

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD SEEK YOUR OWN INDEPENDENT ADVICE FROM A STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE PROFESSIONAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) WHO SPECIALISES IN ADVISING IN CONNECTION WITH SHARES AND OTHER SECURITIES. IF YOU ARE OUTSIDE THE UK, YOU SHOULD IMMEDIATELY CONSULT AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISOR.

If you have sold or otherwise transferred all your shares in Amigo Holdings PLC (the “**Company**”), please forward this document to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document is not intended to, and does not, constitute or form part of any offer, invitation, or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell, or otherwise dispose of, any securities in any jurisdiction, pursuant to this document or otherwise.

AMIGO HOLDINGS PLC

(incorporated and registered in England and Wales under number 10024479)

Notice of General Meeting

To seek shareholder approval for the proposed issue of up to 562,700,000 new Ordinary Shares of 0.25p each at 0.3p fully paid (“Shares”) of which 62,700,000 Shares are being made available to existing shareholders

To be held at

Bournemouth Highcliff Marriott Hotel,
105 St Michael’s Road, Bournemouth BH2 5DU
on Friday, 19 December 2025 at 1.30pm

Details of the webcast will be made available on the Company’s website: www.amigopl.com

Notice of the General Meeting of the Company which has been convened for Friday, 19 December 2025 to be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael’s Road, Bournemouth BH2 5DU at 1:30 pm (United Kingdom time) (the “**General Meeting**”) is set out on page 10 of this document (the “**Notice**”). All references to time in this document shall be to the relevant time in the United Kingdom. A form of proxy for use at the General Meeting can be found at <https://uk.investorcentre.mpms.mufig.com> (where full instructions on the procedure are given), and to be valid, must be completed and returned no later than 1:30pm on Wednesday 17 December 2025. If you are a CREST member, see the ‘Proxy appointment on CREST’ note below. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Alternatively, any form of proxy or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) no later than 1:30 pm on Wednesday 17 December 2025, by the Company’s registrar, MUFG Corporate Markets, at:

- UK-based members: FREEPOST PXS 1; or
- non-UK-based members: MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, together with, if appropriate, the power of attorney or other authority pursuant to which it is signed or a duly certified copy of that power or other authority.

Forward looking statements

This document contains certain forward-looking statements. These include statements regarding the Company's intentions, beliefs, or current expectations and those of our officers, Directors and employees concerning, amongst other things, our financial condition, results of operations, liquidity, prospects, growth, strategies, and the business we operate. These statements and forecasts involve risk, uncertainty, and assumptions because they relate to events and depend upon circumstances that will or may occur in the future. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forward-looking statements. These forward-looking statements are made only as at the date of this document. Nothing in this document should be construed as a profit forecast. Except as required by law, the Company has no obligation to update the forward-looking statements or to correct any inaccuracies therein.

Advisers

Beaumont Cornish Limited ("**Beaumont Cornish**") is the Company's Sponsor as defined in the FCA Listing Rules and is authorised and regulated by the FCA. Beaumont Cornish is acting exclusively for the Company and for no one else in relation to the matters described in this document and is not advising any other person and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to clients of Beaumont Cornish, or for providing advice in relation to the contents of this document or any matter referred to in it.

Clear Capital Markets Limited ("**Clear**") has been appointed as broker to the Company. Clear is acting exclusively for the Company and for no one else in relation to the matters described in this document and is not advising any other person and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to clients of Clear, or for providing advice in relation to the contents of this document or any matter referred to in it.

Market Statistics & Expected Timetable of Principle Events

Market Statistics

Gross proceeds of the Loan Note subscription before expenses (Note 1)	£1,500,000
Maximum number of Existing Shareholders' New Shares	62,700,000
Gross proceeds of the Existing Shareholders' New Shares Offer before expenses (Note 2)	£188,100
Gross proceeds of the Loan Note subscription and Existing Shareholders' New Shares Offer before expenses (Notes 1 & 2)	£1,688,100
Number of Existing Ordinary Shares at the date of this document	627,388,160
Existing Shareholders' New Shares Offer shares as a percentage of the Existing Issued Share Capital (Note 2)	9.99%
Loan Note Conversion Price	0.30p
Number of Tranche 1 Conversion Shares on conversion of the Loan Notes	375,000,000
Tranche 1 Conversion Shares as a percentage of the Existing Issued Share Capital	59.77%
Aggregate number of Tranche 1 Conversion Shares and Existing Shareholders' New Shares (" Initial New Shares ")	437,700,000
Initial New Shares as a percentage of the Existing Issued Share Capital	69.77%
First Enlarged Share Capital following issue of the Initial New Shares	1,065,088,160
Initial New Shares as a percentage of the First Enlarged Share Capital	41.10%
Maximum number of Conversion Shares on full conversion of the Loan Notes (Note 1)	500,000,000
Aggregate number of maximum Conversion Shares and Existing Shareholders' New Shares (" Maximum New Shares ")	562,700,000
Second Enlarged Share Capital following issue of the Maximum New Shares	1,190,088,160
Maximum New Shares as a percentage of the Second Enlarged Share Capital	47.28%

Notes:

1. Based on the maximum subscription of £1,500,000 Loan Notes.
2. Based on the issue of the maximum of 62,700,000 Existing Shareholders' New Shares under the Existing Shareholders' New Shares Offer.

Expected Timetable of Principle Events

Announcement of the intention to raise funds	27 October 2025
Announcement that Company has raised, subject to approval by shareholders, £1.5m under mandatory Convertible Loan Notes (" Loan Notes ")	14 November 2025
Posting of this Notice of General Meeting	28 November 2025
Final results for financial period ended 30 September 2025 announced	c5 December 2025
Latest time and date for receipt of Forms of Proxy for the General Meeting	17 December 2025
General Meeting	19 December 2025
Announcement of the result of the General Meeting	19 December 2025
Admission of the Existing Shareholders' New Shares to trading	c23 December 2025
Conversion of the Tranche 1 Conversion Shares and Admission of those New Shares to trading	19 January 2026

All references to time in this document are to London time, unless otherwise stated. Any changes to the expected timetable will be notified by the Company through an announcement.

Directors & Advisors

Directors	Jonathan Roe, Non-Executive Chair Nick Beal, Chief Executive Officer James ('Jim') McColl, Non-Executive Director
Company Secretary Registered Office	Nick Beal 71-75 Shelton Street Covent Garden London WC2H 9JQ
Company Website	https://www.amigopl.com
Sponsor	Beaumont Cornish Limited 5-10 Bolton Street London W1J 8BA
Broker	Clear Capital Markets Limited 6th Floor Wilson's Corner 23-25 Wilson Street London EC2M 2DD
Legal adviser to the Company	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW
Registrar	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL

LETTER FROM THE CHAIR

AMIGO HOLDINGS PLC

(Incorporated in England and Wales with Registered No. 10024479)
Registered office: 71-75 Shelton Street, Covent Garden, London, WC2H 9JQ

26 November 2025

Directors:

Jonathan Roe – Non-Executive Chair of the Board
Nicholas Beal – Chief Executive Officer
James ('Jim') McColl – Non-Executive Director

Dear Shareholder,

Introduction

On 27 October 2025, the Company announced that it has appointed Craig Ransley (**Craig**) as a Board Consultant to help the Board identify and pursue a reverse takeover in the mining sector.

On 14 November 2025, the Company announced that Craig had successfully introduced investors that irrevocably agreed to subscribe for a £1.5 million capital raise by the Company ("**Capital Raise**") and accordingly, the Company has paid Craig the agreed fee of £200,000 which he has used to subscribe for 57,035,200 new ordinary shares of 0.25p each in the capital of the Company fully paid ("**Fee Shares**") at an issue price of 0.3507p per Fee Share. The Fee Shares were listed on the Equity Shares (Commercial Companies) Category of the Official List and admitted to trading on the Main Market for listed securities of the London Stock Exchange on 24 November 2025.

This Capital Raise will be by way of mandatory convertible loan notes ("**Loan Notes**") that will convert into ordinary shares of 0.25p each at a price of 0.3p per share fully paid ranking *pari passu* in all respects with the existing issued ordinary shares of 0.25p each in the capital of the Company ("**Ordinary Shares**"). The drawdown of the Capital Raise is conditional on the resolution set out below being approved at the General Meeting. Full conversion of the Loan Notes will result in the issue of 500,000,000 new ordinary shares ("**Conversion Shares**"). The Loan Notes are convertible in two tranches:

- i) **Tranche 1** of the Loan Notes will convert up to £1,125,000 of the Loan Notes into a maximum of 375,000,000 Conversion Shares immediately upon the later of the following dates: (i) the effective date of the new Public Offers and Admissions to Trading Regulations ("**POATRs**") which come into force on 19 January 2026; or (ii) such date on which the Company can issue new Ordinary Shares without the requirement to publish a prospectus or breaching its UK Listing Rules obligations.
- ii) **Tranche 2** of the Loan Notes, being the balance of the Conversion Shares, will convert into 125,000,000 Conversion Shares upon the earlier of the following dates: (i) following publication of a prospectus, (for instance in respect of any Reverse Takeover ("**RTO**")), or as otherwise permitted subsequently under the POATRs; or (ii) on 31 January 2027.

The Company is also seeking to raise up to £188,100 before expenses from existing shareholders through the Winterflood Retail Access Platform ("**Existing Shareholders' New Shares Offer**") through the issue of up to 62,700,000 new Ordinary Shares ("**Existing Shareholders' New Shares**"). Further details are below and full information will be published in due course.

In total, through the issue and conversion of the Loan Notes and the issue of the Existing Shareholders' New Shares, the Company is seeking to raise up to £1,688,100 ("**New Funds**"), before expenses, by the issue of an aggregate of up to 562,700,000 new Ordinary Shares ("**New Shares**") at a subscription price of 0.3p per share fully paid ranking *pari passu* in all respects with the existing issued Ordinary Shares. The issue of these New Shares, being up to 89.7% increase in the Company's issued share capital is conditional (among other things) upon the approval of shareholders to dis-apply their Companies Act 2006 pre-emption rights over such issue and the issue of the New Shares at a discount to the closing mid-market price on the day prior to the Capital Raise of more than 10%.

The purpose of this letter is to explain the background to the Capital Raise, and to convene a General Meeting of shareholders to seek their permission to authorise the Directors of the Company to issue the New Shares, without offering pre-emption rights to existing shareholders.

Background

On 17 September 2025, the Scheme Supervisors of the Company's group's ("**Group**") Scheme of Arrangement ("**Scheme**") resolved that the Scheme was completed. The Scheme required that the Company's main operating subsidiary, Amigo Loans Ltd ("**ALL**") was to liquidate all of its assets and subsequently be placed into a members' voluntary liquidation, with effectively all realised value being for the benefit of creditors under the Scheme.

On 29 September 2025, all of the Company's subsidiaries appointed joint liquidators to carry out (solvent) members' voluntary liquidations of the Company's subsidiaries ("**Subsidiaries**"). Before this process began, the Subsidiaries transferred all available cash amounting to approximately £740,000 ("**Surplus**"), to the Company. In return, the Company agreed to indemnify the liquidators and the Subsidiaries against all costs and expenses associated with winding up the affairs of the Subsidiaries and dissolving these entities by way of solvent liquidations. These costs and expenses are expected to total around £290,000, leaving the Company with approximately £450,000.

This meant that by the end of September 2025, Amigo's past had been fully dealt with and all that remained of the Group was the Company with its listing on the Equity Shares (Commercial Companies) Category of the Official List of the London Stock Exchange.

On 27 October 2025, the Company announced that it had appointed Craig Ransley as a Board Consultant. Craig was recruited to help the Board explore strategic options for the Company to remain a listed company, specifically by identifying and pursuing a reverse takeover ("**RTO**") in the mining sector.

Under Craig's consultancy agreement, the Company agreed that if Craig was able to successfully introduce investors that irrevocably agreed to subscribe for a £1.5 million capital raise by the Company, Amigo would pay Craig a fee of £200,000 ("**Fee**"). Craig agreed to use the fee to subscribe for the Fee Shares at an issue price of 0.3507p per Fee Share. On 14 November 2025 the Company announced that Craig had successfully introduced sufficient investors to complete the Capital Raise and was entitled to the Fee. Craig then subscribed for the Fee Shares.

On 24 November 2025 the Fee Shares were listed on the Equity Shares (Commercial Companies) Category of the Official List and admitted to trading on the Main Market for listed securities of the London Stock Exchange. Following the admission of the Fee shares, the total number of Ordinary Shares in the Company with voting rights is 627,388,160.

Details of the Capital Raise and the Existing Shareholders' New Shares offer

As announced on 14 November 2025, the Company conditionally secured investors that irrevocably agreed, subject to approval by shareholders at a General Meeting for the waiver of their pre-emption rights and the issue of new ordinary shares at a discount to the last closing mid-market price of more than 10% (at the time of the announcement), to subscribe for up to £1.5m of unlisted mandatory convertible loan notes ("**Loan Notes**"). There will be no interest paid on the Loan Notes. Conversion will be at 0.3p for each new ordinary share of 0.25p each of the Company fully paid ("**Ordinary Shares**").

The Loan Notes are convertible in two tranches:

- **Tranche 1** of the Loan Notes will convert up to £1,125,000 of the Loan Notes into a maximum of 375,000,000 Conversion Shares immediately upon the later of the following dates: (i) the effective date of the new POATRs which is due to come into force on 19 January 2026; or (ii) such date on which the Company can issue new Ordinary Shares without the requirement to publish a prospectus or breaching its UK Listing Rules obligations. Under the new POATRs, for companies already admitted to a regulated market, a prospectus will be required for further issuances of existing securities only if the new issue amounts to 75% or more of the existing securities over a 12-month period. The maximum number of Conversion Shares issued on conversion of the Tranche 1 of the Loan Notes represent 59.8% of the issued share capital of 627,388,160 ordinary share capital of the Company (as enlarged by the issue of the Fee Shares).
- **Tranche 2** of the Loan Notes, being the balance of the Conversion Shares, will convert into 125,000,000 Conversion Shares upon the earlier of the following dates: (i) following publication of a prospectus, (for instance in respect of any RTO, or as otherwise permitted subsequently under the POATRs); or (ii) on 31 January 2027.

The Board is fully aware of the pre-emption rights of existing shareholders, but the disproportionate expense of issuing a prospectus (estimated at over £0.5m) compared with the funds raised and the need for speed, has led it to conclude the proposed issue of the Loan Notes is the best fund-raising route at this time. The Board did consider the alternative of issuing a prospectus to allow all shareholders to participate in a fully pre-emptive offering, but the costs (estimated to be in excess of £0.5m) and time taken to do so, led them to go forward with the current fund-raising proposal. Further details of the Existing Shareholders' New Shares will be published in due course.

To ensure that existing shareholders are able to partially participate in the fund raise, the Board has agreed to offer existing shareholders the opportunity to purchase (in aggregate) up to 62,700,000 new Ordinary Shares at 0.3p per share ("**Existing Shareholders' New Shares**"), the same price as the Conversion Shares. These will be offered through the Winterflood Retail Access Platform and their issue is conditional on the General Meeting passing the Resolution. The Existing Shareholders' New Shares offer will not be underwritten. The maximum number of Existing Shareholders' New Shares represent 9.99% of the existing issued share capital of 627,388,160 ordinary share capital.

Together, the Conversion Shares and the Existing Shareholders' New Shares are the **New Shares**. The effect of the issue of the

New Shares on the Company's ordinary issued share capital is set out in the table below:

	<i>Nominal Value</i>	<i>Number of Ordinary Shares</i>	<i>Percentage Increase</i>	<i>Gross proceeds</i>
Ordinary Shares in issue before the New Shares (Existing Issued Share Capital)	£1,568,471	627,388,160		
Maximum new Ordinary Shares to be issued on conversion of the Capital Raise (Conversion Shares)	£1,250,000	500,000,000	79.7%	£1,500,000
Maximum Existing Shareholders' New Shares to be issued	£156,750	62,700,000	9.99%	£188,100
Maximum Ordinary Shares in issue after the New Shares (Enlarged Issued Share Capital)	£2,975,220	1,190,088,160		

Notes:

- (i) As of 25 November 2025 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consisted of 627,388,160 Ordinary Shares ("**Existing Issued Share Capital**").
- (ii) Once all the New Shares are issued, the Company's enlarged issued share capital will consist of 1,190,088,160 Ordinary Shares ("**Enlarged Issued Share Capital**").
- (iii) No Ordinary Shares are currently held in treasury by the Company or held by any other person on its behalf and no Ordinary Shares are currently held by any subsidiary of the Company.

The Maximum New Shares (when issued) will represent approximately 47.3% of the Enlarged Issued Share Capital.

The gross proceeds of the Loan Note subscription amounts to £1,500,000 (before expenses) and the maximum gross proceeds of the Existing Shareholders' New Shares amounts to £188,100 (before expenses). In aggregate the gross proceeds on completion of both issues is £1,688,100, before expenses, estimated at £125,100.

The net funds from the New Shares, of approximately £1,563,000 (after expenses), will be used primarily to fund the costs associated with exploring potential reverse takeover opportunities in the mining sector.

The issue of the New Shares is conditional upon:

- (i) the approval of shareholders to dis-apply their Companies Act 2006 pre-emption rights over such issue, which is being sought at the General Meeting, at a subscription price of 0.3p per share; and
- (ii) the New Shares being listed on the Equity Shares (Commercial Companies) Category of the Official List and admitted to trading on the Main Market for listed securities of the London Stock Exchange.

The New Shares may be issued in both certificated and uncertificated form and will rank *pari passu* in all respects with the Existing Issued Ordinary Shares including voting, entitlement to income and entitlement on a return of capital.

Application will be made in due course for the New Shares to be listed on the Equity Shares (Commercial Companies) Category of the Official List and to be admitted to trading on the Main Market for listed securities of the London Stock Exchange.

Proposed discount for New Shares

The Loan Note conversion price of 0.3p per share was negotiated against a backdrop of a very volatile share price of the Company. The conversion price is at a discount of 29.14% to the closing mid-market price of 0.425p on 13 November 2025, the day immediately before the details of the fund raising were announced. The following factors were taken into account by the Board:

- the new Loan Note investors were not prepared to increase the conversion price that they were willing to pay and the Company did not have available alternative investors;
- the Loan Notes and Conversion Shares are risk capital and securing the funds is a critical step to allow the Company to move forward in exploring RTO opportunities, with the resources and time to do so in a considered way;
- the Loan Note investors are expected to make a potentially meaningful contribution in the future to secure both an RTO and funding for the RTO;
- the Conversion Shares are being issued at a significant premium to the last reported unaudited net assets of £Nil as at 31 March 2025, equivalent to Nil pence per ordinary share of Amigo, and, more importantly will significantly increase the Company's unaudited cash balances to over £2m on a pro forma basis at 30 September 2025;
- the costs of issuing of a new prospectus estimated at over £0.5m, plus the time and scarcity of internal resources that would be required to offer full pre-emption rights, are considered to be disproportionate to the funds raised by the Loan Notes; and
- the proposed offer to existing shareholders to subscribe for up to 62.7m Ordinary Shares at 0.3p per share through the Winterflood Retail Access Platform should allow existing shareholders an opportunity to participate in the fund raising at the same price as the Loan Note conversion price.

Future plans and strategy

Craig brings more than 20 years' experience of building mining businesses. Further background information on Criag is set out in the Appendix to the Company's RNS published on 27 October 2025. Craig will assist the Board in identifying potential strategic opportunities in the mining space for the Company to continue as a listed company by way of a reverse takeover. The Board expects formally to appoint Craig as a director of the Company, with the title Executive Chair.

Under Craig's leadership, the Company will focus on gold and rare earth mining opportunities in Africa, principally in Tanzania and Mauritania. Craig and the new investors have strong connections in these territories and are well placed to both identify and secure mining investments to deliver value to shareholders. As mentioned above, such investment will be an RTO, which will require the production of a prospectus and shareholder approval to complete the RTO.

At this very early stage, there can be no certainty that a reverse takeover will take place and any such transaction will, among other things, require shareholder approval and a new application for listing in accordance with UK Listing Rule 7.5.

Risks

There is no guarantee an RTO will be agreed. If an RTO is agreed, it would be conditional on, among other things, the Company's shareholder approval and publication of a prospectus approved by the FCA and re-admission of the enlarged share capital to the Official List and to trading on the Main Market of the London Stock Exchange or similar such requirements for any other listing venue. The £1.5m raised by Craig is a testament to his ability to attract risk capital to back his deal making capabilities in the mining sector.

Completion of an RTO can be expected to require the issue of new shares to purchase the target business and/or to fund the same and its future development. The issue of these new shares will dilute existing shareholders percentage interest in the Company, potentially significantly.

In early August 2025, Amigo was put on notice that an existing shareholder ("**Complainant**"), purporting to represent a group of other existing shareholders, was seeking to make a claim for losses on their investments in the Company's shares. At that time, the Complainant stated that he was close to finding a solicitor to take on his case on a speculative fee recovery basis. The Company has informed the Complainant that his claims are baseless, misconceived and defamatory and the Company plans to seek recovery from him for any and all costs and losses arising from his actions. The shareholder has declined the opportunity to withdraw his allegations to avoid the cost implications for him. As at today's date, the Complainant has not notified us that he has appointed a solicitor to act for him. If any action is taken this will consume Amigo's scarce management resources and divert cash, before any cost recovery.

As noted in the Company's announcement on 30 September 2025, in preparation for the appointment of liquidators of Amigo's subsidiaries, the subsidiaries transferred all available cash (amounting to approximately £740,000), to the Company. In return, the Company agreed to indemnify the liquidators and the subsidiaries against all costs and expenses associated with winding up the affairs of the subsidiaries and dissolving these entities by way of solvent liquidations. These costs and expenses are expected to total around £290,000. However, there can be no certainty that the costs and expenses of associated with winding up the affairs of the subsidiaries and dissolving these entities will not be higher than this estimate.

General Meeting

In order to issue the New Shares, shareholders need to approve the dis-application of pre-emption rights in respect of those shares at a subscription price of 0.3p per share. The resolution is being proposed at the General Meeting as a special resolution (requiring a 75 per cent majority of votes cast) and, if passed, gives the required authority to the Directors to issue these shares, and is set out in the notice of General Meeting in this document ("**Resolution**").

The Resolution proposes that the Directors be generally and unconditionally authorised to allot and issue equity securities in connection with the issue of the New Shares up to an aggregate nominal amount of £1,406,750 which represents 89.7 per cent. of the Company's Existing Issued Share Capital at the latest practicable date at a price of 0.3 pence per share. If granted, this authority will expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 31 December 2026).

Attendance at the General Meeting

It is the Company's intention that you will be able to attend the General Meeting in person, should you so wish. The Company will also provide for shareholders to be able to listen to and view the General Meeting on a webcast and you can submit questions to the Board in advance of the General Meeting by emailing investors@amigo.me, including your full name and investor code (IVC number).

The Board may need to make further changes to the arrangements relating to the General Meeting, including how it is conducted, and shareholders should therefore continue to monitor the Company's website and announcements for any updates.

Voting

If you hold your shares through a broker or a nominee (such as Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell) you should refer to the '*Nominated persons*' note on page 13 below for information on how to vote you do not hold your shares through a broker or a nominee and would like to vote on the Resolution but cannot come to the General Meeting, please register your proxy electronically. To safeguard your ability to be able to vote on the Resolution, you are strongly encouraged to vote by proxy and to appoint the Chair of the meeting as your proxy. The Chair will cast votes in accordance with your instructions. You can register your proxy vote electronically on the Investor Centre app or at <https://uk.investorcentre.mpms.mufig.com>. See the 'Notes to the Notice and General Meeting' section commencing on page 11 for more details. Your proxy vote must be received by no later than 1:30 pm on **Wednesday 17 December 2025**.

Completion of the form of proxy will not prevent you from attending or voting at the meeting in person, should you so wish.

Recommendation

The Board considers that the Resolution to be put to you at the General Meeting is an important part of the Company's future strategy as set out above.

The Directors are very mindful of the importance of shareholders' pre-emption rights. However, the costs of a fully pre-emptive offer (estimated to be in excess of £0.5m) would have been prohibitive and substantially diminished the net funds being raised. In any event, the Company did not have available funds at this time to allocate to the preparation of a circular or prospectus. However, the Directors will enable existing shareholders to participate through the Winterflood Retail Access Platform to subscribe for the Existing Shareholders' New Shares.

The Group has been in wind-down since March 2023. The Directors primary obligation is to explore what, if any, value can be derived from the residual PLC shell. The Capital Raise provides the funds to continue to explore possible reverse takeover opportunities to create potentially some residual value attributable to shareholders.

Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution, as they intend to do themselves in respect of their own beneficial holdings of 1,316,883 Ordinary Shares, representing 0.21% of the Existing Issued Share Capital.

Yours faithfully

Jonathan Roe

Non- Executive Chair of the Board

Notice of General Meeting

Notice is hereby given that a general meeting ("**General Meeting**") of Amigo Holdings PLC ("**Company**") will be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU on Friday 19 December 2025 at 1:30 pm to consider and, if thought fit, to pass the following resolution as a special resolution.

Special Resolution: Authority for issue of new shares and disapplication of pre-emption rights

That the Directors be generally and unconditionally authorised:

- A) for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares: up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £1,406,750 at a subscription price of 0.3p per share (being 562,700,000 ordinary shares).
- B) (pursuant to sections 570(1) and 573 of the Act) to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to A) above, as if section 561 of the Act did not apply to any such allotment or sale

The authorisations in A and B above to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 31 December 2026), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

Nicholas Beal

Company Secretary
26 November 2025

Registered Office:

71-75 Shelton Street
Covent Garden
London
WC2H 9JQ

Notes to the Notice and General Meeting (including in relation to the appointment of proxies)

Entitlement to attend and vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that: (i) in order to have the right to attend and vote at the General Meeting of Amigo Holdings PLC, which will be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU on Friday 19 December 2025 at 1:30pm; and (ii) for the purposes of determining how many votes a person entitled to attend and vote may cast, a person must be entered on the register of members of the Company at close of business on Wednesday 17 December 2025 or, in the event of any adjournment, at close of business on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

The Board has put in place arrangements for a General Meeting to enable the shareholders to engage in the process. Shareholders will be able to listen to and view the General Meeting on a webcast. Details of the webcast will be made available on the Company's website (www.amigopl.com). Shareholders listening to and viewing the General Meeting on the webcast will not be counted as being present at the General Meeting and, therefore, will not be able to vote, speak or ask questions. Shareholders can instead submit their vote by proxy (see note below) and submit questions to the Board in advance of the General Meeting by emailing investors@amigo.me by no later than 1:30pm on Wednesday 17 December 2025, including their full name and investor code (IVC number).

We strongly encourage shareholders to vote on the Resolution in advance of the General Meeting by completing an online proxy appointment form appointing the Chair of the General Meeting as your proxy, as outlined below. The Chair will cast votes regarding your shareholding in accordance with your instructions.

The Board will keep the situation under review and may need to make further changes to the arrangements relating to the General Meeting, including how it is conducted, and shareholders should therefore continue to monitor the Company's website and announcements for any updates.

If you hold your shares through a broker or a nominee (eg Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell, etc) you should refer to the 'Nominated persons' note below for information how to attend the meeting and vote.

Appointment of proxies

If you hold your shares through a broker or a nominee (eg Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell etc) you should refer to the '*Nominated persons*' note on page 13 below.

A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, to speak and to vote at the General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. If a proxy appointment is submitted without indicating how the proxy should vote on the Resolution, the proxy will have discretion as to whether and, if so, how he/she votes. A proxy need not be a member of the Company.

In case neither you, nor any person you might appoint to vote on your behalf, other than the Chair of the meeting is able to attend the meeting in person, you are strongly encouraged to vote by proxy and to appoint the Chair of the meeting as your proxy. To register your proxy vote electronically, go to <https://uk.investorcentre.mpms.mufig.com> or use the Investor Centre app (see below). If you need a hard copy form of proxy, please contact MUFG Corporate Markets, our registrar, by email at shareholderenquiries@cm.mpms.mufig.com or on 0371 664 0300 (callers from overseas should call +44(0) 371 664 0300). Lines are open between 9.00 and 17.30 Monday to Friday excluding public holidays in England and Wales. Within 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.

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.mufig.com/>.



To be valid a member must appoint a proxy or proxies electronically on the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com> (where full instructions on the procedure are given) with the appointment being received by no later than 1.30pm on Wednesday 17 December 2025. If you are a CREST member, see the 'Proxy appointment on CREST' note below. Alternatively, any form of proxy or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) no later than 1:30 pm on Wednesday 17 December 2025, by our registrar, MUFG Corporate Markets, at:

- UK-based members: FREEPOST PXS 1; or
- non-UK-based members: MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, together with, if appropriate, the power of attorney or other authority pursuant to which it is signed or a duly certified copy of that power or other authority.

Due to the potential disruption and delays to the postal service as a result of potential industrial action, we strongly recommend that you register your proxy vote electronically. If you do intend to submit a hard copy form of proxy, please ensure your form of proxy is posted sufficiently far in advance to ensure it is received before the deadline.

To change your proxy instructions, you may amend them on <https://uk.investorcentre.mpms.mufg.com> or return a new hard copy form of proxy using the methods set out above. Please contact the Company's registrar, MUFG Corporate Markets, if you require another hard copy form of proxy and return to FREEPOST PXS 1. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).

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).

Completion of an electronic or paper form of proxy (or other instrument appointing a proxy or any CREST Proxy Instruction (as described in the 'Proxy appointment on CREST' note below) will not preclude a member attending and voting in person at the meeting if he/she wishes to do so. To ensure your votes are cast in accordance with your wishes, we strongly encourage you to appoint the Chair of the meeting as your proxy as it is possible that neither you nor any other person you might appoint as your proxy will be able to attend the General Meeting in person.

A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on the Resolution; however, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" the Resolution.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Proxy appointment on CREST

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. 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(s) thereof by using the procedures described in the CREST Manual (available at www.euroclear.com) subject to the provisions of the Company's Articles of Association. 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.

In order for a proxy appointment or instruction 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 and International Limited's ("Euroclear's") 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 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 the issuer's agent, MUFG Corporate Markets (ID RA10), by the latest time(s) for receipt of proxy appointments specified in this Notice.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 provider(s) 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.

Proxy appointment on Proximity

If you are an institutional investor you may be able to appoint a proxy electronically on the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged 48 hours prior to the time appointed for the meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy using this process you will need to have agreed to Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Nominated persons

If you hold your shares through a broker or a nominee (eg Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell etc), you will need to ask your broker or nominee to submit your proxy on your behalf. We will publish a 'how to vote guide' on the Company's website. If you wish to attend the meeting in person you will need to obtain a 'letter of representation' from your broker or nominee.

Any person to whom this Notice is sent who is a nominated person under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

Appointment of corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Right to ask questions

Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Shareholders can also submit questions to the Board in advance of the General Meeting by emailing investors@amigo.me by no later than 1.30 pm on Thursday 18 December 2025. Please include your full name and investor code (IVC number). All questions received will be considered and, where appropriate, answered either ahead of or at the General Meeting.

Additional information

Copies of: the Executive Director's service agreement with the Company; and the terms and conditions of engagement of the Non-Executive Directors, are available for inspection at the Company's registered office, during normal business hours from the date of this Notice until the close of the General Meeting (Saturdays, Sundays and public holidays excepted).

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.amigopl.com.

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided 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.

As of 25 November 2025 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 627,388,160 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 627,388,160 ordinary shares.

Amigo Holdings PLC
71-75 Shelton Street
Covent Garden
London
WC2H 9JQ
www.amigoplac.com