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KELSO GROUP HOLDINGS PLC

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Kelso Group Holdings PLC
14 May 2026

The information contained within this announcement (together with its Appendix, this "Announcement") is deemed by the company to constitute inside information stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended) ("UK MAR"). Upon the publication of this Announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

14 May 2026

Kelso Group Holdings Plc

("Kelso" or the "Company")

Result of Placing and Subscription

Further to the announcement published on 13 May 2026, Kelso, the main market listed acquisition vehicle, is pleased to announce that it has conditionally raised approximately 5 per cent. of the existing issued share capital of the Company, through the placing of 17,833,334 new ordinary shares ("Placing Shares") and the subscription for 3,833,332 new ordinary shares ("Subscription Shares") at an issue price of 3.0 pence per share (the "Issue Price") (the "Fundraising"). In aggregate, the Placing Shares and Subscription Shares represent gross proceeds of £650,000.

Kelso will use the net proceeds from the Fundraising to expand its current investment portfolio into identified opportunities which will improve the balance of risk versus reward.

The Company has made an application to admit the new ordinary shares to the Official List of the FCA and to the Main Market (Standard List) of the London Stock Exchange ("LSE"). It is expected that settlement for the Placing Shares and Subscriptions Shares, and Admission, will become effective at 8:00 a.m. on 18 May 2026, and that dealings in the Placing Shares and Subscription Shares will commence at that time. The Placing Shares and Subscription Shares, when issued, will be fully paid and will rank pari passu in all respects with the existing issued Ordinary Share of the Company, including, without limitation, the right to receive all dividends and other distributions declared, made or paid in respect of the existing issued Ordinary Shares after Admission.

Following Admission, the total number of Ordinary Shares and voting rights in the Company will be 464,069,995. This figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

Sir Nigel Knowles, Chairman, Kelso said: *"We are pleased to have received continued support from our shareholders for this fundraising. As a management team, Kelso believes significant opportunities are present in the UK market which present upside value for our shareholders and we look forward to updating holders on new investments in due course, once the investments represent approximately 10 per cent of Kelso's gross investments, the threshold for announcement."*

About Kelso

Kelso Group Holdings Plc ("Kelso") is a main market investment vehicle, backed by over 75 investors known to the Board alongside a small number of institutions. The Board own approximately 17 per cent of Kelso and between them have more than 150 years of experience in UK listed companies, across fund management, private equity, corporate finance, law and M&A advisory. Kelso's strategy is to hold a concentrated portfolio of fewer than ten UK companies, each of which it considers to be among the most attractive opportunities in the UK small and mid-cap market. Kelso invests only in established, profitable businesses, predominantly market leaders with strong balance sheets. Kelso does not invest in early stage, speculative or highly cyclical businesses and does not seek resources sector exposure.

Kelso's aim is to generate market leading compounded annual returns for shareholders. The Board is closely aligned with shareholders through its substantial equity ownership. Kelso was established in January 2023 and has raised equity at 2p, 2.5p and subsequently at 3p on three occasions.

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