

AIM

09 May 2025

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES ("AIM RULES")

COMPANY NAME:

Riverfort Global Opportunities Plc (the "Company" or "RGO")

To be renamed *Tooru Plc* on Admission.

COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES):

Registered Office Address:

Suite 39, 18 High Street

High Wycombe

Buckinghamshire

HP11 2BE

Registered Office Address (from Admission):

121 Sloane Street

London

SW1X 9BW

COUNTRY OF INCORPORATION:

United Kingdom

COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM
RULE 26:

Current: <https://riverfortglobalopportunities.com/>

From Admission: www.tooru.co.uk

COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE
OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF
THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14,
THIS SHOULD BE STATED:

Following completion of the proposed acquisition by the Company of the substantial
issued and outstanding share capital of We Love Purely Limited, Pulsin Ltd, Market
Rocket Limited, and Juvela Limited (and S-Ventures Acquisitions Limited, which is a
holding company of Juvela Limited with no business operations) along with certain
debt obligations (together, the "Target Entities") currently subsidiaries of S-Ventures plc
("SVEN"), a company listed on the AQSE Growth Market (the "Transaction"), RGO (to be
renamed Tooru Plc on Admission) will become an operating company focused on the
health and wellness sector mostly within the United Kingdom. The Group will
comprise the following businesses:

WLP

We Love Purely Limited ("WLP") is a UK-based company that specialises in plant-
based snack products, primarily focused on plantain chips under the brand name
"Purely". WLP targets health-conscious consumers by offering snacks that are gluten-
free, vegan-friendly and made without artificial preservative, added sugar or palm oil.
WLP's products are positioned as an alternative to traditional snack foods and are
distributed through various retail and online channels across the UK and Europe,
including major supermarkets, health stores and e-commerce platforms.

Pulsin

Pulsin Ltd ("Pulsin") specialises in plant-based nutrition technology, which
manufactures and sales protein bars, nutritional snacks and keto bars under the brand
name "Pulsin". Pulsin formulates and produces plant-based products under its own
brands as well as for third parties from its specialised facilities in Gloucester. Pulsin's

range of snack bars, protein powders, keto products and shakes are gluten-free and suitable for vegetarians, with the majority being plant-based.

Juvela

Juvela Limited ("Juvela") has been a provider of gluten-free foods for people diagnosed with coeliac disease for over 25 years under the brand name "Juvela". Juvela manufactures and distributes branded gluten-free products, including breads, mixes, and pastas, through UK retailers and online stores. Juvela primarily generates revenue from its gluten-free products, selling to UK retailers and providing prescription services for eligible individuals. Juvela has a dedicated gluten-free bakery with master bakers based in South Wales and an office in Liverpool.

Market Rocket

Market Rocket Limited ("Market Rocket") is a trusted digital partner agency for global recognised Fortune 500 and market-disrupting brands alike. Market Rocket is a member of Amazon's trusted Service Provider Network and is certified as an accredited partner with Meta and Google. The 20+ strong team is built around the four pillars, generally accepted by the industry, required to sell online and return a profit: Account Management, Paid Advertising, Graphic Design and Search Engine Optimisation/Copywriting. Market Rocket operates two brands, "MarketVerse" and "MRL".

Pursuant to Rule 14 of the AIM Rules for Companies, the Transaction constitutes a reverse takeover. Shareholder approval for the Transaction is being sought at a general meeting to be convened by the Company.

DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

Number of ordinary shares of 0.01 pence each ("Shares") for which Admission is being sought: up to 1,745,013,600 Shares

The Shares are and will remain freely transferable and have no restrictions as to transfer placed on them.

The issue price of the new Shares: 0.75 pence (the "Issue Price").

No Shares are or will be held in treasury.

CAPITAL TO BE RAISED ON ADMISSION (AND/OR SECONDARY OFFERING) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:

Capital to be raised on Admission: between £0.5 million to £1 million

Anticipated market capitalisation on Admission between £12.5 million to £13 million at the Issue Price

PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:

between 49.57% and 47.68%

DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM SECURITIES (OR OTHER SECURITIES OF THE COMPANY) ARE OR WILL BE ADMITTED OR TRADED:

N/A

FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):

Existing Directors:

Philip Haydn-Slater (Non-Executive Chairman)*

Nicholas ("Nick") Lee (Investment Director; Executive Director)**

Amanda Marziliano Van Dyke (Non-Executive Director)***

Andrew Luke Nesbitt (Non-Executive Director)***

** assuming role of Independent Non-Executive Director conditional on Admission*

*** assuming role of Non-Executive Chairman conditional on Admission*

****retiring conditional on Admission*

Proposed Directors:

Scott Paul Livingston (Chief Executive Officer; Executive Director)

Stephen Argent (Chief Financial Officer; Executive Director)

Matthew ("Matt") Arthur Henry Peck (Chief Digital Officer; Executive Director)

Alexander ("Alex") James Bevan Phillips (Independent Non-Executive Director)

FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):

Name	Number of Existing Ordinary Shares	Percent age of Existing Issued Share Capital	Number of Ordinary Shares on Admissio n	Percentage of Enlarged Issued Share Capital on Admission based only on Committed Placing of £0.5m	Percent age of Enlarged Issued Share Capital on Admissi on based on full Placing
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					of £1.0 m
Premier Miton Group plc	96,585,003	12.46%	123,251,669	7.34%	7.06%
Canaccord Genuity Group (<i>discretionary clients</i>)	53,500,000	6.90%	53,500,000	3.19%	3.07%
Miton UK MicroCap Trust plc	47,170,811	6.08%	47,170,811	2.81%	2.70%
Riverfort Global Capital Ltd	37,545,600	4.84%	37,545,600	2.24%	2.15%
DB Value Investments Ltd	34,500,000	4.45%	34,500,000	2.06%	1.98%
Shakoor Capital Limited	31,500,000	4.06%	31,500,000	1.88%	1.81%
Rulegale Nominees Limited	26,500,000	3.42%	26,500,000	1.58%	1.52%
James Lewis	24,295,454	3.13%	24,295,454	1.45%	1.39%
S-Ventures plc	-	-	466,666,666	27.81%	26.74%
Scott Livingston & connected persons*	-	-	123,093,600	7.33%	7.05%
Sherwood International Holdings Ltd	-	-	160,000,000	9.53%	9.17%

** Scott Livingston and the following of his close relatives; his wife Filomena Livingston; his sister Louisa Bohan; and his father Iain Livingston*

NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:

None

(i) ANTICIPATED ACCOUNTING REFERENCE DATE

(ii) DATE TO WHICH THE MAIN FINANCIAL INFORMATION IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)

(iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:

(i) 31 December

(ii) 30 June 2024 (unaudited interim financial information)

(iii) 30 June 2025 (audited annual report for the period ended 31 December 2024)

30 September 2025 (unaudited half-year report for the period ended 30 June 2025) and 30 June 2026 (audited annual report for the period ended 31 December 2025)

EXPECTED ADMISSION DATE:

28 May 2025

NAME AND ADDRESS OF NOMINATED ADVISER:

Beaumont Cornish Limited:

Building 3, 566 Chiswick High Road

London

W4 5YA

United Kingdom

NAME AND ADDRESS OF BROKER:

Fortified Securities:

162 Buckingham Palace Road

London SW1W 9TR

United Kingdom

OTHER THAN IN THE CASE OF A QUOTED APPLICANT, DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:

The AIM Admission Document, which will contain full details of the applicant and admission of its securities, will be available:

Prior to Admission from <https://riverfortglobalopportunities.com/>

Conditional on Admission from www.tooru.co.uk

THE CORPORATE GOVERNANCE CODE THE APPLICANT HAS DECIDED TO APPLY

QCA Code (2023)

DATE OF NOTIFICATION:

9 May 2025

NEW/ UPDATE:

New

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