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 personal financial advice immediately from, if you are in the United Kingdom, your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Servicesand Markets Act 2000 or, if you are not in the United Kingdom, an appropriately authorised independent financial adviser. If you have sold or transferred all your ordinary shares in Sorted Group Holdings plc, please pass this document and the accompanying proxy form to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Sorted

27 August 2025

Dear Shareholder,

2025 ANNUAL GENERAL MEETING

Following completion of the audit of the results of Sorted Group Holdings plc (the "Company") for the financial year ended 31 December 2024, the Board is now pleased to confirm that this year's Annual General Meeting of the Company ("AGM") will be held at the offices of Turner Pope Investments, 3 Queen Street, London, W1J 5PA on Thursday 25 September 2025 at 9.00 a.m.

The notice of AGM

The notice convening the AGM is set out on pages 5 to 9. An explanation of the business to be considered at the meeting, including information on the director standing for re-election, is contained on pages 2 to 4.

Recommendation

The Board recommends that shareholders vote in favour of all of the resolutions being proposed at the AGM, each of which they consider to be in the best interests of shareholdersas a whole.

Proxy form

Please complete and return the proxy form, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 9.00 a.m. on 23 September 2025. Further information on the various ways you can appoint a proxy is given in notes (3) to (13) of the Explanatory Notes to the notice of AGM on pages 7 to 9. The completion and return of a proxy form will not preclude you from attending and voting at the AGM.

Yours sincerely,

Simon Wilkinson
Chairman

EXPLANATION OF THE BUSINESS TO BE CONSIDEREDAT THE 2025 ANNUAL GENERAL MEETING

All resolutions will be proposed as ordinary resolutions, other than resolutions 5 and 7 which will be proposed as special resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Voting on resolutions at and results of the AGM

At the AGM, instead of the usual practice of each resolution being voted on initially by a show of hands, the Chairman of the AGM shall exercise his right to demand a poll on each resolution which shall be taken immediately. On a poll, each shareholder has one vote for every share held. Poll voting is in line with best practice increasingly adopted by UK public companies and provides a more transparent method of voting. It results in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of those shareholders who are unable to attend the AGM in person but who have appointed a proxy for the meeting. Results of the votes cast on each resolution will be disclosed in a regulatory announcement that will be issued following the AGM.

Resolution 1: Approval of the accounts

The Company is required by law to put the Company's Annual Report and Accounts for the yearended 31 December 2024 before the Annual General Meeting. Shareholders are invited to vote to receive and adopt the Annual Report and Accounts for the year ended 31 December 2024, which was published on 27 June 2025 and is available from the Company's website, www.sorted.com.

Resolution 2: Re-appointment and remuneration of auditor

The Company is required by law to appoint an auditor. Rawlinson Hunter LLP has expressed its willingness to continue in office. Resolution 2 authorises the re-appointment of Rawlinson Hunter LLP for the coming year and authorises the Board to agree the auditor's remuneration.

Resolution 3: Re-election of Nigel Burton as a director

Under the Company's articles of association: (a) any director who has been appointed by the directors since the last annual general meeting; (b) any director who held office at the time ofthe two preceding annual general meetings and who did not retire at either of them; and (c) any director who has been in office, other than a director holding an executive position, for a continuous period of nine years or more at the date of the AGM must retire and stand for re-election.

The Company has also stated publicly that 50% of continuing directors stand for re-election on an annual basis.

Although he is not required to do so by virtue of the Company's articles of association, Nigel Burton stands for re-election at the AGM on the basis that the Company has stated that 50% of continuing directors stand for re-election on an annual basis.

Dr Nigel Burton (aged 67) is a non-executive director of the Company. Dr Nigel Burton spent 14 years as an investment banker at leading City institutions including UBS Warburg and Deutsche Bank, including as the Managing Director responsible for the energy and utilities industries. Following this, he spent 15 years as Chief Financial Officer or Chief Executive Officer of a number of private and public companies. He is currently a Non-Executive Director of BlackRock Throgmorton Investment Trust plc, eEnergy Group plc and Metir plc.

Resolution 4: Re-election of Mahmoud Warriah as a director

From startups to blue chips, Mahmoud has a strong track record of successfully delivering commercial, transitional and business transformational change. He is a qualified chartered accountant with extensive experience across multiple sectors and draws upon his computer science degree to resolve complex operational challenges. Mahmoud became Sorted Holdings Limited's acting interim chief financial officer on 3 October 2022 and subsequently joined the board of Sorted Group Holdings plc on 29 January 2024 as chief financial officer.

Resolution 5: Share Capital Reorganisation

The Company is not permitted by law to issue new ordinary shares at a price which is below their nominal value. The Company's current share price of 19 pence is below the current nominal value of 62.50 pence per ordinary share ("Ordinary Share"). Accordingly, in order to create a lower nominal value for each Ordinary Share, the Board is proposing that each existing Ordinary Share will be subdivided into one new ordinary share of 0.01 pence each (the "New Ordinary Shares") and one deferred share of 62.49 pence each (the "New Deferred Shares") (the "Share Capital Reorganisation").

Each New Ordinary Share will carry the same rights as each existing Ordinary Share under the Company's articles of association (the "Articles of Association"). No new certificates will be issued in relation to the existing Ordinary Shares, and the existing share certificates will remain valid entitling the registered holder to the same number of New Ordinary Shares.

Each New Deferred Share will have very limited rights and will effectively be valueless. CREST accounts of Shareholders will not be credited in respect of any entitlement to New Deferred Shares, and no share certificates will be issued in respect of New Deferred Shares.

The New Deferred Shares will have the rights and restrictions as set out in the Articles of Association in respect of deferred shares, which do not entitle their holders to receive notice of or attend or vote at any general meeting of the Company or to receive a dividend or other distribution and provide the Company will the authority to transfer them at effectively nil consideration per New Deferred Share to a custodian nominated by the Company. The New Deferred Shares will not be admitted to trading on AIM or any other exchange.

Following the passing of all the Resolutions at the AGM, the Company will implement the Share Capital Reorganisation and make an application for admission of the New Ordinary Shares to trading on AIM at 8:00 a.m. on 26 September 2025.

The number of ordinary shares in issue, and held by each Shareholder, will not change. It is simply the nominal value of the existing Ordinary Shares which will change. Accordingly, the Share Capital Reorganisation will result in the issue of 7,639,705 New Ordinary Shares and 7,639,705 New Deferred Shares.

The New Ordinary Shares will continue to carry the same rights as those attached to the existing Ordinary Shares, save for the change in nominal value. The New Ordinary Shares will have the same ISIN number and SEDOL code as the existing Ordinary Shares.

Resolution 6: Authority to allot shares

Shareholders are again being asked to give the directors a general authority to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company. On this occasion, subject to the passing of resolution 5: (a) it is for up to a maximum nominal amount of £255 representing 2,550,000 New Ordinary Shares, which is approximately one-third of the Company's issued ordinary share capital; and (b) in addition but only in connection with a rights issue of equity securities, up to a further maximum nominal amount of £255 representing 2,550,000 New Ordinary Shares, which is approximately one-third of the Company's issued ordinary share capital.

The authority will lapse on the date 18 months after the date of the AGM or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2026.

Resolution 7: Disapplication of shareholders' statutory pre-emption rights

Shareholders are again being asked to pass a resolution to empower the directors to allot equity securities for cash as if section 561 of the Companies Act 2006 (which gives shareholders certain pre-emption rights on the issue of shares or convertible securities) did not apply to any such allotment. On this occasion, subject to the passing of resolution 5 and 6, the authority allows the issue of ordinary shares on rights issues and other issues *pro rata* to existing shareholdings and also allows issues for cash limited to shares having an aggregate nominal amount of £152.79 representing 1,527,941 New Ordinary Shares, which is approximately 20% of the Company's issued ordinary share capital.

The authority will lapse on the date 18 months after the date of the AGM or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2026.

SORTED GROUP HOLDINGS PLC

(Incorporated in England and Wales with registered number 06458458)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of Sorted Group Holdings PLC (the "Company") will be held at the offices of Turner Pope Investments, 3 Queen Street, London, W1J 5PA on Thursday 25 September 2025 at 9.00 a.m. to transact the following business, of which resolutions 1 to 4 and 6 will be proposed as ordinary resolutions and resolution 5 and 7 as special resolutions:

ORDINARY BUSINESS

1. To receive and adopt the annual accounts and the report of the directors and auditor of the Company for the year ended 31 December 2024.

2. To re-appoint Rawlinson Hunter LLP as auditor of the Company to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid and to authorise the directors of the Companyto determine their remuneration.

3. To re-elect Nigel Burton as a director.

4. To re-elect Mahmoud Warriah as a director.

SPECIAL BUSINESS

5. **Special Resolution**

   THAT, with effect from 6.00 p.m. on the date that this Resolution is passed, each existing Ordinary Share of 62.5p nominal value will be replaced by one New Ordinary Share of 0.01p nominal value and one Deferred Share of 62.49p nominal value.

6. **Ordinary Resolution**

   That, subject to and conditional upon the passing of resolution 5, the board of directors of the Company (the "Board" or the "Directors") be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) ("Equity Securities") in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to exercise all of the powers of the Company to allot Equity Securities pursuant to section 551 of the Act, provided this authority shall be limited to:

   6.1. the allotment of Equity Securities with an aggregate nominal value of up to £255; and

   6.2. the allotment of further Equity Securities with an aggregate nominal value of upto £255, in connection with a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000), to holders of ordinary shares, in proportion (as nearly as may be practicable) to their respective holdings of ordinary shares and to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary, butsubject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates and legal or practical problems in or under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, anyterritory, provided always that the authority conferred by this resolution shall expire on the date 18 months after the date of the Meeting or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) and provided further that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

7. Special Resolution

That, subject to the passing of resolution 5 and 6 above, the Directors be and they are hereby authorised and empowered pursuant to section 570 of the Act in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot Equity Securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to allot Equity Securities for cash pursuant to the authority conferred by resolution 6 above as if section 561 of the Act did not apply to any such allotment, provided that such power is limited to:

7.1. the allotment of Equity Securities whether by way of rights issue, open offer or otherwise to holders of ordinary shares where the Equity Securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates or legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory; and

7.2. in connection with the allotment and issue of Equity Securities (other than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal amount of £152.79 in aggregate,

provided always that the authority conferred by this resolution shall expire on the date 18 months after the date of the Meeting or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) and provided further that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

By order of the Board

Mahmoud Warriah

27 August 2025

Registered Office:
5th Floor,
Room 502d,
Chancery Place,
50 Brown Street,
Manchester,
M2 2JG

EXPLANATORY NOTES

Entitlement to attend and vote

1. The Company specifies that only those members registered on the Company's register of members at:

   - close of business on Tuesday 23 September 2025; or,
   - if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the Meeting.

Voting on resolutions at and results of the Meeting

2. At the Meeting, instead of the usual practice of each resolution being voted on initially by a show of hands, the Chairman of the Meeting shall exercise his right to demand a poll on each resolution which shall be taken immediately. On a poll, each member has one vote for every share held. Poll voting is in line with best practice increasingly adopted by UK public companies and provides a more transparent method of voting. It results in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend the Meeting in person but who have appointed a proxy for the Meeting. Results of the votes cast on each resolution will be disclosed by regulatory information service via the announcement that follows the Meeting confirming the outcome of the Meeting.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you can obtain additional proxy forms from the Company's registrars, Computershare Investor Services PLC, by calling the helpline on 0370 707 1701. Alternatively, the proxy form may be photocopied prior to completion. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed.
5. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the 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.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

   - completed and signed;
   - sent by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ; and
   - in each case received by Computershare Investor Services PLC no later than 9.00 a.m. on Tuesday 23 September 2025, or, in the event of an adjournment of the Meeting, 48 hours before the adjourned meeting.

   In the case of a member which is a company, the 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 power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies electronically

8. As an alternative to completing the hard copy proxy form, you can appoint a proxy electronically by logging on to www.investorcentre.co.uk/eproxy and following the instructions given. You will need to enter the

Control Number, your Shareholder Reference Number (SRN) and PIN provided on the proxy form or email communication.

Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

   For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") 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 is 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 Computershare Investor Services PLC (ID 3RA50) no later than 9.00 a.m. on Tuesday 23 September 2025 or, in the event of an adjournment of the Meeting, 48 hours before the adjourned meeting. 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 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 providers should note that EUI does not make available special procedures in CREST for any particular message. 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/her 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 providers 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 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

10. 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).

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Changing proxy instructions

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

    Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

    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.

Termination of proxy appointments

13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or, during normal business hours only, by hand

to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. In the case of a member which is a company, the revocation notice 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 power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 9.00 a.m. on Tuesday 23 September 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

14. As at 8.00 a.m. on 26 August 2025, the Company's issued share capital comprised 7,639,705 ordinary shares of 62.5p each and 1,040,712,398 deferred shares of 0.99 pence each and 376,651,734 deferred shares of 0.9 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and the deferred shares hold no voting rights. Therefore, the total number of voting rights in the Company as at 8.00 a.m. on 26 August 2025 was 7,639,705 ordinary shares.

Communication

15. You may not use any electronic address provided either in this notice of Meeting or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.