

Publication of a Prospectus

Fragrant Prosperity Holdings Ltd

25 June 2025

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Fragrant Prosperity Holdings Limited

("FPP" or the "Company")

Approval and Publication of Prospectus

Fragrant Prosperity Holdings Limited ("**FPP**" or the "**Company**") is pleased to announce that, following the announcement on the 22 May 2025 regarding the fundraising for a gross amount of £1,000,000 (the "**Fundraise**"), a Prospectus has been approved by the Financial Conduct Authority ("**FCA**") and has been published by the Company today.

Details of the Fundraise as well as the issuance of other shares are set out in the Prospectus, which will shortly be available on the Company's website at <https://fragrantprosperity.com>.

A copy of the Prospectus will be uploaded to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Chairmans Comment:

"FPP is pleased to confirm the approval and publication of the Prospectus for the recently announced fundraise, which, combined with the capitalisation of certain debts, places the Company in a strong position to execute its chosen strategy. The Company is now materially debt free apart from certain trade creditors, removing a significant barrier that has hung over the Company. It's a buoyant time in certain areas of the market and we are optimistic that technology and specifically AI driven fintech will see significant opportunities. I look forward to the next steps and updating the market in due course"

Recapitalisation of the balance sheet

As previously announced on the 17th April 2025, the Company entered into agreements to refinance the Convertible Loan Notes ("**CLNs**") held on its balance sheet by raising a new CLN, as well as certain CLN holders (representing 78% of the previously outstanding CLNs) waiving any accrued interest, and the conversion of 75% of the original amount advanced into equity following the publication of a prospectus in full and final settlement of the CLNs. Given the approval and publication of a Prospectus, the conversion of all the outstanding CLNs on the balance sheet has become unconditional.

As part of the recapitalisation one CLN holder who did not convert into equity has been repaid following the issuance of the new CLN as previously announced on 17th April 2025, which has now also been converted into equity. Going forward the Company has no CLNs on the balance sheet and is materially debt free save for certain trade creditors.

Issue of Shares

Subject to Admission occurring on 8:00 a.m. on 30th June 2025, the Company will issue 111,111,111 new Ordinary Shares in the capital of the Company pursuant to the Fundraise (the "**Placing Shares**"), 48,922,099 new Ordinary Shares pursuant to the conversion of convertible loan notes (the "**CLN Conversion Shares**") and 19,848,380 new Ordinary Shares in lieu of fees owed to certain directors in respect of outstanding liabilities (the "**Director Shares**") (the Placing Shares, CLN Conversion Shares and Director Shares together, the "**New Ordinary Shares**").

Blocklisting

The Company also announces that an application has been made to the FCA and the London Stock Exchange for a block listing totalling 28,474,659 Ordinary Shares to be admitted to the equity shares (shell companies) category of the Official List and to trade on the main market of the London Stock Exchange, which may be issued pursuant to certain warrant instruments (the "**Warrant Shares**"), further details of which are set out in the Prospectus. When issued, the new Warrant Shares will rank pari passu with the existing Shares in issue. Admission of the Warrant Shares is expected to take place at 8:00 a.m. on 30th June 2025.

Admission and Total Voting Rights

Following admission of the New Ordinary Shares, which is also expected to occur at 8.00 a.m. on the 30th June 2025, the total number of Ordinary Shares in the Company will be 254,533,431. Therefore, the total number of voting rights in the Company will be 254,533,431, and this figure may be used by shareholders 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 Company under the FCA's Disclosure and Transparency Rules.

This announcement contains inside information for the purposes of Article 7 of Regulation (EU) 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018. Upon the publication of this announcement this information is considered to be in the public domain.

- Ends -

Enquiries

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