

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO CINDRIGO HOLDINGS LIMITED AND RESOLUTIONS TO BE PROPOSED AT A GENERAL MEETING ON WHICH YOU ARE BEING ASKED TO VOTE.

If you are in any doubt about the contents of this document you are recommended to seek your own independent financial advice immediately from your stockbroker, bank, legal adviser, accountant, or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your Existing Shares in the Company, please send this document and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

CINDRIGO HOLDINGS LIMITED

*(a company incorporated in Guernsey with registration number
59383)*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company set out on pages 3 to 4 of this document, which contains the recommendation of the Directors that you vote in favour of the shareholder resolutions to be proposed at the extraordinary general meeting of the Company, described further below.

Notice of the extraordinary general meeting of the Company (the "**EGM**"), to be held at 11.00 am. on 24th **October 2025** at The Sloane Club, 60 Lower Sloane Street, London SW1W 8BP is set out at the end of this document. Your attention is also drawn to the section entitled "Action to be taken" on page 5 of this document.

Shareholders are requested to make a Proxy Appointment by one of the following methods: (i) by Proxy Form by post, by courier or by hand to the Company Secretary Cindrigo Holdings Limited, Suntera (Guernsey) Limited, 1st and 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW or by email to rmt@cindrigo.com in either case as soon as possible and in any event not later than 11am local time on 24th October 2025; or (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service (details of which are contained in this document) to Avenir Registrars, (ID RA20), as soon as possible and in any event not later than 11am on 22nd October 2025.

Completion of a Proxy Appointment does not preclude a Shareholder from subsequently attending and voting at the EGM in person if he/she so wishes.

CONTENTS

Letter from the Chairman of Cindrigo Holdings Limited	3
---	---

Notice of Extraordinary General Meeting	7
---	---

Enclosures:

Proxy Form

EXPECTED TIMETABLE

2025

Date of this document	13th October
-----------------------	--------------

Latest time and date for receipt of Form of Proxy	11am on 22nd October
---	----------------------

Extraordinary General Meeting	11am on 24 th October
-------------------------------	----------------------------------

LETTER FROM THE CHAIRMAN

Cindrigo Holdings Limited

(a company incorporated in Guernsey with registration number 59383)

Directors	Registered Office
Jörgen Andersson (Chairman)	1st & 2nd Floors Elizabeth House Les Ruettes Brayes St Peter Port Guernsey GY1 1EW
Lars Guldstrand	
Dag Andresen	
Mustaq Patel	
Johan Glenmo	
Alan Boyd	
Jack Clipsham	

13th October 2025

Dear Shareholder,

I am pleased to confirm that we are about to make what we will be the final submission of our prospectus to the FCA for approval and we will then be able to make a formal application to the Financial Conduct Authority (“**FCA**”) in the UK to be admitted to the Official List and to trading on the Main Market Equity Shares (Commercial Companies) sector, of the London Stock Exchange (the “**Admission**”). I am writing to you with details of an Extraordinary General Meeting of Cindrigo Holdings Limited, (the “**Company**”) which we will be holding at The Sloane Club, 60 Lower Sloane Street, London, SW1W 8BP on 24th October 2025 at 11am (the “**Meeting**” or the “**EGM**”)

1. Reason for the Meeting

In order to satisfy the conditions imposed on the Company by the Listing Rules in connection with its eligibility to list, the Company is undertaking a pre-admission conditional fundraising to raise at least £2,000,000 to meet working capital requirements and set an opening price of the shares on Admission. The Company’s existing share issuance authorities are not sufficient to allot the shares and accompanying warrants to be issued in connection with the conditional fundraising and Admission and to settle some historical obligations that are triggered by Admission. The Company needs the approval of Shareholders to allow sufficient shares and subscription rights to be issued. I attach a notice of Extraordinary General Meeting of the Company to be held in London on 24th October 2025 at which resolutions will be proposed to grant the required issuance authority and disapply pre-emption rights to enable us to progress and effect the Admission.

In addition to the issuance authority, to which I refer above, a resolution (the “**Resolution 3**”) will also be proposed to restructure the Company’s share capital so that the nominal value of each share is £0.01 rather than the current nominal value of £2.667609 which is very cumbersome when dealing with share issues. For the avoidance of doubt, this will not have any impact on the number or value of shares held by each shareholder, but the existing shares will be split into one ordinary share of 1p each and one deferred share of £2.657609 each. The rights attaching to the deferred shares, which will be set out in amended articles of incorporation, make them virtually worthless and they are merely a technical device to lower the nominal value of the shares that shall be the subject of Admission from

an administrative /accounting perspective without affecting their market value or changing the holdings of shares of each shareholder.

This will also require an amendment to the Articles of Incorporation of the Company, which will also require your approval as further set out in Resolution 3 in the Notice of Meeting.

Also attached is a form of proxy for use at the EGM if you are unable to attend the meeting in person. If you are unable to attend, please lodge your proxy as explained on the form.

Once the EGM has been held, we will have the authority to complete the placing and will then be able to publish the prospectus and submit our listing application. We anticipate Admission to take place shortly thereafter.

2. Action to be taken

Whether or not you intend to attend the EGM, you should ensure that your Proxy Appointment (and any relevant supporting documents) are returned to the Company by one of the following means:

- By Proxy Form, by post, by courier or by hand to the Company Secretary, Cindrigo Holdings Limited, Suntera (Guernsey) Limited, 1st and 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW or by email to rmt@cindrigo.com or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice; and
- in each case, the Proxy Appointment must be received on behalf of the Company as soon as possible and, in any event, not later than 11am on 22nd October 2025.

Completion and return of the Proxy Appointment will not affect a Shareholder's right to attend, speak and vote at the EGM.

If you are in any doubt about your position, you should consult your professional adviser.

3. Recommendations

The Directors believe that all of the proposed Shareholder resolutions contained in the Notice are likely to promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of all the Shareholder resolutions being proposed at the EGM, as the Directors themselves intend to do in respect of their combined shareholdings of 28,309,423 shares, representing 10.66 per cent. of the entire issued share capital of the Company.

Yours sincerely

Jörgen Andersson
Chairman
Cindrigo Holdings Limited
13th October 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Cindrigo Holdings Limited (Guernsey Registration Number: 59383) (the “**Company**”) will be held at 11 am on 24th October 2025 at The Sloane Club, 60 Lower Sloane Street, London SW1W 8BP (the “**EGM**”)] for the following purposes:

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following Resolutions as ordinary or special resolutions of the Company, as stated below:

Ordinary Resolution:

1. That, in addition to any existing authorities granted to the directors of the Company prior to the date of the passing of this resolution, the Board be and are, in accordance with article 19.2 of the Articles of Incorporation of the Company (the “**Articles**”), authorised to execute all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**Relevant Securities**”) in connection with:
 - a. the issuing of shares pursuant to the open offer of the Company carried out in 2024 up to an aggregate nominal amount of (following the passing of Resolution 3, below) £1,074,619.62;
 - b. the issuing of warrants or other rights to subscribe for shares of the Company up to an aggregate nominal amount of (following the passing of Resolution 3, below) £630,000;
 - c. the issuing of shares pursuant to a conditional fundraising of shares to be conducted by the Company in connection with the Admission up to an aggregate nominal amount of (following the passing of Resolution 3, below) £333,333;
 - d. the grant to employees, consultants or directors of the Company or any of its subsidiaries of rights to subscribe for shares with an aggregate nominal value of up to (following the passing of Resolution 3, below) £180,750 by way of options, provided that no rights to subscribe for shares may be granted under this authority if at the date of grant of those rights, the number of shares over which such rights are granted, when aggregated with the number of shares over which rights have been previously granted pursuant to his authority would exceed ten per cent. of the nominal value of the issued share capital of the Company;
 - e. the allotment of Relevant Securities with an aggregate nominal amount of up to (following the passing of Resolution 3, below) £3,333,196.24 in the capital of the Company in connection with an acquisition by the Company of shares in any other company or the acquisition of any business by the Company;
 - f. the allotment otherwise than pursuant to paragraphs 1(a) to (e) above of Relevant Securities up to an aggregate nominal amount of (following the passing of Resolution 3, below) £3,333,196.24 for cash,

and unless previously renewed, revoked, varied or extended, this authority will expire on the earlier of the date occurring 15 months from the date of the passing of this resolution or the date of the next annual general meeting of the Company, save that the Company may at any time before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Board may allot Relevant Securities in pursuance of such an offer or agreement as if this authority had not expired.

This authority is in addition to all unexercised authorities previously granted to the directors to allot shares or grants rights to subscribe for or convert securities into shares.

Special Resolutions:

2. Waiver of Pre-Emption Rights

That, in accordance with article 20.9 of the Articles, the provisions of article 20.1 of the Articles shall not apply to the allotment of Equity Securities (as defined in the Articles) which are allotted by the Board pursuant to the authorities given to them pursuant to resolution 1 above and unless previously renewed, revoked, varied or extended, this authority will expire on the earlier of the date occurring 15 months from the date of the passing of this resolution or the date of the next annual general meeting of the Company, save that the Company may at any time before such expiry make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Board may allot Equity Securities in pursuance of such an offer or agreement as if this authority had not expired.

3. Amendment of the Articles and Reorganisation of Share Capital

That:

3.1 the Articles be amended by:

a. Inserting the following definitions in the appropriate alphabetical order:

Deferred Shares	deferred shares of £2.657609 each in the capital of the Company with the rights and restrictions set out in these Articles
Ordinary Shares	ordinary shares of 1p each in the capital of the Company with the rights and restrictions set out in these Articles attaching to shares

; and

b. the insertion of the following new article as Article 4A:

“4A Deferred Shares

Notwithstanding any other provisions of these Articles Deferred Shares shall not confer on the holders of the Deferred Shares:

- (a) the right to receive notice of, attend or vote at any general meeting of the Company; or
- (b) the right to receive any dividend or distribution declared or made by the Company, save that on a winding up of the Company where the total value of assets to be delivered to shareholders is at least £300,000,000, the holders of Deferred Shares shall (in respect of such Deferred Shares only) be entitled to receive a total of one penny in aggregate (as a class), payment of which may be made to any holder of Deferred Shares on behalf of the class."

3.2 Subdivision and Redesignation of Existing Shares

That, in accordance with the Companies (Guernsey) Law 2008 and the Articles, each of the existing shares of £2.667609 in the issued share capital of the Company be subdivided into and redesignated as:

- (a) 1 ordinary share of 1p, such share having the same rights and being subject to the same restrictions (save as to nominal value) as the existing shares of £2.667609 each in the capital of the Company as set out in the Articles for the time being; and
- (b) 1 deferred share of £2.657609, such share having the rights and restrictions set out in Article 4A as inserted by resolution 3.1 above.

4 Ratification of acts of directors

All actions and proceedings heretofore taken by the directors and the Company in the allotment and issue of shares in the Company and the grant of rights to subscribe for or to convert any security into shares of the Company be and are hereby ratified, confirmed, and approved.

By Order of the Directors

Suntera (Guernsey) Limited
Secretary
13th October 2025

Notes:

- a. A Shareholder entitled to attend, speak and vote at the EGM is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the EGM instead of him/her (the "**Proxy Appointment**"). A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the EGM provided that such proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder.
- b. Form(s) of proxy (the "**Proxy Form(s)**") is (are) enclosed for use by Shareholders to complete, sign and return. Completion and return of the Proxy Form(s) will not prevent a Shareholder from subsequently attending the EGM (or any adjournments) and voting in person if he/she so wishes. To appoint more than one proxy to vote in relation to different Shares within your holding please follow the instructions set out in the Proxy Form.

c. In order to be valid a Proxy Appointment must be made by one of the following methods:

- a. by Proxy Form, by post, by courier or by hand together with any power of attorney or other authority under which it is executed (or a copy of such power of attorney or authority) certified to be a true copy by a notary or other professional to the Company Secretary at Cindrigo Holdings Limited, Suntera (Guernsey) Limited^{1st} and 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW or by email to rmt@cindrigo.com
- b. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and, in each case, it must be received as soon as possible and, in any event, not later than 11am on 22nd October 2025 or (which, in any event, shall be at least 48 hours before the time fixed for the EGM or any adjournment). A Proxy Appointment may be given by email or other electronic method. However, a Shareholder that appoints a person to act on its behalf under any power of attorney or other authority must return by post, by courier or by hand such power of attorney or other authority (or a notarial certified copy thereof) to the Company Secretary as soon as possible and in any event not later than 11am on 22nd October 2025 (or which, in any event, shall be at least 48 hours before the time fixed for the EGM or any adjournment) or, in the case of a poll taken not more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of a poll.

- d. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CREST Cos specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, Avenir Registrars, (ID RA20) by the latest time(s) for receipt of proxy appointments specified above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that CREST Co does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and

timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.

- e. No Shareholder will be entitled to be present or vote at the EGM (or any adjournment) either personally or by proxy unless their name appears on the register of members of the Company as at 11am on 22nd October 2025. Changes to the 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 EGM (or any adjournments). This record time is being set for voting at the meeting (and any adjournments) because the procedures for updating the register of members in respect of Shares held in uncertificated form require a record time to be set for the purpose of determining entitlements to attend and vote at the EGM.
- f. Any corporation which is a Shareholder may, by a resolution of its board or other governing body of officers authorised by such body, authorise such person or persons as it thinks fit to act as its representative at any general meeting of the Company and the person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual Shareholder of the Company.
- g. The quorum for the EGM will be two Shareholders present in person, by proxy or by corporate representative. If a quorum is not present within half an hour from the time appointed for the EGM, or if during the EGM such a quorum ceases to be present, the EGM, shall stand adjourned to such day, time and place as the chairman of the EGM may determine and, if at such adjourned EGM a quorum is not present within fifteen minutes from the time appointed for the holding of the EGM, the EGM shall be dissolved.
- h. Resolution 1 is to be proposed at the EGM as an ordinary resolution and will be passed conditional on obtaining more than 50 percent of the total number of votes cast by those entitled to vote in respect of the ordinary resolution. Resolution 2 is to be proposed at the EGM as a special resolution and will be passed conditional on obtaining at least 75 per cent. of the total number of votes cast by those entitled to vote in respect of the special resolution.
- i. By attending the EGM, a Shareholder expressly agrees they are requesting and willing to receive any communications made at the EGM.
- j. Information about this meeting is available on the Company's website, www.cindrigo.com.
- k. As at close of business on 10th October 2025 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 262,972,115 shares of £2.667609 each. Each Share carries (on a vote conducted by way of a poll) the right to one vote at a general meeting of the Company and therefore the total voting rights in the Company as at close of business on 10th October 2025 is 262,972,115.