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For immediate release

23 June 2025

**RECOMMENDED FINAL* CASH ACQUISITION
of
KINOVO PLC
by
SURESERVE COMPLIANCE HOLDINGS LIMITED**

(an indirect wholly-owned subsidiary of Sureserve Group Limited)

**to be implemented by means of a scheme of arrangement
under Part 26 of the Companies Act 2006**

Results of Court Meeting and General Meeting

On 14 May 2025, the boards of Kinovo plc ("**Kinovo**") and Sureserve Compliance Holdings Limited ("**Sureserve**") announced that they had reached agreement on the terms of a recommended final* cash offer pursuant to which Sureserve will acquire the entire issued and to be issued ordinary share capital of Kinovo (the "**Acquisition**"). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

On 23 May 2025, Kinovo published a scheme document in connection with the Acquisition setting out the terms and conditions of the Scheme and including the notices convening the Court Meeting and the General Meeting (the "**Scheme Document**").

Unless otherwise defined, all capitalised terms in this announcement have the meanings given to them in the Scheme Document. All references to times are to BST unless otherwise stated.

*Sureserve confirms that the financial terms of the Acquisition are final and will not be increased, save that Sureserve reserves the right to revise and increase the financial terms of the Acquisition if there is an announcement, on or after the Announcement Date, of a possible offer or firm intention to make an offer for Kinovo, by a third-party offeror or potential offeror.

Results of the Court Meeting and General Meeting

Kinovo is pleased to announce that, at the Court Meeting and the General Meeting held earlier today in connection with the Acquisition:

- the requisite majority of eligible Scheme Shareholders who voted and were entitled to vote (either in person or by proxy) at the Court Meeting, representing not less than 75 per cent. in value of the Scheme Shares owned by such Scheme Shareholders at the Court Meeting, voted in favour of the resolution to approve the Scheme at the Court Meeting; and
- the requisite majority of eligible Kinovo Shareholders voted in favour of the Special Resolution at the General Meeting to approve the implementation of the Scheme, including the amendments to Kinovo's articles of association,.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting contained in the Scheme Document.

The total number of Kinovo Shares in issue at 6.00 p.m. on 19 June 2025, being the Voting Record Time, was 63,361,315, with no shares held in treasury. Consequently, the total number of voting rights in Kinovo at the Voting Record Time was 63,361,315.

Voting results of the Court Meeting

The table below sets out the result of the poll conducted at the Court Meeting. Each Scheme Shareholder present (in person or by proxy) was entitled to one vote per Scheme Share held at the Voting Record Time:

	Scheme Shares Voted		Scheme Shareholders who voted		No. of Scheme Shares voted as a percentage of the total Scheme Shares eligible to be voted at the Court Meeting*
	Number	%*	Number	%*	
<i>For</i>	38,860,319	98.84%	30	76.92%***	61.33%
<i>Against</i>	454,974	1.16%	9	23.08%***	0.72%
Total	39,315,293	100.00%	33**	100.00%	62.05%

* All percentages rounded to two decimal places.

*The aggregate of Scheme Shareholder voting "for" and "against" the resolution as set out in this column exceeds the total number of Scheme Shareholders who voted because 6 registered members gave instructions for votes to be cast "for" the resolution in respect of part of their holding of Scheme Shares and "against" the resolution in respect of another part of their holding of Scheme Shares.

**Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purpose of determining the percentage of Scheme Shareholders who voted.

Voting results of the General Meeting

The table below sets out the results of the poll conducted at the General Meeting. Each Kinovo Shareholder present (in person or by proxy) was entitled to one vote per Kinovo Share held at the Voting Record Time:

	VOTES FOR**		VOTES AGAINST		TOTAL VOTES	WITHHELD VOTES***
	Number	%*	Number	%*	Number	Number
<i>Special Resolution</i>	40,694,204	98.69%	539,919	1.31%	41,234,123	15,178

* All percentages rounded to two decimal places.

** Includes discretionary votes

*** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the Special Resolution.

Effective Date and Timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2.1 and 2.2 (as set out in Part III of the Scheme Document) have been satisfied. The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions and further terms set out in the Scheme Document, including the Court sanctioning the Scheme at the Sanction Hearing and the delivery of a copy of the Court Order to the Registrar of Companies.

Kinovo expects the Court Sanction Hearing (to sanction the Scheme) to take place on 27 June 2025 at the Royal Courts of Justice, The Rolls Building, 7 Rolls Buildings, Fetter Lane, London EC4A 1NL and Kinovo expects that, subject to the satisfaction (or, where applicable, waiver) of the Conditions, the Scheme will become Effective on 1 July 2025.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 11 and 12 of the Scheme Document. If any of the expected times and/or dates above change, the revised times and/or dates will be notified to Kinovo Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Kinovo's website at www.kinovopl.com.

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Publication of this announcement

In accordance with Rule 26.3 of the Code, a copy of this announcement will be available on the Company's website at www.kinovopl.com and on Sureserve's website at <https://www.sureserve.co.uk/OfferforKinovo/> by no later than 12 noon (London time) on the Business Day following the date of this announcement. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

Disclaimers

N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom, is acting exclusively as financial adviser to Sureserve and no one else in connection with the Acquisition and will not be responsible to anyone other than Sureserve for providing the protections afforded to clients of Rothschild & Co nor for providing advice in connection with the Acquisition or any matter or arrangement referred to herein. Neither Rothschild & Co nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co in connection with the Acquisition, any statement contained herein or otherwise.

Canaccord Genuity Limited ("**Canaccord Genuity**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser and corporate broker exclusively for Kinovo and for no one else in connection with the Acquisition and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than Kinovo for providing the protections afforded to clients of Canaccord Genuity, nor for providing advice in relation to the Acquisition or any other matter referred to in this announcement.

Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer to sell or an invitation to purchase any securities; a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition otherwise; or the solicitation of any vote or approval in any jurisdiction pursuant to the or otherwise nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale

issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document) which, together with any related forms of proxy, will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document).

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set forth in this announcement since such date.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas Shareholders

The release, publication or distribution of this announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation and the AIM Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside of the UK.

The availability of the Acquisition to Kinovo Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the UK to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another person to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities law of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Sureserve or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, in whole or in part, directly or indirectly in, into, or from a Restricted Jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction and no person may vote in favour of the Acquisition by the use of any means or instrumentality, from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Scheme and the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Kinovo Shareholders who are in any doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

Further details in relation to Overseas Shareholders was included in the Scheme Document.

Additional information for US investors

The Acquisition relates to the shares of an English company with a quotation on AIM and is being made by means of a scheme of arrangement provided for under English company law. An acquisition effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Securities Exchange Act of 1934 (the "**U.S. Exchange Act**"). Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the U.S. tender offer and proxy solicitation rules. Neither the United States Securities

and Exchange Commission, nor any securities commission of any state of the United States, has approved or disapproved any offer, or passed comment upon the adequacy or completeness of any of the information included in this announcement. The financial information included in this announcement and the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) has been prepared in accordance with generally accepted accounting principles of the United Kingdom and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

If, in the future, Sureserve exercises its right, with the consent of the Panel (where necessary) and subject to the terms of the Cooperation Agreement, to implement the Acquisition by way of an Offer, which is to be made into the United States, such Offer will be made in compliance with the applicable U.S. laws and regulations.

It may be difficult for U.S. holders of Kinovo Shares to enforce their rights and any claim arising out of the U.S. federal laws in connection with the Acquisition, since Sureserve and Kinovo are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders of Kinovo Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's jurisdiction or judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Sureserve, its nominees, or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Kinovo Shares outside of the U.S., other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private Acquisitions at negotiated prices and comply with applicable law, including the U.S. Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at www.londonstockexchange.com.

U.S. Kinovo Shareholders should be aware that the Acquisition contemplated herein may have tax consequences in the U.S. and, that such consequences, if any, are not described herein. U.S. Kinovo Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding this Acquisition.

Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Sureserve and/or Kinovo contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Sureserve and/or Kinovo about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this announcement include statements with respect to the expected effects of the Acquisition on Sureserve and Kinovo, the expected timing and scope of the Acquisition, the financial condition, results of operations and business of Kinovo and certain plans and objectives of Sureserve with respect thereto and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the fact that they do not relate only to historical or current facts and may use words such as "anticipate", "target", "expect", "estimate", "forecast", "intend", "plan", "budget", "scheduled", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by Kinovo and/or Sureserve in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risk and uncertainty and other factors which may cause actual results, performance or developments to differ materially from those expressed in or implied by such, because they relate to events and depend on circumstances that will occur in the future.

Although Cap10 Partners and/or Sureserve and/or Kinovo believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. Neither Cap10 Partners nor Sureserve nor Kinovo assumes any obligation to update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

There are a number of factors which could cause actual results and developments to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ

materially from those described in the forward-looking statements include, but are not limited to: the ability to complete the Acquisition; the ability to obtain any requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms; changes in the global, political, economic, business and competitive environments and in market and regulatory forces; changes in future exchange and interest rates; changes in tax rates; future business combinations or dispositions; changes in general and economic business conditions; changes in the behaviour of other market participants; the anticipated benefits of the Acquisition not being realised as a result of changes in general economic and market conditions in the markets and jurisdictions in which Cap10 Partners, Sureserve and Kinovo operate; weak, volatile or illiquid capital and/or credit markets; changes in the degree of competition in the geographic and business areas in which Cap10 Partners, Sureserve and Kinovo operate; and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Cap10 Partners nor Sureserve nor Kinovo, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given the risks and uncertainties, you are cautioned not to place any reliance on these forward-looking statements.

Other than in accordance with their legal or regulatory obligations, neither Cap10 Partners nor Sureserve nor Kinovo is under any obligation, and Cap10 Partners, Sureserve and Kinovo expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts, profit estimates or quantified benefits statements

No statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Kinovo for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Kinovo.

Requesting hard copy documents

In accordance with Rule 30.3 of the Code, Kinovo Shareholders, persons with information rights and participants in Kinovo Share Plans may request a hard copy of this announcement (and any information incorporated by reference in this announcement) by contacting Kinovo's registrars, Neville Registrars by: (i) submitting a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD; or (ii) calling +44 (0) 121 585 1131. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Phone lines are open between 9.00 a.m. and 5.00 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales). Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by Kinovo Shareholders, persons with information rights and other relevant persons for the receipt of communications from Kinovo may be provided to Sureserve during the Offer Period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

General

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables or paragraphs may vary slightly and figures shown as totals in certain tables or paragraphs may not be an arithmetic aggregation of the figures that precede them.

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