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10 September 2026

Kelso Group Holdings Plc

(“Kelso” or the “Company”)

Retail Offer

Summary

- Kelso announces a conditional retail offer of new Ordinary Shares via RetailBook;
- The Issue Price for the new Ordinary Shares is 3.3 pence per new Ordinary Share, representing a discount of 5.7 per cent to the closing mid-price of the Company’s existing Ordinary Shares on 9 September 2026;
- Investors can take part through RetailBook’s partner network of retail brokers, wealth managers and investment platforms, (subject to such partners’ participation);
- Applications for new Ordinary Shares through these partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as General Investment Accounts (“GIAs”);
- The Retail Offer is available to both existing shareholders and new investors;
- There is a minimum subscription of £250 per investor in the Retail Offer;
- No commission will be charged by RetailBook on applications to the Retail Offer; and
- UK Investors that wish to receive alerts for future RetailBook transactions should sign up here: <https://www.retailbook.com/investors>.

For the avoidance of doubt, defined terms used in the ‘Summary’ section shall have the meanings given to them as defined below.

The Retail Offer

Kelso (LSE: KLSO), the Main Market listed investment vehicle holding a concentrated portfolio of around ten UK-listed small and mid-cap companies is pleased to announce a conditional retail offer of new ordinary shares in the capital of the Company ("**Ordinary Shares**") via RetailBook (the "**Retail Offer**") at an issue price of 3.3 pence per new Ordinary Share (the "**Issue Price**"), being a discount of 5.7 per cent to the closing mid-price of the Company's existing Ordinary Shares on 9 September 2026. The Company is also conducting a placing of new Ordinary Shares to institutional investors (the "**Placing**") and subscription from existing investors (the "**Subscription**"), as announced by the Company earlier today. For the avoidance of doubt, the Retail Offer is not part of the Placing or the Subscription.

The Retail Offer is conditional on the new Ordinary Shares to be issued pursuant to the Retail Offer and the Placing being admitted to listing in the Equity Shares (Commercial Companies) category of the Official List of the Financial Conduct Authority (the "**FCA**") and admitted to trading on the main market for listed securities of London Stock Exchange plc ("**Admission**"). Admission is expected to take place at 8:00 a.m. on 21 September 2026.

The Retail Offer will not complete unless the Placing has also completed.

The Company will use the net proceeds to increase its exposure to some of its developing holdings and other identified investment opportunities, to ensure the portfolio remains appropriately focussed but balanced.

Reason for the Retail Offer

The Company values its retail shareholder base and believes that it is in the best interests of shareholders as well as wider stakeholders, to provide retail and other interested investors the opportunity to participate in the Retail Offer.

The Retail Offer is open to eligible investors resident and physically located in the United Kingdom following release of this announcement. The Retail Offer is expected to close at 5:00 p.m. on 16 September 2026 and may close earlier at the discretion of the Company or if it is oversubscribed.

Investors can participate through RetailBook's partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation.

Applications for new Ordinary Shares through participating partners can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. Investors wishing to apply using their ISA, SIPP or GIA should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process and any relevant fees or charges.

The new Ordinary Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

Brokers wishing to offer their customers access to the Retail Offer and future RetailBook transactions, should contact partners@retailbook.com. UK Investors that wish to receive alerts for future RetailBook transactions should sign up here: <https://www.retailbook.com/investors>.

Eligibility for the Retail Offer

The Retail Offer is available to new and existing shareholders of the Company. To be eligible to participate in the Retail Offer, applicants must be a customer of a participating partner.

Eligible investors wishing to subscribe for new Ordinary Shares should contact their investment platform, retail broker or wealth manager to confirm if they are participating in the Retail Offer.

Some partners may only accept applications from existing shareholders and/or existing customers.

There is a minimum subscription of £250 per investor. The terms and conditions on which investors subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges. Note, no commission will be charged to investors by RetailBook in connection with the Retail Offer.

The Company reserves the right to scale back any order under the Retail Offer at its discretion. The Company reserves the right to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

It is a term of the Retail Offer that the aggregate value of the shares available for subscription at the Issue Price does not, unless further allocations are agreed by the Company at its discretion, exceed £1,000,000.

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for new Ordinary Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the new Ordinary Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of your investment in the Company and any income from it is not guaranteed and can go down as well as rise due to stock market and currency movements. When you sell your investment, you may get back less than the amount originally invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

This announcement should be read in its entirety. In particular, the information in the “Important Notices” section of the announcement should be read and understood.

Enquiries

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Further information on the Company can be found on its website at <https://kelsopl.com/>.

Important Notices

The contents of this announcement, which has been prepared by and is the sole responsibility of the Company, have been approved by Retail Book Limited ("**RetailBook**") solely for the purposes of section 21(2)(b) of FSMA.

The Retail Offer is offered in the United Kingdom under an exemption from the requirement to publish a prospectus contained in Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024. As such, there is no need for publication of a prospectus pursuant to the FCA Prospectus Rules: Admission to Trading on a Regulated Market Sourcebook, or for approval of the same by the FCA. The Retail Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the FCA (or any other authority) in relation to the Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the FCA Disclosure Guidance and Transparency Rules and UK MAR.

This announcement is not for publication or distribution in or into the United States. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**"), and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The new Ordinary Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for new Ordinary Shares in Australia, Canada, New Zealand, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Retail Book expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the FCA, the London Stock Exchange or applicable law.

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No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The new Ordinary Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

No other documents or materials are incorporated into, or form part of this financial promotion and RetailBook has not carried out any verification or due diligence in respect of any such other documents.

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