

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions of the Company (“Resolutions”) to be voted on at the Annual General Meeting of the Company to be held on Thursday 17 July 2025. If you are in any doubt about the contents of this Document, or the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred your shares in Tooru plc (the “**Company**”), please forward this Document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# Tooru plc

*(registered in England and Wales with company number 00269566)*

## Notice of Annual General Meeting

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**Notice of the Annual General of the Company, to be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 107 Cheapside, London EC2V 6DN at 10.30 a.m. on Thursday 17 July 2025 is set out at the end of this Document.**

A Form of Proxy (“**Form of Proxy**”) for use at the meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company’s registrars, Share Registrars Ltd, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible, but in any event so as to be received not later than 48 hours before the time of the Annual General Meeting, being 10.30 a.m. **Tuesday 15 July 2025**. Please refer to the detailed notes contained in the notice of Annual General Meeting and Form of Proxy. Completion and return of the Form of Proxy will not preclude a shareholder of the Company (“Shareholder”) from attending in person and voting at the Annual General Meeting.

## LETTER FROM THE CHAIRMAN

# Tooru plc

*(Incorporated and registered in England and Wales under the Companies Act 1985, Company number 00269566)*

### *Directors*

N Lee (Non-Executive Chairman)  
S P Livingston (Chief Executive Officer)  
S Argent (Chief Financial Officer)  
M A H Peck (Chief Digital Officer)  
P Haydn-Slater (Non-Executive Director)  
A J B Philips (Non-Executive Director)

### *Registered Office*

121 Sloane Street  
London  
SW1X 9BX

20 June 2025

*To the holders of Ordinary Shares*

Dear Shareholder

## Notice of Annual General Meeting (“Notice”)

### 1. Annual General Meeting

The Annual General Meeting (“AGM”) of Tooru plc (“**Company**”) will be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 107 Cheapside, London EC2V 6DN on Thursday 17 July 2025 at 10.30 a.m. and a notice of the AGM is set out at the end of this Notice.

### 2. Resolutions

The following Resolutions will be proposed at the AGM:

#### *Resolution 1: Annual accounts*

To receive the Company’s annual accounts for the financial year ended 31 December 2024 together with the directors’ report and auditor’s report on those accounts.

#### *Resolution 2: To re-appoint the auditors*

To re-appoint PKF Littlejohn LLP as the Company’s auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.

#### *Resolution 3: To re-appoint Nicholas Lee as a director*

To re-appoint Nicholas Lee as a director who retires in accordance with article 85 of the Company’s articles of association and, being eligible, is standing for re-appointment.

Nicholas Lee has more than 30 years of experience in international investment banking and working as a company director. Mr Lee was with Dresdner Kleinwort and its antecedent firms from 1988 to 2009, starting at Kleinwort Benson Group plc and rising to Managing Director, Head of Banking, Hedge Fund Solutions Group. Previously as a Managing Director in mergers and acquisitions, Mr Lee advised leading companies from a number of different industries, including the natural resources, financial services, consumer and retail sectors. Mr Lee is currently a director of AIM-listed Smarttech247 Group plc, Mindflair plc and Huddled Group plc, as well as being involved with a number of

other companies, both listed and private. Mr Lee qualified as a chartered accountant with Coopers & Lybrand and has an MA in engineering from St John's College, Cambridge.

*Resolution 4: To re-appoint Scott Livingston as a director*

To re-appoint Scott Livingston as a director who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.

Scott founded and listed S-Ventures plc in 2020, to identify and capitalise upon investment opportunities in the high growth natural wellness sector and build a consolidated group sharing infrastructure and capital. Prior to S-Ventures, Scott was Founder and CEO of the Westlab Group, a bath and body care business he founded in 2004 and then sold in 2021, which is now a global wellness brand with factories in the UK and USA with distribution across multiple countries. Scott was previously a member of YPO, Young Presidents Association and is a serving member in various community charities. S-Ventures is his full-time role which will be with the Company from Admission.

*Resolution 5: To re-appoint Stephen Argent as a director*

To re-appoint Stephen Argent as a director who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.

Stephen is a Chartered Accountant with over 40 years' experience in both private practice and in commerce in the consumer and wellness sectors. He set up his own brand, Soupologie, and has been involved in building out financial and governance teams for both public and private companies. He is a Finance Director of a private company Nourisher Food & Drinks and has a considerable knowledge and understanding of the sectors in which the Enlarged Group will operate. S-Ventures is his current full-time role which will be with the Company from Admission.

*Resolution 6: To re-appoint Matthew Peck as a director*

To re-appoint Matthew Peck as a director who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.

Matthew is the Founder of S-Ventures-owned D2C specialist agency Market Rocket, established to identify digital opportunities for leading consumer brands, which is now a Verified Amazon Advertising Partner. Matthew became involved in eCommerce 15 years ago and founded his first online business at the age of 23, creating a software development agency that specialised in building SaaS applications for use in eCommerce ecosystems through API connections, data aggregation and analysis. Building on these successes, Matthew co-founded and operated as COO of an omnichannel global retail business with warehouses in the UK, EU & US.

*Resolution 7: To re-appoint Philip Haydn-Slater as a director*

To re-appoint Philip Haydn-Slater as a director who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.

Philip has over 35 years of experience in stockbroking and commodities with a number of well-known stock broking firms. He spent eight years as Head of Corporate Broking at WH Ireland Limited in London, where he was responsible for originating and managing equity transactions, including IPOs and secondary placings for corporate clients on AIM and other international exchanges including the Australian and Canadian stock exchanges largely in the natural resources sector. Mr Haydn-Slater has also worked in London and Sydney for various financial institutions including ABN Amro, Bankers Trust, James Capel & Co and Bain Securities (Deutsche Bank) Sydney. More recently, given his wealth of experience, he has acted as an independent director on the boards of a number of public and private companies.

*Resolution 8: To re-appoint Alexander Philips as a director*

To re-appoint Alexander Philips as a director who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.

Alex is a corporate financier and capital markets adviser with 29 years' experience advising on privatisations, mergers, acquisitions, disposals, equity and debt issuance and other corporate actions in a wide range of sectors including consumer goods. Alex worked for large integrated investment banks between 1992 and 2013, principally Credit Suisse and Morgan Stanley. After leaving Credit Suisse, Alex worked abroad leading the turnaround of the middle east operations of a family business through to the completion of its disposal in 2016. Alex currently works at an independent corporate finance advisory practice in London. Alex has worked as a non-executive director at

S-Ventures plc and, until September 2024, as Senior Independent Director of Notting Hill Genesis, one of London's largest registered housing providers. Alex has a BSc (Hons) in Economics with Politics from the University of Bristol.

*Resolution 9: Authority to allot shares*

This resolution grants the directors authority to allot shares in the capital of the Company and rights to subscribe for shares up to an aggregate nominal value of £55,939, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 19 June 2025, being the latest practicable date before publication of this notice. The directors do not have any present intention of exercising the authority conferred by this Resolution but they consider it desirable that the specified amount of authority is available for issue if appropriate. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the Resolution, whichever is the earlier.

*Resolution 10: Resolution to disapply pre-emption rights*

This Resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £55,939, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 19 June 2025. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the Resolution, whichever is the earlier.

*Resolution 11: Authority to purchase own shares*

This Resolution authorises the Company to make market purchases of its own shares. This authority is limited to 167,834,693 ordinary shares representing 10 per cent. of the Company's issued share capital as at 19 June 2025. The Directors do not have any present intention of exercising the authority conferred by this Resolution but they consider it desirable that the specified amount of authority is available for issue if appropriate. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the Resolution, whichever is the earlier.

### **3. Action to be taken by Shareholders**

Although shareholders may not be able to attend the AGM in person, shareholder participation is crucial. You can register your vote(s) for the AGM either:

- by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

In order for a proxy appointment to be valid, the proxy must be received by Share Registrars Limited by 10.30 am on Tuesday 15<sup>th</sup> July 2025.

### **4. Recommendation**

The directors believe that all of the Resolutions will promote the success of the Company for the benefit of its Shareholders as a whole. Your board will be voting in favour of the Resolutions and unanimously recommend that Shareholders vote in favour of them.

Yours faithfully

**Nicholas Lee**  
*Chairman*

# NOTICE OF ANNUAL GENERAL MEETING

## TOORU PLC

*Registered in England and Wales with number 00269566*

NOTICE is hereby given that the Annual General Meeting of RiverFort Global Opportunities plc will be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 107 Cheapside, London EC2V 6DN at 10.30 a.m. on Thursday 17 July 2025 to consider and, if thought fit, pass Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 and 11 as ordinary Resolutions and Resolution 10 as a special resolution:

### Ordinary Business

1. To receive the Company's annual accounts for the financial year ended 31 December 2024 together with the directors' report and auditor's report on those accounts.
2. To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.
3. To re-appoint as a director Nicholas Lee who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.
4. To re-appoint as a director Scott Livingston who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.
5. To re-appoint as a director Stephen Argent who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.
6. To re-appoint as a director Matthew Peck who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.
7. To re-appoint as a director Philip Haydn-Slater who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.
8. To re-appoint as a director Alexander Philips who retires in accordance with article 85 of the Company's articles of association and, being eligible, is standing for re-appointment.

### Special Business

9. **THAT**, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"): (i) up to an aggregate nominal value of £55,939, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 19 June 2025, being the latest practicable date before publication of this notice, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
10. **THAT**, subject to the passing of Resolution 9, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 9 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such

allotment, provided that this power shall be limited to:

- (a) The allotment of equity securities in connection with an offer by way of a rights issue:
  - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The allotment (otherwise than pursuant to paragraphs a) and b) above) of equity securities up to an aggregate nominal amount of £55,939.

The power granted by this Resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

11. To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.01 pence each provided that:

- (a) The maximum aggregate number of ordinary shares that may be purchased is 167,834,693 representing 10 per cent. of the Company's issued share capital as at 19 June 2025.
- (b) The minimum price (excluding expenses) which may be paid for each ordinary share is £0.0001.
- (c) The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
  - (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
  - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
    - 1. the last independent trade of; and
    - 2. the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority conferred by this Resolution shall expire 15 months from the date of passing this Resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By Order of the Board

**Miles Nicholson**  
*Company Secretary*

Dated 20 June 2025

## Notes:

### Appointment of Proxies

1. Every holder has the right to appoint some other person of their choice, who need not be a shareholder, to attend and act on their behalf (including to speak and to vote) at the meeting. If you wish to appoint a person other than the chairman of the Company, please insert the name of your chosen proxy holder in the space provided on the Proxy Form.
2. In the case of joint holders the vote of the person first named in the register of members of the Company tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. To be effective, this form, completed and signed, and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must be lodged online or at the office of the Company's registrars at: Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting.
4. In the case of a shareholder which is a company, this 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 corporation which is a member of the Company 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. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate member has appointed the Chairman of the Meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
5. To direct your proxy how to vote on the Resolutions, mark the appropriate box with an "X". The "Vote Withheld" option is provided to enable you to abstain on any particular Resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a 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 meeting.
6. In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company 48 hours (excluding non-business days) before the time appointed for the meeting or any adjournment thereof. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. To change your proxy instructions, please submit a new proxy form using the methods set out in these notes and the notes to the proxy form. To revoke your proxy, you will need to notify the Company in writing by sending a hard copy notice to Share Registrars Limited at the above address clearly stating your intention to revoke your proxy appointment, prior to the date and time set out in note 3.
8. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 7RA36) not later than 48 hours (excluding non-business days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any alterations made to the Proxy form should be initialled.
10. The completion and return of the Proxy form will not preclude a holder from attending, speaking and voting in person at the meeting. 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. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.

## OTHER INFORMATION

A copy of this Notice and other information required by section 311A of the Companies Act can be found at [www.tooruplc.com/aim-rule-26/](http://www.tooruplc.com/aim-rule-26/).

### 1. Information rights

Under the Companies Act, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act ("Nominated Persons") do not include the right to appoint a proxy. However, Nominated Persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the AGM, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act and writes to you directly for a response.

### 2. Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; and
- (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the AGM.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the AGM includes any such statement that the Company has been required to publish on its website.

### 3. Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Companies Act can require the Company:

- (a) to give to members of the Company entitled to receive Notice of the AGM, notice of a Resolution which may properly be moved, and which those members intend to move, at the AGM; and
- (b) to include in the business to be dealt with at the AGM any matter (other than a proposed Resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the AGM or if later the time at which Notice is given of the AGM.

### 4. Total voting rights and share capital

The Company has one class of authorised Ordinary Shares. The holders of Ordinary Shares are entitled to one vote per share and are entitled to one vote per share on all matters that are subject to Shareholder vote.

As at 19 June 2025 (the latest practicable date before the publication of this Notice), the issued share capital of the Company was comprised of 1,678,346,930 ordinary shares of 0.01p each with no shares held in treasury.