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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 4 of this document) and the Company (whose registered office appears on page 4 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. 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.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Companies Act 2006 or otherwise and does not constitute or form part of any offer, invitation or solicitation to purchase, subscribe for, sell or issue any Ordinary Shares or any other securities in the Company or to otherwise engage in any investment activity in any jurisdiction in which the same is unlawful, nor shall this document, or any part of it, or the fact of its distribution, form the basis of, or be relied in connection with, any contract therefor. Any failure to comply with these restrictions may constitute a violation of applicable securities laws in such jurisdictions. Accordingly, this document does not constitute a prospectus or MTF admission prospectus for the purposes of The Public Offers and Admissions to Trading Regulations 2024, nor has it been prepared in accordance with the FCA's Prospectus Rules: Admission to Trading on a Regulated Market sourcebook. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

SORTED GROUP HOLDINGS PLC

(incorporated in England and Wales with registered number 06458458)

PROPOSED DISPOSAL OF SORTED GROUP LIMITED

PROPOSED CHANGE OF NAME

NOTICE OF GENERAL MEETING

This document should be read in its entirety. Your attention is drawn to the letter from the Executive Chairman of the Company set out in Part I of this document which contains the Directors' unanimous recommendation that you should vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to in respect of their own holdings of Ordinary Shares in the Company. Your attention is also drawn to Part II of this document which sets out and describes certain risk factors that you should consider carefully when deciding whether or not to vote in favour of the Resolutions to be proposed at the General Meeting.

Allenby Capital Limited, which is authorised and regulated in the United Kingdom by the UK Financial Conduct Authority, is the Company's nominated adviser under the AIM Rules. The responsibility of Allenby Capital as nominated adviser under the AIM Rules is owed solely to the London Stock Exchange and not to the Company or its Directors or any other person. Allenby Capital has not authorised the contents of this document and no liability is accepted by Allenby Capital for the accuracy of any information or opinions contained in, or for the omission of any information from, this document, for which the Company and the Directors are solely responsible.

Notice of a General Meeting of Sorted Group Holdings plc to be held at the offices of Allenby Capital Limited, fifth floor, 5 St. Helen's Place, London, England, EC3A 6AB at 9.00 a.m. is enclosed with this document. You are encouraged to complete the accompanying form of proxy and return it in accordance with notes (3) to (13) of the explanatory notes to the notice of the General Meeting on pages 17 to 20 and by no later than 9.00 a.m. on 16 April 2026 (or, in the event of an adjournment, no later than 48 hours before the time of the adjourned meeting, excluding non-working days). The completion and return of a proxy form will not preclude you from attending and voting at the General Meeting.

A copy of this document is available at the Company's website, www.sorted.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

Cautionary note regarding forward-looking statements

This document includes forward-looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Company's control, that could cause the actual results, performance or achievements of the Company to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward-looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

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DIRECTORS AND ADVISERS

Directors	Simon Wilkinson (Executive Chairman) Petar Cvetkovic (Non-Executive Director) Dr. Nigel Burton (Non-Executive Director)
Registered Office	5th Floor Room 502d Chancery Place 50 Brown Street Manchester M2 2JG United Kingdom
Company Secretary	Daisy Connor
Nominated Adviser	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB United Kingdom
Broker	Turner Pope Investments (TPI) Limited 3 Queen Street London W1J 5PA United Kingdom
Solicitors to the Company as to English law	Eversheds Sutherland (International) LLP One Wood Street London EC2V 7WS United Kingdom
Registrars	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE United Kingdom

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	2 April 2026
Latest time and date for receipt of proxy appointments	9.00 a.m. on 16 April 2026
Time and date of General Meeting	9.00 a.m. on 20 April 2026
Expected Completion of the Disposal	by no later than 30 June 2026

Notes:

- (a) Unless otherwise specified, references in this document to time are to London time.
- (b) The times and dates above are indicative only. If there are any change, revised times and/or dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.

DEFINITIONS

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

“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time;
“Board” or “Directors”	the directors of the Company whose names are set out on page 4 of this document;
“Buyer”	Brislington Holdco Limited, a company incorporated and registered in England and Wales under number 16143374, whose registered office is at More Plus 3 Central Park, Hudson Avenue, Severn Beach, Bristol, United Kingdom, BS35 4EL;
“CA 2006”	the Companies Act 2006;
“Circular”	the circular with details of the Proposals including the Notice to be sent to Shareholders on 2 April 2026;
“Company” or “Sorted”	Sorted Group Holdings plc, a company incorporated and registered in England and Wales under number 06458458, whose registered office is at 5th Floor Room 502d, Chancery Place, 50 Brown Street, Manchester, England, M2 2JG;
“Completion”	completion of the Disposal, expected to occur following the satisfaction of the Conditions Precedent and by no later than 30 June 2026;
“Conditions Precedent”	the conditions to completion of the SPA, including the passing of Resolution 1 and the completion of the audit of SGL’s report and accounts for the financial year ended 31 December 2025;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
“Disposal”	the proposed sale by SHL of the entire issued share capital of Sorted Group Limited to the Buyer in accordance with the terms of the SPA;
“Euroclear”	Euroclear UK & International Limited which operates CREST;

“FCA”	the UK Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying the Circular for the use of Shareholders in connection with the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“General Meeting”	the general meeting of the Company to be held at the offices of Allenby Capital Limited, fifth floor, 5 St. Helen's Place, London, England, EC3A 6AB on 20 April 2026 at 9.00 a.m., notice of which is set out at the end of this document;
“Group”	the Company and its subsidiary undertakings as applicable at the relevant time;
“Issued Share Capital”	the total number of Ordinary Shares of the Company in issue, being 7,639,705 Ordinary Shares as at the date of this document;
“London Stock Exchange”	London Stock Exchange PLC;
“Nominated Adviser”	Allenby Capital Limited, the Company's nominated adviser in accordance with the AIM Rules;
“Notice”	the notice convening the General Meeting set out at the end of this document;
“Ordinary Shares”	the ordinary shares of 0.01 pence each in the share capital of the Company;
“Proposals”	the proposals set out in this document, whereby Shareholders are being asked to consider, and if thought fit, approve: (i) the Disposal; and (ii) the change of the name of the Company;
“Registrars”	the Company's registrar, Computershare Investor Services PLC, details of which are on page 4;
“Regulatory Information Service”	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements;
“Resolution 1”	the resolution to be proposed at the General Meeting as resolution 1, to approve the Disposal as set out in the Notice;
“Resolution 2”	the resolution to be proposed at the General Meeting as Resolution 2, to approve the change of the name of the Company as set out in the Notice;
“Resolutions”	Resolution 1 and Resolution 2;
“Rule 15 Cash Shell”	has the meaning set out in the AIM Rules;
“Shard”	Shard Credit Partners Venture Debt I S.à r.l, a société à responsabilité limitée incorporated in Luxembourg

with Registre de commerce et des sociétés number B257037 and having its office at 36-38, Grand-Rue L-1660, Grand Duchy of Luxembourg;

“Shareholders”

registered holders of Ordinary Shares;

“SGL”

Sorted Group Limited, a company incorporated and registered in England and Wales under number 09060564, whose registered office is at 5th Floor Room 502d, Chancery Place, 50 Brown Street, Manchester, England, M2 2JG and a wholly owned subsidiary of SHL;

“SHL”

Sorted Holdings Limited, a company incorporated and registered in England and Wales under number 08609014, whose registered office is at 5th Floor Room 502d, Chancery Place, 50 Brown Street, Manchester, England, M2 2JG and a wholly owned subsidiary of the Company;

“SPA”

the share purchase agreement dated 1 April 2026 between (1) the Company and (2) the Buyer in respect of the Disposal; and

“TIDM”

a tradeable instrument display mnemonic for the purpose of identifying UK listed securities.

PART I

LETTER FROM THE EXECUTIVE CHAIRMAN

SORTED GROUP HOLDINGS PLC

(incorporated and registered in England and Wales under number 06458458)

Directors:

Simon Wilkinson (*Executive Chairman*)
Petar Cvetkovic (*Non-Executive Director*)
Dr. Nigel Burton (*Non-Executive Director*)

Registered Office:

5th Floor Room 502d
Chancery Place
50 Brown Street
Manchester
M2 2JG
United Kingdom

To holders of Ordinary Shares in the Company and, for information only, to holders of share options and warrants.

2 April 2026

Dear Shareholder,

Proposed Disposal Proposed change of name and Notice of General Meeting

1. Introduction

This document sets out proposals for: (i) the sale of Sorted Group Limited for a nominal cash consideration of £1.00; and (ii) the proposed change of the name of the Company to SGH plc. Subject to the passing of Resolution 1 at the General Meeting being convened for 20 April 2026, and on completion of the Disposal, the Company will become an AIM Rule 15 Cash Shell.

The purpose of this document is to set out the background and reasons for the Proposals, explain why the Directors believe that it is in the best interests of the Company and Shareholders as a whole and why the Directors recommend that Shareholders should vote in favour of the Resolutions to be put to Shareholders at the General Meeting.

A notice convening a General Meeting of Sorted Group Holdings plc to be held at the offices of Allenby Capital Limited, fifth floor, 5 St. Helen's Place, London, England, EC3A 6AB on 20 April 2026 at 9.00 a.m. to consider the Resolutions, is set out at the end of this document.

2. Background to the Disposal

On 30 January 2024 the Company announced and published an AIM admission document which detailed, *inter alia*, the proposed acquisition of Sorted Holdings Limited and its subsidiary undertakings, Sorted Group Limited and Clicksit App Limited. Terms were agreed for the acquisition of the entire issued and to be issued share capital of Sorted Holdings Limited.

The proposals set out in the AIM admission document were completed on 19 February 2024 with the enlarged group successfully admitting to trading on AIM on the same day.

While it was acknowledged by the Board that the acquisition of Sorted Holdings Limited provided the Company with a valuable platform for potential growth opportunities, the Board recognised at the time that Sorted Holdings Limited was still in a growth-phase and required further ongoing transformative work in order to reach profitability in the medium term.

Since the completion of the acquisition of Sorted Holdings Limited, the Board has undertaken significant restructuring efforts to align the business with its strategic goals and to ensure long-term sustainability, which are outlined as follows:

- **Employee Headcount Reduction:** The headcount was reduced from 90 to 37, eliminating an expensive corporate layer that is no longer required for the business.
- **Cost Reduction:** We have reduced back-office costs related to legal, HR, and finance functions, enabling management to reallocate resources towards front-office functions, specifically software engineering and sales.
- **Property Costs:** We have reorganised our offices, closing the London office and resizing the Manchester office to be more fit for purpose.
- **Operational Efficiencies:** We introduced efficiencies to run the Sorted platform more cost-effectively. At the time it was reported that the second largest cost, outside of personnel, is the businesses' IT infrastructure.
- **Disposal of Returns business:** We disposed the business and intellectual property (including the software, systems and content assets) used to operate and deliver the Group's "Returns" business used by small to medium fashion apparel retailers, charities and educational institutions for a cash consideration of £775,000. This was used to settle certain of the Group's liabilities in part.

Notwithstanding the above progress, as a Software as a Service business that remains in its growth phase of development, it remains apparent to the Board that the business continues to require significant cash consumption in order to, *inter alia*, scale and reach profitability in the medium term.

As outlined in the Company's AIM admission document, Sorted Holdings Limited has benefited from approximately £71.07 million in equity investment and approximately £4.36 million (excluding accrued interest) in debt financing. While more recently the business has benefited from a £2.0 million equity raise and the ongoing loan facility agreement with Bidco 3 Limited, the Board believes that committing further significant investment towards enhancing elements of the business is not in the best interests of shareholders.

3. Terms of the Disposal

The Disposal will take place in the form of the sale by SHL to the Buyer of the entire issued share capital of SGL for a nominal cash consideration of £1.00. In addition, as part of the Disposal, Shard and Shard Credit Holdings Limited have entered into a deed with each of SGL, SHL and Clicksit App Limited (the "**Obligors**") under which Shard releases the Obligors from all obligations and security granted to Shard, including the funding facility under which SGL currently owes £3.52 million to Shard, conditional on, and taking effect on the day following, Completion (the "**Debt Restructuring**"). In addition, as at 1 April 2026, the other members of the Group have agreed to release SGL from all obligations, including indebtedness, owed to them and security granted to them outstanding at that date.

Some basic warranties of a type normally given as regards to SHL's title to the share capital of SGL and SGL's business and SHL's ability to enter into the Disposal have been given by SHL under the SPA. Under the terms of the SPA, certain restrictive covenants and various undertakings have been given on behalf of the Group in respect of SGL and its business after Completion.

Completion is subject to the satisfaction or waiver by the Buyer of the Conditions Precedent. While the timing of the satisfaction of the Conditions Precedent remains to be confirmed, a further announcement will be made by the Company once such timings are known. Notwithstanding this, Completion is expected to take place by no later than 30 June 2026.

The board of directors of SHL, with the support of the board of directors of the Company,

consider that the Disposal will benefit SHL and that the consideration of £1 being paid for the entire issued share capital of SGL represents the fair market value of SGL, because SHL and other members of the Group are being required to provide financial support to SGL as it is loss making, and both boards consider that the outcome for the employees of SGL will be better under the stewardship of the Buyer.

4. AIM Rule 15

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company will cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets.

Therefore, following completion of the Disposal, the Company will become an AIM Rule 15 Cash Shell and, as such, will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 and publish an admission document on or before the date falling six months from completion of the Disposal. For the purposes of Rule 15, becoming an investing company pursuant to Rule 8 of the AIM Rules (which requires the raising of at least £6m) will be treated as a reverse takeover and accordingly require the publication of an admission document. Failing that the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension, should the reason for the suspension not have been rectified.

Accordingly, should the Disposal complete, the Company will become an AIM Rule 15 Cash Shell and will continue to evaluate appropriate opportunities in the sectors the Board considers appropriate seeking to identify one or more projects or assets which the Company can acquire, which would constitute a reverse takeover under AIM Rule 14.

Any reverse takeover transaction will require the publication of an AIM Rules compliant admission document and will be subject to Shareholder approval at a further general meeting of the Company to be convened at the appropriate time.

As an AIM Rule 15 Cash Shell, the Company will have no operating cash flows.

5. Related party transaction

The Debt Restructuring is deemed to be a related party transaction pursuant to rule 13 of the AIM Rules, as an associate of Shard, Shard Credit Partners Venture Debt Fund I LP holds 36.02% of the issued share capital of the Company and accordingly is a substantial shareholder and related party under the AIM Rules (the "**Transaction**"). Accordingly, Simon Wilkinson, Petar Cvetkovic and Dr. Nigel Burton (being the directors of the Company, and who are not taking part in the Transaction) consider, having consulted with the Company's nominated adviser, Allenby Capital, that the terms of the Transaction are fair and reasonable insofar as the Company's shareholders are concerned.

6. Strategy following the Disposal

Following the Disposal, the Directors intends to place SHL into liquidation. It is anticipated that the Company will have monthly operating costs of approximately £18k. The Company will continue to have access to its existing loan facility agreement with Bidco 3 Limited, and is in discussions with other parties about funding the ongoing costs of the Company.

The Company's proposed strategy, following completion of the Disposal, will be to acquire one or more companies and/or projects which are either cash flow generative or show significant potential for growth and a profitable exit.

Leveraging their knowledge and contacts, the Directors will seek to identify suitable investment and/or acquisition opportunities. At this stage, the Directors would not seek to exclude any particular sector or jurisdiction.

In selecting suitable investment and/or acquisition opportunities, the Directors will consider various factors relevant to an opportunity, including the:

- ease with which capital can be raised to meet the working capital requirements both initially and in the future;
- growth potential and outlook for future cash generation;
- likely resulting liquidity in the Company's shares following acquisition(s);
- short, medium and longer-term exit strategies for Shareholders;
- possible synergies with knowledge and contacts of the Directors; and
- suitability for a public quotation, either on AIM or another recognised market in the UK.

There can be no certainty that the Company will be able to implement a suitable transaction which would enable the Company's shares to continue trade on AIM within six months of Completion. The Company is expected to have sufficient cash to fund the ongoing 'plc' costs referred to above for the foreseeable future.

7. Change of name

Subject to Shareholder approval, it is proposed that the name of the Company be changed to "SGH plc". The TIDM will change to SGH.

8. Risk Factors

Shareholders should carefully consider the risks set out in Part II of this document relating to the Disposal, together with all other information set out in this document. Should any of the risks materialise, the market price of the Ordinary Shares may be adversely affected.

9. General Meeting

The Disposal constitutes a disposal resulting in a fundamental change of business in accordance with Rule 15 of the AIM Rules.

As a result of the treatment of the Disposal under the AIM Rules, Completion is conditional on, *inter alia*, the passing of Resolution 1, which seeks Shareholders' approval for the Disposal, and is to be proposed at the General Meeting.

The notice convening a General Meeting, to be held at 9.00 a.m. on 20 April 2026, at the offices of Allenby Capital Limited, fifth floor, 5 St. Helen's Place, London, England, EC3A 6AB to consider the Resolutions, is set out at the end of this document. A summary of the Resolutions is set out below.

Resolution 1, which will be proposed as an ordinary resolution, seeks to approve the sale of the Company's subsidiary, SGL by SHL in accordance with the SPA.

Resolution 2, which will be proposed as a special resolution, seeks to approve the change of the Company's name to "SGH plc".

10. Action to be taken in respect of the General Meeting

Please check that you have received a Form of Proxy for use in respect of the General Meeting.

Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions set out in notes (3) to (13) of the explanatory notes to the notice of the General Meeting on pages 17 to 20 and in any event, by no later than 9.00 a.m. on 16 April 2026 (or, in the case of

an adjournment of the General Meeting, no later than 9.00 a.m. on the date which is two days before the time of the adjourned meeting, excluding non-working days).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

11. Recommendation

The Directors believe the Disposal to be in the best interests of the Shareholders as a whole.

The Directors intend to vote in favour of each of the Resolutions in respect of their direct and indirect shareholdings which in aggregate amount to 473,142 Ordinary Shares representing 6.19 per cent. of the Issued Share Capital.

Yours faithfully,

Simon Wilkinson
Executive Chairman

For and on behalf of the Board

PART II

RISK FACTORS

Shareholders should carefully consider all of the information in this document including the risks below. The Board have identified these risks as material risks, but additional risks and uncertainties not presently known to the Board, or that the Board consider immaterial, may also adversely affect the Company. If any, or a combination of, the following risks materialise, the Company's business, financial condition and/or performance could be materially adversely affected. In any such case, the market price of the Ordinary Shares could decline.

The following risk factors should not be considered in any order of priority. The Company's future performance might be affected by changes in market conditions and legal, regulatory and tax requirements.

AIM Rule 15 Deadlines

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company will cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets.

Therefore, following completion of the Disposal, the Company will become an AIM Rule 15 Cash Shell and, as such, will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 and publish an admission document on or before the date falling six months from completion of the Disposal. For the purposes of Rule 15, becoming an investing company pursuant to Rule 8 of the AIM Rules (which requires the raising of at least £6m) will be treated as a reverse takeover and accordingly require the publication of an admission document. Failing that, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension, should the reason for the suspension not have been rectified.

Any failure therefore in completing an acquisition or acquisitions which constitute(s) a reverse takeover for the purposes of AIM Rule 14 (or seeking re-admission as an investing company (as defined under the AIM Rules)) will result in the cancellation of the Company's Shares from trading on AIM.

Identifying a suitable target

The future of the Company will be dependent, in part, upon the ability of the Board to identify suitable acquisition targets. As at the date of this document, the Directors have not identified any investment opportunities which they have resolved to definitely pursue. There is no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price, or at all, and as a consequence, resources may be expended on investigative work and due diligence which does not result in an acquisition or the creation of any value for shareholders.

Market conditions

Market conditions may have a negative impact on the Company's ability to make an acquisition or acquisitions, or to raise £6million to qualify as an investing company, so as to carry out a reverse takeover for the purposes of AIM Rule 15. There is no guarantee that the Company will be successful meeting the AIM Rule 15 deadline as described above.

Costs associated with potential acquisition or acquisitions

The Company expects to incur certain third-party costs associated with the sourcing of suitable acquisition or acquisitions. The Company can give no assurance as to the level of such costs and, given that there can be no guarantee that negotiations to acquire any given target business will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

Future financing

The only sources of financing currently available to the Company are its existing cash and any potential future issue of additional equity capital or loans. The Company's ability to raise further funds will depend on market conditions and the success of existing and acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and Shareholders' holdings of Ordinary Shares may be materially diluted in due course by subsequent equity issues.

Dilution

If a suitable acquisition target is identified, the consideration may be satisfied through, *inter alia*, the issue and allotment of new Ordinary Shares which would dilute the holdings of current Shareholders.

Sorted Group Holdings PLC
(incorporated and registered in England and Wales under number 06458458)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (**General Meeting**) of Sorted Group Holdings plc (**Company**) will be held on Monday, 20 April 2026 at 9.00 a.m. at the offices of Allenby Capital Limited, fifth floor, 5 St. Helen's Place, London, England, EC3A 6AB for the purpose of considering and, if thought fit, passing the following resolutions. Resolution 1 is proposed as an ordinary resolution and resolution 2 is proposed as a special resolution:

ORDINARY RESOLUTION

1. **THAT** the disposal by Sorted Holdings Limited, a wholly-owned subsidiary of the Company, of the entire issued share capital of Sorted Group Limited to Brislington Holdco Limited (**Disposal**), in accordance with the terms of a share sale agreement dated 1 April 2026 (**SPA**), be approved, confirmed, ratified and consented to in accordance with Rule 15 of the AIM Rules for Companies and that the directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement and give full effect to the intentions of the parties under the SPA and to the Disposal.

SPECIAL RESOLUTION

2. **THAT** the Company's name be changed to SGH plc.

By Order of the Board

Daisy Connor
Company Secretary

2 April 2026

Registered office:
5th Floor Room 502d
Chancery Place
50 Brown Street
Manchester
England
M2 2JG

**NOTES TO THE NOTICE OF GENERAL MEETING
SORTED GROUP HOLDINGS PLC**

EXPLANATORY NOTES

Entitlement to attend and vote

1. The Company specifies that only those members registered on the Company's register of members at:
 - close of business on 16 April 2026; or,
 - if this General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the General Meeting.

Voting on resolutions at and results of the General Meeting

2. At the General Meeting, instead of the usual practice of each resolution being voted on initially by a show of hands, the Chairman of the General Meeting shall exercise his right to demand a poll on each resolution which shall be taken immediately. On a poll, each member has one vote for every share held. Poll voting is in line with best practice increasingly adopted by UK public companies and provides a more transparent method of voting. It results in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend the General Meeting in person but who have appointed a proxy for the General Meeting. Results of the votes cast on each resolution will be disclosed by regulatory information service via the announcement that follows the General Meeting confirming the outcome of the General Meeting.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you can obtain additional proxy forms from the Company's registrars, Computershare Investor Services PLC, by calling the helpline on 0370 707 1701. Alternatively, the proxy form may be photocopied prior to completion. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed.
5. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. A vote withheld is not a vote in law, which means that the vote 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 put before the General Meeting.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road,

Bristol BS99 6ZY, or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ; and

- in each case received by Computershare Investor Services PLC no later than 9.00 a.m. on 16 April 2026, or, in the event of an adjournment of the General Meeting, 48 hours before the adjourned meeting, excluding non-working days.

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.

Appointment of proxies electronically

8. As an alternative to completing the hard copy proxy form, you can appoint a proxy electronically by logging on to www.investorcentre.co.uk/eproxy and following the instructions given. You will need to enter the Control Number, your Shareholder Reference Number (SRN) and PIN provided on the proxy form or email communication.

Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) no later than 9.00 a.m. on 16 April 2026 or, in the event of an adjournment of the General Meeting, 48 hours before the adjourned meeting, excluding non-working days. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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 EUI 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/her 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 service 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.

Appointment of proxy by joint members

10. 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 jointholding (the first-named being the most senior).

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Changing proxy instructions

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

13. 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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. 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 Computershare Investor Services PLC no later than 9.00 a.m. on 16 April 2026. 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.

Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

14. As at 8.00 a.m. on 2 April 2026, the Company's issued share capital comprised 7,639,705 ordinary shares of 0.01 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company, and the deferred shares hold no voting rights. Therefore, the total number of voting rights in the Company as at 8.00 a.m. on 2 April 2026 was 7,639,705 ordinary shares.

Communication

15. You may not use any electronic address provided either in this notice of General Meeting or

any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.