

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in LendInvest plc, please send this document as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass this document to the person who now holds the shares.



lendinvest

LENDINVEST PLC

(the ‘Company’)

(Registered in England and Wales with company number 08146929)

**Chair’s Letter to Shareholders and
Notice of the 2025 Annual General Meeting**

Dear Shareholder

2025 Annual General Meeting

I am pleased to invite you to our 2025 annual general meeting ('AGM'). The AGM will be held at 8.30 a.m. on Tuesday 9 September 2025 at the Company's offices at 4–8 Maple Street, London, United Kingdom, W1T 5HD.

Full details of the AGM (including how to participate in the AGM) and the resolutions that will be put to shareholders are set out in the Notice of the 2025 Annual General Meeting (the 'Notice'), which is set out on pages 4 to 8 of this document.

AGM arrangements

The AGM gives the board of directors of the Company (the 'Board') the opportunity to present the Company's performance and strategy to you and respond to your questions. Your involvement is important to us.

We encourage you to submit any questions you may have for the Board by Friday 5 September 2025, by emailing cosec@lendinvest.com. Please include your full name and your Shareholder Reference Number in your email.

The Board will give priority to answering pre-submitted questions at the AGM and any responses to these will be published on our website as soon as practicable after the AGM. Please note that where a number of very similar questions have been asked, we may group these accordingly.

You are entitled to attend the meeting in person at the Company's offices at 4–8 Maple Street, London, United Kingdom, W1T 5HD. If you would like to attend the meeting in person, we ask you to please register your intention as soon as possible by emailing us at agm@lendinvest.com (including your name and Shareholder Reference Number in the email) to help us plan appropriately.

You will be able to vote in one of three ways for each of the resolutions: 'For', 'Against' or 'Withheld'. Please note that a 'Withheld' is not a vote in law and will not be counted in the calculation of votes 'For' and 'Against' each resolution.

Voting before the meeting

If you would like to vote on the resolutions but cannot attend the AGM in person, you can exercise your right to vote in advance of the AGM by submitting your proxy appointment either electronically or by post. We encourage you to appoint the Chair of the AGM as your proxy to ensure that your vote will be validly counted.

You can submit your proxy appointments and voting instructions in advance of the AGM as follows:

- Electronically using www.sharevote.co.uk, alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk.
- By submitting a paper proxy form;
- For CREST members, by using the CREST electronic proxy appointment service;
- For institutional investors who are able to do so, by appointing a proxy electronically via the Proxymity platform – please go to www.proxymity.io.

Paper proxy votes should be sent as soon as possible and must be received by the Company's Registrar no later than 8.30 a.m. on Friday 5 September 2025 in order to be valid.

Votes submitted via Sharevote, Shareview, CREST or via the Proxymity Platform should be registered by no later than 8.30 a.m. on Friday 5 September 2025. After then, you will no longer be able to submit your proxy vote in this way.

Voting at the meeting

Shareholders attending the AGM in person will be able to vote in real time during the AGM. The return of a form of proxy will not prevent you from attending the AGM and voting in person should you wish.

Voting results

The results of the AGM will be announced through a Regulatory Information Service and will be published on our website corporate.lendinvest.com as soon as reasonably practicable following the conclusion of the AGM.

Recommendation

The Board is of the opinion that all of the resolutions which are to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and therefore unanimously recommend that you vote in favour of all the proposed resolutions, as the directors intend to do in respect of their own shareholdings.

Yours faithfully,

Stephan Wilcke

Non-Executive Chair

7 August 2025

Notice of the 2025 Annual General Meeting

Notice is hereby given that the 2025 annual general meeting of LendInvest plc (the 'Company') will be held at 8.30 a.m. on Tuesday 9 September 2025 at the Company's offices at 4–8 Maple Street, London, United Kingdom, W1T 5HD to consider, and if thought fit, pass the following resolutions.

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions, and resolutions 7 to 9 (inclusive) will be proposed as special resolutions.

Ordinary Resolutions

1. To receive the audited accounts for the financial year ended 31 March 2025, together with the directors' report and independent auditor's report on those accounts.
2. To approve the Directors' Remuneration Report for the financial year ended 31 March 2025.
3. To reappoint BDO LLP as auditor of the Company, from the end of this annual general meeting until the end of the next general meeting of the Company at which accounts are laid.
4. To authorise the Audit and Risk Committee of the Company (for and on behalf of the Board) to determine the auditor's remuneration.
5. That, in accordance with Section 366 of the Companies Act 2006 (the 'Act'), the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be generally and unconditionally authorised to:
 - a. make donations to political parties and/or independent election candidates not exceeding £50,000;
 - b. make political donations to political organisations, other than political parties, not exceeding £50,000; and
 - c. incur political expenditure not exceeding £50,000,as such terms are defined in Part 14 of the Act, such authority to expire at the end of the next annual general meeting of the Company, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £50,000 in total.
6. That the directors are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company to allot:
 - a. shares up to a maximum nominal amount or to grant rights to subscribe for, or to convert any security into shares in the Company up to a maximum nominal amount of £23,797.00 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such amount); and,
 - b. equity securities (as defined in Section 560 of the Act) of the Company up to an aggregate nominal amount of £47,594.01 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue to holders of shares in proportion (as nearly as practicable) to the respective number of shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical issues which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever (a "Rights Issue"),such authority to expire at the end of the next annual general meeting of the Company (or if earlier on 8 December 2026), save that the Company may before such expiry make any offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such expiry, and the directors may allot equity securities or grant such rights under any such offer or agreement as if this authority had not expired.

Special Resolutions

7. That, subject to the passing of resolution 6, the directors are empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authorisation under that resolution and/or to sell equity securities held in treasury for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited:
 - a. to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,139.10; and
 - b. to the allotment of equity securities or sale of treasury shares (other than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, on 8 December 2026), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if this authority had not expired.

8. That, subject to the passing of resolution 6 set out above, the directors are empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act'), in addition to any authority granted under resolution 7 above, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorisation under that resolution and/or to sell equity securities held in treasury for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be:
- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,139.10, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - b. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- each such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, on 8 December 2026), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the authority had not expired.
9. That the Company is generally and unconditionally authorised (for the purposes of section 701 of the Companies Act 2006 (the 'Act')) to make market purchases (within the meaning of section 693(4) of the Act) of shares on such terms as the directors think fit, provided that:
- a. the maximum aggregate number of shares that may be purchased is 14,278,203;
 - b. the minimum price (excluding expenses) which may be paid per share is £0.0005;
 - c. the maximum price (excluding expenses) which may be paid per share is an amount equal to the higher of:
 - i. 105% of the average of the middle market quotations for the shares as taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days preceding the date on which the share is contracted to be purchased; and
 - ii. the higher of the price quoted for the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;
 - d. this authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, on 8 December 2026) except in relation to the purchase of any shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after such date.

By order of the Board.

David Gracie

on behalf of Indigo Corporate Secretary Limited

7 August 2025

Registered Office: 4–8 Maple Street, London, United Kingdom, W1T 5HD

Company No.: 08146929

Notes

1. A shareholder who is entitled to attend and vote may appoint one or more proxies to attend and vote instead of him/her, and a proxy need not also be a member of the Company. Shareholders are able to vote by proxy as described in note 5 below. The return by a member of a duly completed form of proxy will not preclude any such member from attending in person and voting at the meeting. 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).
2. The register of Directors' interests in the Shares and copies of the Directors' service contracts and letters of appointment, other than those expiring or determinable without payment of compensation within one year, are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company by 6.30 p.m. 5 September 2025 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. Any shareholder attending the AGM will be required to submit to any reasonable requests which the Chair of the meeting may determine as necessary for the safety and security of other attendees.
4. There are set out on page 8 of this Notice, explanatory notes to the resolutions to be passed at the AGM. If you require further guidance you should contact your solicitor or financial adviser.
5. Shareholders may appoint a proxy and vote in advance of the AGM either:
 - by logging on to www.sharevote.co.uk and following the instructions. You are advised to read the terms and conditions of use carefully. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on-screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged; or
 - by completing a hard copy form of proxy and returning to the Company's Registrar, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. For additional forms you may call Equiniti on +44 (0) 371-384-2030 (if calling from outside the UK please ensure the country code is used). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales; or
 - 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; or
 - if you are an institutional investor, by appointing a proxy electronically via the Proxymity platform if you are able to do so. For further information regarding Proxymity, please refer to note 9 below.

For a proxy appointment to be valid, an appointment must be received by no later than 8.30 a.m. on 5 September 2025 (or, if the AGM is adjourned, no later than 48 hours before the time of any adjourned meeting, excluding non-working days).

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence.
7. A member may appoint more than one proxy, who may be the same person, in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrar, Equiniti (CREST participant ID RA19) not later than 48 hours before the time fixed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 8.30 a.m. on 5 September 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
10. All members who hold shares have a right, subject to the provisions of Section 338 of the Companies Act 2006, to require the Company to give to members of the Company entitled to receive notice of the next annual general meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting. In addition, members may, subject to the provisions of Section 338A of the Act, request the Company 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. Such requests must be received by the Company not less than six weeks prior to the AGM.
11. Any electronic address provided either in this Notice or any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.

Explanatory Notes

Resolution 1 – Report and accounts

The Directors will present the audited financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' reports and the auditor's report on those financial statements.

Resolution 2 – Remuneration report

Shareholders will have an opportunity to cast an advisory vote on the Directors' remuneration report for the financial year ended 31 March 2025. The report is set out in full on pages 45 to 49 of the Annual Report.

Resolutions 3 and 4 – Re-appointment of auditor and fixing of auditor's remuneration

At every AGM at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. Resolution 3 proposes that BDO LLP be re-appointed as the Company's auditor to hold office until the next AGM. Resolution 4 proposes that the Company's Audit and Risk Committee (for and on behalf of the Board) are authorised to set the auditor's remuneration.

Resolution 5 – Authority to make political donations

The Company's policy is that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party. The authorities being requested from shareholders are not designed to change this. However, the Act defines political donations very broadly and, as a result, covers activities that form part of normal relationships, and which are accepted as a way of engaging with stakeholders and opinion formers to ensure that companies' issues and concerns are considered and addressed. Activities of this nature are not designed to support any political party or to influence public support for a particular party and would not be thought of as political donations in the ordinary sense of those words. The resolution, if passed, will give the Directors' authority until the conclusion of the annual general meeting of the Company in 2024 to make donations and incur expenditure which might otherwise be caught by the terms of the Act, up to an aggregate amount of £50,000 for the Company and for subsidiary companies.

Resolution 6 – General authority to allot new shares

Resolution 6, if passed, will grant authority for the Directors to issue new shares within the best practice limits set by The Investment Association. The authority set out in paragraph (a) would permit allotments of new shares up to approximately one-third of the current issued share capital. The authority set out in paragraph (b) would permit allotments of new equity securities up to approximately two-thirds of the current issued share capital but would apply only in the case of an allotment of shares made pursuant to a Rights Issue.

Resolutions 7 and 8 – General authority to disapply pre-emption rights

If passed, resolution 7, which is proposed as a special resolution, will disapply the statutory pre-emption provisions that otherwise restrict Directors from issuing new shares other than pursuant to a rights issue. The relaxation of the statutory restriction proposed in this resolution would apply to 10% of the Company's current issued share capital.

If passed, resolution 8, which is also proposed as a special resolution, will enable an additional 10% of the Company's current issued share capital to be issued without applying the statutory pre-emption requirements where the share issue is proposed in connection with an acquisition or capital investment.

For both resolutions 7 and 8, paragraph (b) allows for an additional 2% of the Company's issued share capital to be offered to holders of securities not allocated shares under issues made pursuant to paragraph (a) of each resolution by way of a follow-on offer.

The Company's Board confirms that, should the authorities conferred under resolutions 7 and 8 be utilised, it will follow the shareholder protections and expected features for any follow-on offer as outlined in Part 2B of the Pre-Emption Group Statement of Principles, issued in November 2022.

Resolution 9 – General authority to purchase the Company's shares

Resolution 9, which is proposed as a special resolution, will, if passed, enable the Company to purchase up to 10% of the Company's existing Shares.