investorcentre.mpms.mufg.com/. The same voting deadline of 48 hours before the time of the meeting applies.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

7. The return of a completed form of proxy, electronic filing or any CREST or Proxymity Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.

   CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com) CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a ‘CREST Proxy Instruction’) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by 10:00 a.m. on 12 August 2026. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one

corporate representative exercises powers in relation to the same shares. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Completion of a proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

10. As at the date of publication of this notice of General Meeting, the Company's ordinary issued share capital consists of 252,983,480 ordinary shares, carrying one vote each, including 1,793,218 shares held in treasury. Therefore, the total voting rights are 251,190,262.

11. Shareholder may wish to submit questions in advance via email to companysecretary@likewiseplc.com. We will endeavour to respond to questions raised directly, or by publishing responses on our website.

12. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided either in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.likewiseplc.com.