

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares please immediately forward this document, together with the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Existing Ordinary Shares are admitted to trading on AIM. Applications will be made for the New Ordinary Shares to be admitted to trading on AIM. Subject to, *inter alia*, the passing of the Resolutions at the General Meeting, First Admission and dealings in the Fundraising Shares is expected to become effective at 8.00 a.m. on 7 January 2026. Subject to the passing of the Resolutions at the General Meeting and First Admission, it is expected that Second Admission will become effective, and dealings in the First Tranche Consideration Shares will commence, at 8.00 a.m. on 8 January 2026. The New Ordinary Shares will, on the First Admission and Second Admission as the case may be, rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after the First Admission and Second Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the Financial Conduct Authority has itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.

The total consideration for the Retail Shares will be less than €8 million (or an equivalent amount in pounds sterling) in aggregate. Therefore, in accordance with section 85 of FSMA and Article 1 of the Prospectus Regulation, this document is not, and is not required to be, a prospectus for the purposes of the Prospectus Regulation Rules and has not been prepared in accordance with the Prospectus Regulation Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the FCA, pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

Haydale Graphene Industries plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07228939)

Proposed Fundraising to raise up to £5.75 million, comprising

Placing and Subscription to raise £5.25 million

Retail Offer to raise up to £0.5 million, each at 0.5 pence per Ordinary Share

Proposed Acquisition of Intelligent Resource Management Limited

Proposed amendment to Haydale Articles of Association

Change of Name

Change of Accounting Reference Date

Notice of conversion of Convertible Loan Notes

And

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

Cavendish Capital Markets Limited (“**Cavendish**”) and Allenby Capital Limited (“**Allenby**”), which are authorised and regulated in the United Kingdom by the FCA, are acting as broker to the Company. Cavendish is acting as nominated adviser to the Company for the purposes of the AIM Rules and retail offer coordinator in relation to the Retail Offer. Neither Cavendish nor Allenby are acting for any other person (including a recipient of this document) nor will they otherwise be responsible to any person for providing the protections afforded to clients of Cavendish or Allenby or for advising any other person in respect of the Placing, the Subscriptions, the Retail Offer and Admission or any transaction, matter or arrangement referred to in this document. Cavendish’s responsibilities as the Company’s nominated adviser are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Cavendish and Allenby by FSMA or the regulatory regime established thereunder, Cavendish and Allenby do not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Existing Ordinary Shares or the Placing, the Subscriptions, the Retail Offer, the Acquisition and Admission. Cavendish and Allenby accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Notice of a General Meeting of the Company, to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT at 11.00 a.m. on 6 January 2026 is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company’s registrars, Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by not later than 11.00 a.m. on 2 January 2026 (or, if the General Meeting is adjourned, 48 business hours before the time fixed for the adjourned meeting), excluding any non-business days.

Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on screen instructions as soon as possible but in any event no later than 11.00 a.m. on 2 January 2026.

Shareholders are encouraged to appoint the chair of the General Meeting as their proxy with directions as to how to cast their vote on the Resolutions proposed. For further details on how to submit a proxy vote, see the notes to the Notice of General Meeting at the end of this circular or the accompanying Form of Proxy.

Should members wish to ask any questions they would otherwise have asked at the General Meeting had they been in attendance regarding the Resolutions, they are encouraged to contact the Company prior to the General Meeting by email to Investorrelations@haydale.com.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual, as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited by no later than 11.00 a.m. on 2 January 2026 (or, if the General Meeting is adjourned, 48 business hours before the time fixed for the adjourned meeting), excluding any non-business days.

Shareholders should not construe the contents of this document as legal, tax or financial advice, and should consult their own advisers as to matters contained herein.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or any accompanying documents in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of New Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States.

Outside of the United States, the New Ordinary Shares are being offered in reliance on Regulation S under the US Securities Act. The New Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, Japan, New Zealand or the Republic of South Africa, nor has any prospectus in relation to the New Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the New Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, Japan, New Zealand, the Republic of South Africa, or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any New Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

Presentation of financial information

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom and references to “Euros” and “€” are to a lawful currency of the European Union.

Presentation of market, economic and industry data

Where information contained in this document originates from a third party source, it is identified where it appears in this document together with the name of its source. Such third party information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No incorporation of website information

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document and the Form of Proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Gareth Kaminski-Cook, <i>Non-Executive Chairman</i> Simon Turek, <i>Chief Executive Officer</i> Patrick Carter, <i>Chief Financial Officer</i> Theresa Wallis, <i>Non-Executive Director</i> Jeremy Nesbitt, <i>Non-Executive Director</i> <i>All of whose business address is at the Company's registered office below</i>
Proposed Director	Mark Sait
Registered Office	Clos Fferws Parc Hendre Capel Hendre Ammanford Carmarthenshire SA18 3BL
Company Secretary	Mark Heycock
Haydale website	www.haydale-ir.com
Nominated Adviser and Joint Broker	Cavendish Capital Markets Limited One Bartholomew Close London EC1A 7BL
Joint Broker to the Placing	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB
Legal Adviser to the Company	Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT
Legal Adviser to Cavendish and Allenby	Dorsey & Whitney (Europe) LLP 199 Bishopsgate London EC2M 3UT
Registrar	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2025

Announcement of the Acquisition, Placing and Subscriptions (Launch)	12 December
Announcement of the Retail Offer	12 December
Launch of Retail Offer via Bookbuild platform	12 December
Announcement of the results of the Placing and Subscriptions	15 December
Publication and posting of the Circular and Form of Proxy	15 December
Close of Retail Offer via Bookbuild platform	midday, 16 December
Announcement of the results of the Retail Offer	16 December
Admission and commencement of dealings in Haydale CLN Shares	18 December
CREST accounts to be credited for the Haydale CLN Shares	18 December

2026

Latest time and date for receipt of Forms of Proxy or electronic proxy appointments for use at the General Meeting	11.00 a.m. on 2 January
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General Meeting

11.00 a.m. on 6 January

Announcement of results of the General Meeting	6 January
First Admission	8.00 a.m. on 7 January
Second Admission and completion of the Acquisition	8.00 a.m. on 8 January
CREST accounts to be credited for the Fundraising Shares	7 January
CREST accounts to be credited for the First Tranche Consideration Shares and the SMCC CLN Shares	8 January
Dispatch of definitive share certificates for applicable	within 10 business days of Admission
New Ordinary Shares	

Notes:

- Each of the above times and/or dates is subject to change at the absolute discretion of the Company and Cavendish. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.
- All of the above times refer to London time unless otherwise stated.
- All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

SHARE CAPITAL STATISTICS

Issue Price	0.5 pence
Number of Existing Ordinary Shares ¹	4,740,839,841
Number of Placing Shares	941,180,000
Number of Subscription Shares	108,820,000
Number of Retail Shares	Up to 100,000,000
Number of First Tranche Consideration Shares	1,860,465,116
Number of SMCC CLN Shares	23,404,142
Enlarged Share Capital ¹	Up to 7,774,709,099
Number of Deferred Consideration Shares	Up to 992,248,061
Percentage of the Enlarged Share Capital represented by ²	
– Existing Ordinary Shares	60.98 per cent.
– Fundraising Shares ²	14.79 per cent.
– First Tranche Consideration Shares	23.93 per cent.
Gross proceeds of the Placing	approximately £4.71 million
Gross proceeds of the Subscriptions	approximately £0.54 million
Gross proceeds of the Retail Offer ²	Up to £0.50 million
Estimated cash proceeds of the Fundraising receivable by the Company (net of expenses) ²	Up to £4.75 million
Ordinary Share ISIN	GB00BKWQ1135
SEDOL	BKWQ113

Notes:

1. Including the Haydale CLN Shares
2. Assuming full take up of the Retail Shares under the Retail Offer

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Acquisition”	the proposed acquisition of the entire issued share capital of SMCC
“Acquisition Agreement”	the conditional agreement dated 12 December 2025 between the Company (1) the Sellers (2) and SMCC (3) regarding the Company's acquisition of SMCC
“Act”	the Companies Act 2006 (as amended)
“Admission”	First Admission and/or Second Admission, as the context may require
“AIM”	the AIM market operated by London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange from time to time
“Allenby”	Allenby Capital Limited, incorporated with company number 06706681, the Company's joint broker in relation to the Placing
“Articles”	the articles of association of the Company
“Barclays”	means, in the context of being a shareholder of SMCC and/or a SMCC CLN Holder, Sustainable Impact Capital Limited (incorporated and registered in England and Wales with registered number 02052321) whose registered office is at 1 Churchill Place, London E14 5HP and, in the context of being a holder of Consideration Shares, Fundraising Shares and SMCC CLN Shares (and any lock-in agreements and relationship agreement to the extent applicable to such shareholdings), means Barclays Converted Investments (No.2) Limited (incorporated and registered in England and Wales with registered number 05535473) whose registered office is at 1 Churchill Place, London E14 5HP
“BHCA”	the U.S. Bank Holding Company Act and its implementing regulations and rules, 12 U.S.C. § 1841 et seq
“Bookbuild” or “Bookbuild Platform”	the online platform through which the Retail Offer was conducted
“Cavendish”	Cavendish Capital Markets Limited or Cavendish Securities (as the case may be) (registered in England and Wales with registered number 06198898) whose registered office is at 1 Bartholomew Close, London, England, EC1A 7BL, the Company's nominated adviser and broker
“certificated form” or “in certificated form”	an Ordinary Share recorded on a company's share register as being held in certificated form (namely, not in CREST)
“Change of Name”	the proposed change of name of the Company from Haydale Graphene Industries plc to Haydale Plc
“Circular” or “document”	this circular of the Company giving (amongst other things) details of the Acquisition, the Fundraising and incorporating the Notice of General Meeting

“Company” or “Haydale”	Haydale Graphene Industries plc (incorporated and registered in England and Wales with registered number 07228939) whose registered office is at Clos Fferws, Parc Hendre, Capel Hendre, Ammanford, Carmarthenshire SA18 3BL
“Consideration Shares”	together the First Tranche Consideration Shares and the Deferred Consideration Shares
“CREST”	the relevant system (as defined in the CREST Regulations 2001) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
“CREST Manual”	the rules governing the operation of CREST, as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3875), as amended
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
“Deferred Consideration Shares”	together the Second Tranche Consideration Shares and the Third Tranche Consideration Shares
“Directors” or “Board”	the directors of the Company whose names are set out on in the ‘DIRECTORS, SECRETARY AND ADVISERS’ section of this document, or any duly authorised committee thereof
“EMI Scheme”	the Haydale 2020 EMI share option scheme
“Enlarged Group”	the Group as enlarged by the Acquisition
“Enlarged Share Capital”	the issued share capital of the Company immediately following First Admission (assuming full take up of the Retail Offer) and Second Admission (including the SMCC CLN Shares and the Haydale CLN Shares)
“Euroclear”	Euroclear UK & International Limited, the operator of CREST
“Existing Ordinary Shares”	the 4,740,839,841 ordinary shares of 0.01 pence each in issue as at the date of this document, including for these purposes, the Haydale CLN Shares
“FCA”	the Financial Conduct Authority of the UK
“First Admission”	the admission of the Fundraising Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules
“First Tranche Consideration Shares”	the 1,860,465,116 new Ordinary Shares to be issued by the Company to the Sellers at completion of the Acquisition in accordance with the Acquisition Agreement at the Initial Acquisition Allotment Price

“Form of Proxy”	the form of proxy for use in connection with the General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising” or “Fundraise”	together, the Placing, the Subscriptions and the Retail Offer
“Fundraising Shares”	up to 1,150,000,000 new Ordinary Shares each in the capital of the Company to be issued pursuant to the Fundraising
“General Meeting”	the general meeting of the Company to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on 6 January 2026 at 11.00 a.m., (or any adjournment thereof) notice of which is set out at the end of this document
“Group”	the Company, its subsidiaries and its subsidiary undertakings (each as defined in the Act) as at the date of this document
“Haydale CLN” or “Haydale Convertible Loan Notes”	the £500,000 10 per cent. fixed rate unsecured convertible loan notes of the Company currently in issue to Octopus Investments
“Haydale CLN Shares”	the 417,883,894 new Ordinary Shares expected to be allotted and issued to Octopus Investments, conditional on admission to trading on AIM, in consideration for the exercise of the Haydale CLN by Octopus Investments
“Haydale Share Price”	0.6 pence per share, being the price per Ordinary Share on 11 December 2025, being the last practicable date prior to the announcement of the Acquisition and the Fundraising
“Initial Acquisition Allotment Price”	£0.006450 per First Tranche Consideration Share
“Intermediaries”	any intermediary financial institution that is appointed by the Company in connection with the Retail Offer after the date of the Placing Agreement pursuant to an Intermediaries Agreement and “Intermediary” shall mean any one of them
“ISIN”	International Securities Identification Number
“Issue Price”	0.5 pence per Fundraising Share
“ITA”	UK Income Tax Act 2007
“IW Capital”	IW Capital Limited acting in its own right and via its wholly owned subsidiary IW Capital Nominee Limited
“Joint Brokers”	together, Cavendish, Allenby and OAK Securities
“London Stock Exchange”	London Stock Exchange plc
“Money Laundering Regulations”	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, the Criminal Justice Act 2003 and the Proceeds of Crime Act 2002
“New Options”	the new options over Ordinary Shares as more fully described in this document
“New Ordinary Shares”	together the Fundraising Shares and the First Tranche Consideration Shares

“New Warrants”	the 374,344,019 new warrants to subscribe for new Ordinary Shares at the Initial Acquisition Allotment Price to be granted to certain Non-executive Directors, advisers to SMCC and advisers to Haydale (or respective nominees), as more fully described in this document
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“OAK Securities”	OAK Securities, a trading name of Merlin Partners LLP, a joint broker to the Company in relation to the Placing
“Octopus AIM VCT”	means Octopus AIM VCT plc
“Octopus AIM VCT 2”	means Octopus AIM VCT 2 plc
“Octopus Investments”	means together, Octopus AIM VCT and means Octopus AIM VCT 2
“Ordinary Shares”	means ordinary shares of 0.01 pence each in the capital of the Company
“Overseas Shareholders”	Shareholders with registered addresses, or who are citizens or residents of, or incorporated in, countries outside of the United Kingdom
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
“Placee”	such persons who have agreed to subscribe for Placing Shares pursuant to the Placing
“Placing”	the conditional placing by Cavendish, Allenby and OAK Securities (in each case as agent for the Company) of the Placing Shares at the Issue Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 12 December 2025 between the Company, Cavendish, Allenby and OAK Securities relating to the Placing and the Retail Offer
“Placing Shares”	the 941,180,000 new Ordinary Shares to be issued pursuant to the Placing
“Proposals”	together, the Acquisition, the Fundraising, the issue of the SMCC CLN Shares, the grant of the Warrants and the amendment to the Articles
“Prospectus Regulation”	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018
“Prospectus Regulation Rules”	the prospectus regulation rules made by the FCA pursuant to section 73A of FSMA
“Quidos”	Quidos Technologies Limited, a company indirectly owned by Simon Turek, Nick Pritchard and James Bray, and owner of 700,918,807 Ordinary Shares amounting to 14.78 per cent. of the Existing Ordinary Shares following admission of the Haydale CLN Shares
“Registrars” or “Receiving Agent”	Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX

“Regulatory Information Service”	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list on the website of the London Stock Exchange
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Restricted Jurisdictions”	the United States, Australia, Canada, Japan, New Zealand the Republic of South Africa and any other jurisdiction where the extension or availability of the Placing would breach any applicable law
“Retail Investors”	eligible investors (being existing Shareholders) in the Retail Offer
“Retail Offer”	the conditional offer of up to 100,000,000 new Ordinary Shares at the Issue Price through Intermediaries via the BookBuild Platform
“Retail Shares”	the up to 100,000,000 new Ordinary Shares to be issued pursuant to the Retail Offer subject to, <i>inter alia</i> , the passing of the Resolutions at the General Meeting
“Second Admission”	the admission of the First Tranche Consideration Shares and SMCC CLN Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules
“Second Tranche Consideration Shares”	the 620,155,038 new Ordinary Shares to be issued by the Company to the Sellers at £0.009675 per share, conditional on achievement of certain performance conditions set out in the Acquisition Agreement
“Sellers”	the selling shareholders of SMCC pursuant to the Acquisition Agreement, being, <i>inter alios</i> , Barclays, IW Capital, Mark Sait and Charles Farr
“Shareholders”	registered holders from time to time of the Ordinary Shares
“SMCC”	Intelligent Resource Management Limited, trading as SMCC or SaveMoneyCutCarbon, registered in England and Wales with company number 06889053
“SMCC CLNs”	the convertible loan notes issued by SMCC as constituted by a convertible loan note instrument date 5 April 2024 (as amended)
“SMCC CLN Capitalisation”	the arrangements pursuant to which interest and monitoring fees payable by SMCC to the SMCC CLN Holders will be satisfied in full by the issue and allotment of the SMCC CLN Shares to the SMCC CLN Holders
“SMCC CLN Holders”	the holders of the SMCC CLNs
“SMCC CLN Shares”	the 23,404,142 new Ordinary Shares to be issued to the SMCC CLN Holders at the Issue Price in lieu of interest and monitoring fees payable by SMCC to the SMCC CLN Holders
“Subscribers”	the persons who have agreed to subscribe for the Subscription Shares pursuant to the Subscription Agreements
“Subscriptions”	the conditional subscriptions by the Subscribers for the Subscription Shares at the Issue Price made on the terms and subject to the conditions set out in the Subscription Agreements

“Subscription Agreements”	the conditional agreements entered into between the Company and each of the Subscribers, relating to the Subscriptions
“Subscription Shares”	the 108,820,000 new Ordinary Shares which are to be issued pursuant to the Subscriptions
“Takeover Code”	the City Code on Takeovers and Mergers
“Third Tranche Consideration Shares”	the 372,093,023 new Ordinary Shares to be issued by the Company to the Sellers at £0.016125 per share, conditional on achievement of certain performance conditions set out in the Acquisition Agreement
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“VCT” or “Venture Capital Trust”	a company which is, or which is seeking to become, approved as a venture capital trust under the provisions of Part 6 of the ITA
“£” or “Pounds”	UK pounds sterling, being the lawful currency of the United Kingdom
“\$” or “US\$” or “Dollars”	US dollars, being the lawful currency of the United States

LETTER FROM THE CHAIRMAN OF THE COMPANY

Haydale Graphene Industries plc

(Registered in England and Wales under the Companies Act 2006 with registered number 07228939)

Directors:

Gareth Kaminski-Cook, *Chairman*
Simon Turek, *Chief Executive Officer*
Patrick Carter, *Chief Financial Director*
Theresa Wallis, *Non-executive Director*
Jeremy Nesbitt, *Non-executive Director*

Registered Office:

Clos Fferws
Parc Hendre
Capel Hendre
Ammanford
Carmarthenshire
SA18 3BL

Proposed Director:

Mark Sait

15 December 2025

To holders of Ordinary Shares in the Company and, for information only and to holders of options and Convertible Loan Notes.

Dear Shareholder,

Proposed Fundraising to raise up to £5.75 million, comprising

Placing and Subscription to raise £5.25 million

Retail Offer to raise up to £0.5 million, each at 0.5 pence per Ordinary Share

Proposed Acquisition of Intelligent Resource Management Limited

Proposed amendment to Haydale Articles of Association

Change of Name

Change of Accounting Reference Date

Notice of conversion of Convertible Loan Notes

And

Notice of General Meeting

1. Introduction

The Company announced on 12 December 2025 that it has conditionally agreed to acquire Intelligent Resource Management Limited (which trades as SMCC or SaveMoneyCutCarbon) for a total consideration of up to £17.11 million (at the Haydale Share Price, or £24.0 million at the issue price of the First Tranche Consideration Shares and the respective future Deferred Consideration Shares issue prices) to be satisfied in full by the issue to the Sellers of up to 2,852,713,177 Consideration Shares. Of the total consideration payable, £11.16 million is to be satisfied on completion of the Acquisition by way of the issue and allotment of the First Tranche Consideration Shares with up to a further 992,248,061 Deferred Consideration Shares (valued at up to £5.95 million at the Haydale Share Price) deferred and subject to the satisfaction of performance criteria over the five years following completion of the Acquisition, as more fully described below.

To fully capitalise on the opportunities unlocked by the Acquisition, while laying the groundwork for the Enlarged Group's ambitious scale-up, the Company also announced on 12 December 2025 the conditional Placing of 941,180,000 new Ordinary Shares at 0.5 pence per share to raise £4.71 million (before expenses) and the Subscriptions of 108,820,000 new Ordinary Shares to raise a further £0.54 million (before expenses).

The Board recognises and is grateful for the continued support received from Shareholders and is pleased to offer retail Shareholders the opportunity to participate in the Fundraising through the BookBuild Platform to raise a maximum of £0.5 million (assuming full take up of the Retail Offer) through the issue of up to 100,000,000 new Ordinary Shares at the Issue Price. A separate announcement in this regard was made on 12 December 2025.

The Placing, the Subscriptions and the Retail Offer (together the “Fundraising”) are expected to raise £5.75 million in aggregate, assuming full take up of the Retail Offer. The Issue Price represents a discount of approximately 16.7 per cent. to the Haydale Share Price. The Fundraising is conditional on, *inter alia*, the Resolutions being passed by Shareholders, the Placing Agreement becoming unconditional in all respects in relation to the Placing and not having been terminated in accordance with its terms and First Admission. The Acquisition is conditional on, *inter alia*, First Admission and Second Admission becoming effective and the proposed amendment to the Company’s Articles of Association being approved.

The Company also announced on 12 December 2025 its intention to change the name of the Company to Haydale Plc, further details of which are set out below. This change has been approved by a resolution of the Board and is not subject to a vote of Shareholders, though is intended to become effective between today’s date and the General Meeting. A further announcement will be made when the change is formalised.

The Company also announced on 12 December 2025 its intention to change its accounting reference date from 30 June to 30 September, in order to align to SMCC.

The purpose of this document is to provide you with information about the background to and the reasons for Proposals, to explain why the Board considers the Proposals to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions as they intend to do in respect of their own holdings of Existing Ordinary Shares, amounting to 25,683,384 Existing Ordinary Shares (excluding in the case of Simon Turek, the shares held by Quidos and in respect of which a separate direct undertaking has been given). Quidos Technologies Limited, which owns 14.78 per cent. of the Existing Ordinary Share capital of the Company has also undertaken to vote in favour of the Proposals.

A notice convening the General Meeting to approve the Resolutions is set out at the end of this document.

2. Information on SMCC

SMCC was co-founded by Mark Sait and Charles Farr in 2009 to provide a one stop shop approach to providing environmental consulting and sustainability solutions to commercial organisations, with a focus on delivering cost reductions through reducing energy and water consumption whilst lowering carbon emissions and thereby facilitating delivery against corporate ESG commitments. The founders recognised that whilst businesses faced increasing pressure to tackle rising utility bills and to improve their ESG credentials, they often lacked the bandwidth and expertise to address this in the context of a market with a multiplicity of consultants, manufacturers, installers and others in the ESG solutions supply chain.

SMCC has now established itself as an end-to-end sustainability solutions provider with a proven record of enabling organisations to reduce energy, water and carbon at scale and benefit from the resulting cost savings. SMCC combines ESG consultancy services, project delivery, and distribution and installation services of smart building, energy efficiency and sustainability technologies, providing access to an array of efficiency products, and technology platforms that enable clients to track and manage savings in real time. This one-stop approach has enabled SMCC to establish a proven record of delivering significant energy, water and carbon reductions at scale to a wide variety of organisations.

As a one-stop sustainability partner, SMCC removes the need for engagement with multiple advisers and suppliers. Its offering is underpinned by a simple six-step framework:

- **Carbon Mentor Call** – an initial consultation to understand a business’s sustainability challenges and goals, providing expert guidance on potential pathways for carbon and cost reduction.

- **Audits, Benchmarking & Data Collection** – detailed audits of energy, water, and resource usage, coupled with benchmarking against best practices to highlight inefficiencies and opportunities for improvement.
- **Business Case Development & Product Specification** – creation of tailored business cases setting out the financial and environmental benefits of proposed solutions, together with the specification of the most suitable technologies and products.
- **Project Financing** – support in securing third party funding and financing options to make projects affordable and reduce upfront capital barriers for clients.
- **Project Delivery – Installation & Deployment** – in tandem with sub-contract partners, full installation and deployment of chosen solutions, from efficiency products to large-scale retrofit projects, with a focus on seamless integration and minimal operational disruption.
- **Commissioning & Ongoing Maintenance** – post-installation testing, commissioning, and ongoing maintenance services to ensure solutions deliver expected performance, cost savings, and sustainability outcomes.

A key differentiator to SMCC's business model is its Impact Partner Programme which provides it with a highly efficient, nil-cost customer acquisition model. Through strategic partnerships with three UK banks, namely Barclays Bank, Lloyds and Santander, as well as water utilities such as Wave (a joint venture between Anglian Water and Northumbrian Water), SMCC benefits from a trusted referral channel through which Impact Partners can actively direct qualified corporate and SME clients to SMCC, enabling SMCC to help clients deliver measurable energy and water efficiency improvements, whilst enabling the Impact Partners to gather valuable carbon reduction data for their own ESG reporting. For the year ended 31 December 2023, SMCC contributed to a reduction of c.17.8 million kilograms of CO2 emissions, c.70.4 million kilowatt-hours in energy savings as well as c.1.96 billion litres in water savings. As part of its offering, SMCC integrates its content rich, digital platform (the "Sustainability Hub", <https://smcc.impactpartnerhub.com/>) within Impact Partner client offerings.

The Impact Partner model therefore generates a steady, zero ongoing cost pipeline of qualified leads to SMCC, providing it with significant project opportunities. Importantly, Impact Partner referrals are typically directed from board level meaning that SMCC is able to quickly establish a relationship with the key decision maker in potential client organisations.

SMCC has already earned in excess of £5 million in revenue through its Impact Partners, who pay an annual subscription fee to SMCC for its service, in addition to the project fees generated by SMCC from referrals. The Impact Partner Programme has already generated a significant and diverse pipeline of project opportunities, potentially worth revenue of over £20 million to SMCC if fully capitalised upon, and accordingly represents a scalable, defensible customer acquisition channel.

To the extent that Impact Partners are banks they may have further benefit through any lending opportunities that may result from SMCC's recommendations to a client, for example where significant capital expenditure is required for a specific decarbonisation solution. In relation to the supply of such capital equipment, SMCC has been appointed as the exclusive UK partner for electric vehicle chargers by ABB (one of the largest EV charger manufacturers in the world), an official distribution partner for Hansgrohe's water-saving range, and Smartvatten's UK installation partner, amongst other strategic supplier relationships.

Since inception, SMCC has undertaken over 1,000 projects for a wide variety of organisations nationally within the UK, including NHS hospitals, schools, charities and global hospitality groups. Clients have included Hilton, Radisson, Addenbrooke's NHS Trust, Eton College, Moto and Red Bull Racing. In 2025 SMCC was recognised for its work by being named as Consultancy of the Year at the edie Awards.

Summary audited financial information on SMCC is as follows:

	Year Ended 30 September 2024 FY24 (£m)	Year Ended 30 September 2023 FY23 (£m)	Year Ended 30 September 2022 FY22 (£m)
Turnover	2.96	6.01	5.33
Operating Loss	(2.89)	(2.67)	(3.77)
Net (debt)/cash*	1.74	2.01	1.63

Source: SMCC audited accounts

* Excluding debt and debt-like items being converted prior to the Acquisition

The Impact Partnerships referred to above have been developed during the course of 2024 and 2025 with the various Impact Partnership agreements mainly signed during 2025. Accordingly the benefit of these relationships is not fully reflected in the above financial summary, although SMCC has already earned in excess of £5 million in revenue through its Impact Partners over the course of the development of the partnership programme. Nonetheless the Impact Partner Programme is expected to be a key driver of forward revenues.

Revenue in the year to 30 September 2024 reflected a strategic pivot away from lower-margin projects linked to government grants with FY23 revenue also benefitting from a single large, non-recurring contract. FY25 revenues are expected to be approximately £3.3 million (with £0.15 million reflecting platform access revenues from the Impact Partner Programme) and SMCC enters its FY26 with a contracted order book of £1.7 million and good visibility on a further £2 million generated through the Impact Partner Programme. Net liabilities at 30 September 2025 were £12.7 million (including £15.2 million of debt being converted to equity prior to the acquisition)(Source: SMCC unaudited management accounts).

SMCC has raised over £18.9 million in funding since inception, including from Barclays Climate Ventures. SMCC is headquartered in Bury St Edmunds, Suffolk and currently employs 43 people.

3. Background to and reasons for the Acquisition and Fundraising

Since December 2024, when the Company announced the results of the Board's strategic review of the business and the decision to appoint Simon Turek as CEO, the Group has made significant progress in terms of turning the business from a loss-making R&D focused Company to a commercially focused one. This has been achieved through refocusing the Group, divesting or closing down loss making activities, reducing cash burn, simplifying operations and focusing the Group's resources in those areas offering up near-term profit and positive cash generation. The Board identified the Group's highest value-opportunities and streamlined its UK operations to focus on two high-potential business units:

1. Heating Ink Technology (JustHeat): The Group's proprietary graphene-based heater ink powers the Group's flagship "JustHeat" system — a certified, energy-efficient direct heating solution designed to cut operating costs and carbon emissions. This product anchors the Group's energy-efficiency technology portfolio and represents a scalable, IP-protected growth platform across domestic, commercial, and industrial building applications.
2. Haydale Solutions – Functionalisation-as-a-Service: Leveraging its patented platform HDPlas® plasma functionalisation technology, Haydale offers surface functionalisation as a service to selected global partners. This includes blue-chip clients such as Petronas, who use Haydale's expertise to enhance material properties across energy storage and other product applications. This business line generates contracted, recurring income while deepening strategic relationships in key growth sectors.

In October 2025, the Company announced the launch of a graphene-enhanced heat-transfer fluid, the second key pillar in the Company's long-term, disciplined commercialisation strategy. The patented graphene-enhanced fluid extends our HDPlas® plasma-functionalisation technology into the multi-billion-pound global cooling and thermal-management market, directly addressing one of the most critical physical constraints on modern computing and digital-infrastructure growth: heat dissipation. The Company has received a Notice of Intention to Grant from the UK Intellectual Property Office for patent GB 2625980, covering the use of surface-functionalised graphene particles in heat-transfer and thermal-management

fluids. The patent defines a new class of graphene-enabled coolants capable of improving energy efficiency across industrial, domestic and digital-infrastructure systems where power densities are increasing sharply. To accelerate commercial deployment, the Group has signed an agreement with Liquitherm Technologies Group Ltd, the UK's leading formulator and supplier of specialist heat-transfer fluids, to jointly commercialise the Haydale Technology across domestic, commercial and data-centre applications, including direct-to-chip liquid-cooling circuits. In parallel, Haydale has received a non-binding Letter of Intent from a leading US-based global manufacturer of electric vehicles and energy systems to evaluate the heat-transfer fluid. This engagement underscores rising interest from Tier-1 global manufacturers in Haydale's patented graphene materials platform.

This strategic refocus has laid a strong foundation for the Group's next phase of growth, positioning Haydale to build a much larger, more valuable business in the energy efficiency and decarbonisation sectors.

JustHeat is the Group's next-generation direct heating system, powered by Haydale's patented HDPlas® process to functionalise graphene, and is designed for maximum efficiency, affordability, and ease of installation. This low-voltage, energy-efficient solution offers a superior alternative to traditional heating systems, reducing energy consumption, and supporting Net Zero goals. When we completed the strategic review we identified JustHeat as being potentially world-leading with a large addressable market. External trials were successfully completed last financial year with a social housing provider in the Channel Islands and work was already underway with several partners to commercialise the product. As an IP-rich solution, JustHeat is more than a single product: it is a cornerstone technology that the Board believes can drive significant long-term value and differentiation for the Group.

During 2025 the Group has conducted further testing on the product to demonstrate efficiency and cost-effectiveness and performance data from controlled trials and third-party testing indicates that the JustHeat direct heating system delivers up to 39 per cent. lower running costs and lower carbon emissions when compared to conventional heating methods such as gas boilers, air source heat pumps, electric or traditional underfloor heating systems. The results of this process were first published in the Group's White-Paper in April 2025 (updated in September 2025) setting out the case for graphene-based heating, presenting a detailed technical, economic, and environmental assessment of JustHeat.

In April 2025 the Board was also pleased to announce that JustHeat had achieved CE Certification, confirming its compliance with stringent European safety and environmental standards, enabling it to be marketed and installed across the UK and European Economic Area ("EEA") in residential, commercial, and industrial buildings. In June 2025, JustHeat secured UL certification, a critical regulatory milestone enabling the commercial sale of the system in the United States and Canada.

During the course of the year the Group has progressed discussions with a huge array of possible routes to market for JustHeat, including national housebuilders, housing developers, local authorities and social landlords, energy service companies, retrofit contractors, large hospitality groups, commercial landlords, universities, care home providers, infrastructure owners and operators, facilities management providers, office developers and specialist distributors such as flooring manufacturers. Haydale has secured commitments for pilot installations across Welsh housing providers, with funding from the Homes as Power Stations ("HAPS") project. Discussions are progressing with Wales' largest social housing provider to incorporate JustHeat in certain of their new build affordable home developments. As a result, the Group is now building commercial orders, have a growing pipeline of demand and have completed its first order shipments. The Group has also signed a number of important strategic agreements with:

- Quidos Protect Limited, a national installer network, for a UK wide non-exclusive distribution agreement for an initial 24-month term providing Haydale with UK-wide delivery coverage for JustHeat, ensuring the capacity to deliver site surveys and installations at scale;
- Jersey Energy Technologies ("JET"), for a five-year exclusive distribution contract covering the Channel Islands, based on JET's pipeline of opportunities in the Channel Islands, including with Andium Homes, a leading social housing provider;
- Noel & Marquet ("NMC"), a leading European manufacturer of coving and skirting solutions, to develop and distribute a version of the JustHeat solution incorporated into NMC's products in response to demand from social landlords seeking to address damp and mould issues in hard-to-heat properties and recently introduced legislation imposing additional obligations on landlords;

- Interfloor Limited, Europe's largest manufacturer of carpet underlay and flooring accessories, to integrate JustHeat heater inserts into Interfloor's flooring systems, creating a new category of ready-to-install solutions. The range is now ready for commercial launch, ahead of the previously guided timeline of the first half of 2026. Following successful development, Haydale and Interfloor have now executed a Distribution Agreement. Under this agreement, Interfloor – Europe's largest manufacturer of underlay and part of Victoria plc (AIM: VCP) – receives non-exclusive distribution rights for JustHeat within its new flooring range and will work exclusively with Haydale as its heating technology partner. In return, Haydale will source all underlay for Haydale-delivered installations exclusively from Interfloor, which becomes the recommended underlay supplier to Haydale's emerging network of third-party distribution channels. Interfloor will actively promote the new range through its established sales and distribution network, providing reach into more than 2,000 UK outlets and over 400 local distribution channels across 70 countries.
- JustHeat has recently been named National Product of the Year at the 2025 National Energy Efficiency Awards. The award recognises technologies that deliver measurable improvements in energy performance and provides strong third-party validation of JustHeat's efficiency, ease of installation and real-world impact.
- University of Wales Trinity Saint David ("UWTSD"), by means of a non-binding MOU setting out a strategic collaboration with the Construction Wales Innovation Centre to evaluate the installation of JustHeat across the university's various campuses and estate buildings, with installations due to commence within student accommodation blocks in H2 FY26. In parallel, Haydale is working with Bodlondeb Estate, a Grade II listed site and former Conwy County Borough Council HQ, to showcase JustHeat's role in decarbonising buildings of historic and architectural value;
- In parallel, Haydale intends to deliver two contracts with Affordable Warmth Solutions ("AWS"), the community interest company established by National Grid, to deploy JustHeat in vulnerable UK households and trial its impact on grid stability. The winter 2025/26 programme — delivered with their social impact partners — will see fully funded installations of JustHeat systems in fuel-poor homes, providing lower bills and warmer living conditions. A second trial, delivered with Quidos Limited, will evaluate JustHeat's ability to reduce peak energy demand and support grid resilience.

Collectively, these alliances give the Group nationwide and international delivery channels, ensuring we can scale deployment of our solutions rapidly across multiple markets.

The Group has also had inbound interest from potential commercial partners in a number of countries pursuant to which the Company has begun trials with a new US channel partner, marking an important step in its international expansion. The Company has signed two development agreements with the new US channel partner worth \$300,000 to tailor the product for the US market. The Company has also undertaken installations in Italy and is being trialled in New Zealand. The growing pipeline of orders and international enquiries underscores the large addressable market for the Group's solutions, providing the Enlarged Group with a huge and untapped long term market opportunity on which to capitalise.

As regards production capacity, following investment in using HDPlas® production capacity in recent years the Group's existing HT1400 reactor is expected to meet the demand for functionalised graphene required as the key component in the heater ink production with no further major capital investment expected to meet medium-term forecasts in this regard. In order to scale the printing process by which functionalised ink is applied to a substrate, the Group has recently established dedicated JustHeat print capacity in Changsha, China through a processing agreement with Hunan Heidai Graphene Materials, a specialist in printed electronics and conductive inks with ample print capacity to support the Group's channel-partner roll-outs, providing the Group with scalable production while enabling Haydale to retain ownership of its IP and materials.

Whilst much of the commercial progress of JustHeat in the past 12 months has focused on developing the supply chain and scaling product manufacturing, together with leveraging third party market access with a view to minimising cost and investment commitment for Haydale, the Board has now concluded that developing its own direct market access would also benefit the Group. The current pipeline remains strongest in residential (owner-occupied and social housing) and residential-adjacent sectors (care homes, student accommodation), while the Board sees opportunities in broader commercial and industrial applications. Leveraging SMCC's Impact Partner programme will provide Haydale with a highly efficient and effective, nil-cost customer acquisition model in the B2B space, with SMCC's sales, design and product

specification capabilities enabling JustHeat to be sold as part of an end-to-end energy efficiency solution. In addition, SMCC's content-rich digital Sustainability Hub platform will allow the Enlarged Group to track and verify energy savings and carbon reductions across client sites which itself opens up a potential carbon monetisation opportunity.

The Directors believe the Acquisition will provide a strategic, transformational leap in the Company's commercial evolution, creating a scalable platform business that significantly accelerates Haydale's distribution capacity and market reach, effectively positioning the Enlarged Group as a graphene-enabled technology platform delivering practical decarbonisation solutions and foundational materials for the global energy-efficiency transition.

The Enlarged Group will combine Haydale's cutting-edge, IP-rich clean technology with SMCC's proven model as a provider of qualified, nil-cost deal flow and project delivery engine. SMCC's end-to-end capability is highly complementary to Haydale's innovation-led strategy. Haydale's proprietary products (like JustHeat) can be integrated into SMCC's solution set, enabling the Enlarged Group to deliver turn-key sustainability projects leveraging in-house technology from both sides and provides the Enlarged Group with a clear path to consistent month-on-month profitability from the first quarter of its Financial Year to 30 September 2027.

The Fundraise provides the Enlarged Group with the funding with which to capitalise on the opportunities unlocked by the Acquisition, providing the groundwork for the Board's ambitious scale-up and commercial acceleration plan. In particular, the proceeds will be directed to providing:

- £2.63 million in working capital, enabling amongst other things further investment in sales capability;
- £1.2 million for further capital expenditure, development and refinement of the JustHeat product as well as new product and process development (including the development of more innovative financing structures to assist clients funding project and capital spending resulting from SMCC's recommendations);
- £0.8 million to enable the service and repayment of existing indebtedness with Innovate Loans UK Limited, repayment of which is due across the two years from July 2026;
- £1.12 million in costs associated with the Acquisition and Fundraising.

4. Principal Terms of the Acquisition

Under the terms of the Acquisition Agreement, the Company has agreed to acquire SMCC in consideration of the issue of up to 2,852,713,177 Consideration Shares to the Sellers, valued at approximately £17.11 million at the Haydale Share Price (or £24.0 million at the respective allotment prices of the Consideration Shares), of which £5.95 million is deferred and subject to post acquisition performance criteria, as outlined below. The Consideration Shares are to be issued and allotted as follows:

- (a) by way of initial consideration, 1,860,465,116 Consideration Shares at the Initial Acquisition Allotment Price (which represents a premium of 7.5 per cent. to the Haydale Share Price and a premium of 29.0 per cent. to the Issue Price) on completion of the Acquisition, expected to occur at Second Admission.
- (b) by way of further deferred consideration, up to a further 992,248,061 Consideration Shares (the Deferred Consideration Shares) will be allotted to the Sellers as follows:
 - (i) 620,155,038 Deferred Consideration Shares subject to the Haydale share price trading at or above £0.009675 per share (being 1.5 times the Initial Acquisition Allotment Price) for more than 30 consecutive trading days during the two-year period following completion of the Acquisition (the Second Tranche Consideration Shares); and
 - (ii) 372,093,023 Deferred Consideration Shares subject to the Haydale share price trading at or above £0.016125 per share (being 2.5 times the Initial Acquisition Allotment Price) for more than 30 consecutive trading days during the five-year period following completion of the Acquisition (the Third Tranche Consideration Shares).

By agreement between the Sellers and Haydale, the amount payable by way of the Deferred Consideration Shares may be settled in cash, subject always to the performance criteria outlined above.

The Acquisition Agreement further provides for accelerated vesting of the Deferred Consideration Shares in the event of a change of control of Haydale subject to the achievement of the price targets referred to above or, in respect of the Second Tranche Consideration Shares, in the event of a secondary fundraise by Haydale of £15 million or more at an issue price of more than £0.009675 per share and, in respect of the Third Tranche Consideration Shares, in the event of a secondary fundraise by Haydale of £15 million or more at an issue price of more than £0.016125 per share.

SMCC is to be acquired on a locked-box basis by reference to 30 June 2025, with normal levels of working capital and on a debt-free basis.

Completion of the Acquisition Agreement is conditional, *inter alia*, upon:

- (i) Shareholders' approval of the Resolutions;
- (ii) First Admission and Completion of the Fundraising;
- (iii) the Placing Agreement having become unconditional in all respects; and
- (iv) Second Admission.

Pursuant to a management warranty deed, certain customary warranties (including tax warranties) are being given by certain members of the senior management team of SMCC who are Sellers (the "Warrantors") in favour of the Company, subject to certain customary limitations (but including a £1 cap on non-fundamental liabilities), as well as other customary undertakings and restrictive covenants given by certain of the Sellers. Accordingly the Company has obtained a buy-side warranty and indemnity insurance policy which, subject to certain exceptions, provides cover for claims against the Warrantors under the business and tax warranties and the tax indemnity in the management warranty deed of up to an amount equal to approximately 40 per cent. of the Consideration.

In lieu of £117,021 of additional interest and monitoring fees incurred by SMCC beyond the point at which the consideration structure above was determined (though prior to the capital reorganisation and capitalisation of loan notes in SMCC to be effected immediately prior to its Acquisition by Haydale), a further 23,404,142 new Ordinary Shares (the "**SMCC CLN Shares**") will be issued to certain of the vendors of SMCC (including Barclays and IW Capital) at the Issue Price and will be admitted to AIM together with the First Tranche Consideration Shares at Second Admission.

Following completion of the Proposals, Barclays and IW Capital (who are not presumed to be acting in concert under the City Code as at the date of this announcement), will own respectively 15.6 and 7.2 per cent. of the Enlarged Share Capital. Barclays and IW Capital have agreed (unless waived by the Company and the Nominated Adviser from time to time) to a formal lock-in (subject to customary permitted transfers and regulatory carve-outs (including the BHCA, including in order to fall within any applicable exemptions thereunder)) in respect of their respective First Tranche Consideration Shares for a period of one year from Admission and any Second Tranche Consideration Shares or Third Tranche Consideration Shares acquired prior to the expiry of that period, following which such shares will be subject to orderly marketing provisions.

In addition to Barclays and IW Capital, certain selling shareholders have agreed to a formal lock-in (subject to customary permitted transfers) in respect of their respective First Tranche Consideration Shares for a period of one year from Admission and any Second Tranche Consideration Shares or Third Tranche Consideration Shares acquired prior to the expiry of that period, following which such shares will be subject to orderly marketing provisions.

Patrick Carter, Theresa Wallis and Gareth Kaminski-Cook have also agreed to a formal lock-in (subject to customary permitted transfers and regulatory carve-outs), in respect of their respective shareholdings, for a period of one year from Admission, following which such shares will be subject to orderly marketing provisions.

With effect from completion of the Proposals the Company will also enter into a relationship agreement with Barclays pursuant to which the Company and Barclays agree to regulate aspects of the continuing relationship between them. Pursuant to the terms of such relationship agreement, Barclays has agreed, to the extent within its powers, to use its voting rights to ensure that the Company is capable at all times of carrying on its business independently of Barclays (together with any associates) and that transactions between the parties are on arms' length terms and on a normal commercial basis. In addition, provided

certain Haydale board composition requirements are complied with by the Company and that Barclays continues to own at least the lower of: (A) 15 per cent.; and (B) (i) (in the period prior to the issue of the Second Tranche Consideration Shares), the percentage of issued Ordinary Shares of Haydale held by Barclays following completion of the Fundraising and Acquisition less 3 per cent., subject to a minimum of 10 per cent. of the entire issued Ordinary Shares (the **Initial Haydale Ordinary Shares Threshold Percentage**); or (ii) (in the period following the issue of the Second Tranche Consideration Shares) the Initial Haydale Ordinary Shares Threshold Percentage plus 3 per cent.; or (iii) (in the period following the issue of the Third Tranche Consideration Shares) the Initial Haydale Ordinary Shares Threshold Percentage plus 5 per cent. (assuming the issue of the Second Tranche Consideration Shares), or otherwise, plus 2 per cent., then, Barclays will also be entitled to appoint an unremunerated non-executive director to the Haydale board. Alternatively, for such time as it holds 7.5 per cent. or more of the Ordinary Shares of Haydale and no Barclays non-executive director has been appointed, Barclays will be entitled to appoint an unremunerated observer to the Haydale board.

Quidos is party to an existing relationship agreement with the Company dated 25 October 2024, which shall automatically terminate upon Quidos ceasing to hold an interest in 15 per cent. or more of the Ordinary Shares of Haydale. As a result of the Fundraising, the relationship agreement between the Company and Quidos dated 25 October 2024 will therefore lapse in accordance with its terms. Quidos has therefore agreed to enter into a new relationship agreement with the Company, to remain in place for a period of 12 months following completion of the Proposals, unless Quidos' interest in the Ordinary Shares amounts to 15 per cent. or more at that time.

On completion Mark Sait, co-founder and CEO of SMCC, will join the Haydale board as Chief Commercial Officer and will continue to lead SMCC as its CEO. Further information on Mr Sait is set out below.

IW Capital will also have the right to appoint a further non-executive director to the board of Haydale or, if no such non-executive director has been appointed a board observer (on an unremunerated basis) for such time as either the Second Tranche Consideration Shares or Third Tranche Consideration Shares have not been issued but remain capable of being issued.

Immediately following completion the Haydale board will grant options under the EMI Scheme to certain executive directors and employees of SMCC and Haydale as set out in section 8 below.

5. Current trading and prospects and change of accounting reference date

In connection with the Proposals Haydale now also intends to change its accounting reference date from 30 June to 30 September, in order to align it with SMCC. This change will have the effect of extending Haydale's financial year ending 30 June 2025 to a financial period comprising 15 months ending 30 September 2025. The Company therefore intends to report the 15 months' results to 30 September 2025 during the early part of February 2026, though these results will not reflect any period of SMCC ownership by the Group and as regards trading performance will reflect the largely transitional nature of the period since completion of the strategic review last December.

An important development during 2025, since completion of the strategic review in December 2024, has been the commencement of pilot programmes which are paid for by respective partners, so it has been pleasing that JustHeat has generated revenues during 2025 from this source. In line with the cost restructuring programme outlined as part of the strategic review, the Group's monthly run-rate costs were reduced to below £200,000 by the end of June 2025, representing a 70 per cent. reduction from the FY24 overhead run rate.

Cash at the end of October 2025 stood at approximately £1.5 million reflecting the benefit of the £2.1 million equity raise in June 2025 at a significant premium to the price of the prior equity raise in October 2024, substantially eliminating the refinancing risks which have hampered the Group's progress in previous years.

The Group continues to trade in line with expectations with substantial further commercial progress announced as follows:

- In September 2025 the Board was pleased to report the signing of further commercial arrangements with third parties providing market access for JustHeat, and referencing a strong pipeline in residential (owner-occupied and social housing) and residential-adjacent sectors (care homes, student

accommodation), and continued emergence of opportunities for JustHeat in broader commercial and specialist applications, including modular housing and mobile homes;

- In October 2025 the Group announced two new contracts with Affordable Warmth Solutions (“AWS”), the community interest company established by National Grid to reduce fuel poverty and improve energy outcomes for vulnerable households. The contracts, one funding the purchase for winter roll-out of the JustHeat system to vulnerable households and another supporting a grid stability trial, have a total value of approximately £450,000 over the next five months and brings Haydale’s total contracted revenues with major UK energy network partners and AWS to over £1 million, a significant milestone that underscores the growing commercial momentum of JustHeat with credible industry collaborators; and
- In October 2025, the Group also announced the signing of two Memoranda of Understanding with UK-based designers of modular and high-performance, energy-efficient data-centre infrastructure to test and validate our functionalised graphene based heat-transfer fluid for use in cooling systems within data-centres in South Wales and other UK locations.
- In December 2025, Haydale and Interfloor signed a Distribution Agreement following successful joint development of a market-ready, integrated flooring range incorporating the JustHeat heating system. Interfloor, Europe’s largest underlay manufacturer and part of Victoria plc (AIM: VCP), will distribute the range through its UK and international networks. Interfloor will work exclusively with Haydale as its heating technology partner. This collaboration, announced ahead of schedule, materially broadens JustHeat’s commercial reach and accelerates its entry into commercial and industrial markets beyond residential use.
- Also in December 2025, Haydale signed two Collaboration Agreements in the US totalling US\$300,000, advancing its market entry from pilot stage into early commercial activity. These contracts, focused on tailoring JustHeat for US applications, validate product relevance in a major international market and mark a significant step forward in Haydale’s capital-light global expansion strategy.

Share Capital structure

The Board is aware that the number of Ordinary Shares in issue and resulting share price is unmanageable and therefore anticipates that during 2026 it will put proposals to Shareholders for a share consolidation with a view to creating a more manageable number of issued Ordinary Shares and a higher share price. The Board anticipates that this process would result in a narrowing of the bid/offer spread, thereby improving liquidity and potentially improving the marketability of the Enlarged Share Capital.

6. Conversion of Haydale Convertible Loan Notes

The Company has received notice from Octopus Investments to convert the Haydale Convertible Loan Notes into new Ordinary Shares. Accordingly, 417,883,894 new Ordinary Shares will be allotted and issued to Octopus in consideration for such exercise, being a principal amount of £0.5 million plus accrued interest at the rate of 10 per cent. per annum. from the date of issue through to the date of receipt of the notice, converted at a price of 0.1325 pence per new Ordinary Share. Allotment and issue of the Haydale CLN Shares is conditional on their admission to trading on AIM. Application has been made for the Haydale CLN Shares to be admitted to trading on AIM with admission of such shares expected to become effective on 18 December 2025. The Haydale CLN Shares will rank *pari passu* in all respects with the Ordinary Shares now in issue and will rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares.

7. The Fundraising

The Placing

The Company has conditionally raised approximately £4.71 million (before expenses) by way of a conditional placing by the Joint Brokers, as agents to the Company, with institutional and other investors of 941,180,000 New Ordinary Shares at the Issue Price pursuant to the terms of the Placing Agreement. The Placing is conditional, amongst other things, on the passing of the Resolutions, the Placing Agreement not having been terminated and First Admission occurring on or before 8.00 a.m. on 7 January 2026 (or such later date as the Joint Brokers and the Company may agree being not later than 8.00 a.m. on 31 January 2026).

Under the terms of the Placing Agreement, the Joint Brokers, as agents for the Company for the purposes of the Placing, have agreed to use their reasonable endeavours to procure Placees for the Placing Shares, and Cavendish, as Retail Offer Coordinator has agreed to co-ordinate the offering of the Retail Shares, in each case at the Issue Price. The Company has given certain customary warranties to the Joint Brokers in connection with the Fundraising and other matters relating to the Company and its business and the Acquisition. In addition, the Company has agreed to indemnify the Joint Brokers in relation to certain liabilities they may incur in undertaking the Fundraising. The Joint Brokers have the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, for a material breach of any of the warranties, upon the happening of certain force majeure events or upon the occurrence of a material change to or affecting the business of the Company. The Placing is not being underwritten.

The Subscriptions

The following parties have entered into Subscription Agreements with the Company, in each case at the Issue Price, as follows:

- Barclays: £500,000 for 100,000,000 Subscription Shares
- Mark Sait (proposed Director): £10,000 for 2,000,000 Subscription Shares
- Theresa Wallis (Non-executive Director): £10,000 for 2,000,000 Subscription Shares
- Jonathan Hill: £24,100 for 4,820,000 Subscription Shares

The Subscriptions are conditional upon (amongst other things) the passing of the Resolutions, the Placing Agreement not having been terminated and First Admission occurring on or before 8.00 a.m. on 7 January 2026 (or such later time and/or date, not being later than 8.00 a.m. on 31 January 2026).

The Subscriptions are not being underwritten.

The Retail Offer

The Company values its retail shareholder base and believes that it is appropriate to provide eligible existing retail shareholders in the United Kingdom with the opportunity to participate in the Retail Offer. The Company is using the Bookbuild Platform to conduct the Retail Offer. The terms and conditions of the Retail Offer are set out in an announcement made by the Company on 12 December 2025.

The Retail Offer is conditional on the Placing and Subscriptions being completed and First Admission taking effect. The Retail Offer will, if taken up in full, result in the issue of 100,000,000 new Ordinary Shares representing approximately 1.3 per cent. of the Enlarged Share Capital.

Shareholders and potential investors should note that the Fundraising is not conditional on completion of the Acquisition. In the unlikely event the Fundraising completes and the Acquisition does not complete, the Company may, at its option, decide to use the funds for alternative investments or consider a tax efficient way to return the net proceeds to Shareholders.

Settlement and Dealings

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

Applications will be made to the London Stock Exchange for admission of the New Ordinary Shares to trading on AIM. It is expected that First Admission will take place at 8.00 a.m. on 7 January 2026 in respect of the Fundraising Shares and that Second Admission will take place at 8.00 a.m. on 8 January 2026 in respect of the First Tranche Consideration Shares and the SMCC CLN Shares.

8. Enlarged Group equity incentivisation arrangements

New Options

Subject to completion of the Proposals, and in lieu of an increase to his current basic salary (£100,000), the Haydale remuneration committee intends to grant a New Option over 16,279,070 Ordinary Shares as a

non-qualifying option under the EMI Scheme to the CEO, Simon Turek, exercisable at nominal cost. Vesting of such option will be conditional on integration and organisation development targets and will vest on a quarterly basis with 25 per cent. of the award vesting at the end of each quarter as follows: 31 March 2026, 30 June 2026, 30 September 2026, and 31 December 2026.

Subject to completion of the Proposals, and to incentivise the delivery of the growth synergies identified for the Enlarged Group, the Haydale remuneration committee intends to grant a New Option over 15,503,876 Ordinary Shares as a non-qualifying option under the EMI Scheme to Mark Sait, exercisable at nominal cost. Vesting of such options will be conditional on integration and organisation development targets and will vest on a quarterly basis with 25 per cent. of the award vesting at the end of each quarter as follows: 31 March 2026, 30 June 2026, 30 September 2026, and 31 December 2026.

Conditional on completion of the Proposals, and as a means of incentivising transformational growth and to align interests with all shareholders in the Enlarged Group the Haydale remuneration committee intends to grant Long-Term Incentive Plan ("LTIP") nominal-cost options under the EMI Scheme to the Enlarged Group Senior Leadership Team as follows:

- (i) New Option over 27,131,783 Ordinary Shares to Simon Turek;
- (ii) New Option over 32,558,140 Ordinary Shares to Mark Sait;
- (iii) New Option over 14,783,975 Ordinary Shares to Patrick Carter;
- (iv) New Option over 10,180,200 Ordinary Shares to Mark Heycock.

Vesting of all such LTIP options will be subject to a straight-line performance schedule based on cumulative Adjusted Operating Profit (as such term is defined in the Company's audited annual accounts) between breakeven (being £0) and £7.0 million for FY26–FY28 inclusive. The LTIP options will vest progressively in line with performance, with no vesting below breakeven and full vesting at £7 million cumulative Adjusted Operating Profit. This approach ensures that vested outcomes are directly proportionate to the level of Adjusted Operating Profit performance achieved.

Subject to the performance criteria, all of these LTIP options may be exercised between the vesting date and the tenth anniversary of the date of grant. The LTIP options will lapse to the extent they have not vested upon satisfaction of the performance criteria by the date on which the performance for FY28 is determined by the Board. Any shares resulting from the exercise of the LTIP options must be held for a minimum of two years from the date of vesting except to the extent shares are to be sold to cover any amount of tax liability arising at the point of exercise.

Conditional on completion of the Proposals and as a means of ongoing incentivisation and retention, and to align interests with all shareholders in the Enlarged Group the Haydale remuneration committee also intends to grant options (exercisable at the Initial Acquisition Allotment Price) under the EMI Scheme as follows:

- (i) New Options over up to 100,000,000 Ordinary Shares to certain employees (excluding Mark Sait) of SMCC;
- (ii) New Options over 66,000,000 Ordinary Shares to Mark Sait;
- (iii) New Options over up to 16,500,000 Ordinary Shares to certain employees of Haydale; and
- (iv) New Options over 16,533,854 and 9,122,126 Ordinary Shares respectively to Patrick Carter and Mark Heycock.

Vesting of all such options will be conditional on Haydale's share price trading at or above twice (2x) the Initial Acquisition Allotment Price for 30 consecutive trading days within two years following the date of grant, and will then be exercisable between the first and fifth anniversary of the date of grant. Vesting of the New Options to be granted to certain employees of SMCC (excluding Mark Sait) will also be subject to an additional time-based vesting schedule depending on when the share price target is satisfied.

New Warrants

Conditional on completion of the Proposals the Company also intends to grant the New Warrants (exercisable at the Initial Acquisition Allotment Price), as follows:

- (i) 18,985,045, 11,985,045 and 11,373,929 New Warrants respectively to Gareth Kaminski-Cook, Theresa Wallis and Jeremy Nesbitt, current non-executive Directors of Haydale in lieu of accrued non-executive Director fees and for additional work undertaken in respect of the Proposals;
- (ii) 66,000,000 New Warrants to Quidos (or its nominee(s)) for advice provided to Haydale;
- (iii) 33,000,000 New Warrants to Janine Freeman, the outgoing Executive Chair of SMCC;
- (iv) 33,000,000 New Warrants to IW Capital, a manager of IW Capital Nominees' investment in SMCC;
- (v) 100,000,000 New Warrants to Jonathan Hill, an adviser to SMCC; and
- (vi) in consideration for providing corporate finance and/or M&A services as directed by the Board to the Enlarged Group, and for the development and implementation of a structured finance offering for Haydale's products (the "**Structured Finance Offering**"), 100,000,000 New Warrants to Jonathan Hill.

Vesting of the New Warrants will be conditional on:

- (a) Haydale's share price trading at or above twice (2x) the Initial Acquisition Allotment Price for 30 consecutive trading days within two years following the date of issue, and will then be exercisable between the first and fifth anniversary of the date of issue; and
- (b) In the case of those referred to in (vi) above relating to the corporate finance and/or M&A services and Structured Finance Offering, shall vest and become exercisable in three annual tranches of 33,000,000, 33,000,000 and 34,000,000 on each of the first to third anniversaries of the date of issue, conditional upon the Structured Finance Offering having been implemented by 30 January 2026 and remaining in place (in all material respects) at the relevant vesting date; any tranche that does not vest due to this condition not being satisfied shall lapse.

The above New Options and New Warrants, when exercised, would result in the issue of 698,937,043 Ordinary Shares (representing 8.99 per cent. of the Enlarged Share Capital). Together with pre-existing options in issue, the new awards/grants referred to above would result in the issue of 796,758,611 Ordinary Shares representing 10.25 per cent. of the Enlarged Share Capital, with 5.98 per cent. held by directors and employees of the Enlarged Group.

The number of Ordinary Shares to be issued on exercise of New Options and New Warrants (and the applicable warrant or option exercise price) will be subject to customary adjustments in the event of certain corporate actions by Haydale, including but not limited to, buybacks, share splits, and share consolidations or sub-divisions.

9. Participation of the Directors in the Fundraising

As outlined above certain Directors have agreed to subscribe for New Ordinary Shares pursuant to the Fundraising. The number of New Ordinary Shares subscribed for by each Participating Director and their resulting shareholdings upon Admission are set out below:

<i>Director</i>	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of existing issued share Capital**</i>	<i>Number of New Ordinary Shares subscribed for</i>	<i>Total number of Ordinary Shares held following Admission</i>	<i>Percentage of Enlarged Share Capital following Admission*</i>
Simon Turek†	274,760,172	5.80	44,688,000	319,448,172	4.11
Theresa Wallis	13,332,658	0.28	2,000,000	15,332,658	0.20

† including via Mr Turek's 39.2 per cent. indirect interest in Quidos Technologies Limited

* Assuming the Retail Offer is subscribed in full.

** Inclusive of the Haydale CLN Shares

Simon Turek's participation in the Fundraising outlined above, by way of his interest in Quidos, is in addition to his participation in awards of New Options referred to in section 8 above, including his agreement to commute an increase in his current basic salary into New Options under the EMI Scheme.

Mark Sait, SMCC's co-founder and CEO, and Haydale's Chief Commercial Officer (conditional on completion of the Acquisition) has also agreed to subscribe £10,000 for 2,000,000 New Ordinary Shares.

10. Related party transactions

The conditional subscription for New Ordinary Shares by Theresa Wallis as outlined above constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The Directors (save for Theresa Wallis) as independent directors, having consulted with the Company's nominated adviser, Cavendish, consider that the terms of the participation in the Fundraising by Theresa Wallis are fair and reasonable insofar as the Company's Shareholders are concerned.

The participation in the Placing by Quidos as outlined above, constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The independent directors, being all Directors apart from Simon Turek and Jeremy Nesbitt (by virtue of their association with Quidos), having consulted with the Company's nominated adviser, Cavendish, consider that the terms of the participation in the Fundraising by Quidos are fair and reasonable insofar as the Company's shareholders are concerned.

The grant of New Warrants to certain Non-Executive Directors, and to Quidos (or its nominee(s)) as outlined above, constitute related party transactions pursuant to Rule 13 of the AIM Rules. The independent director, being for these purposes Patrick Carter (Simon Turek and Jeremy Nesbitt being excluded by virtue of their association with Quidos, and Gareth Kaminski-Cook and Theresa Wallis being excluded by virtue of their participation in the New Warrants, as outlined above), having consulted with the Company's nominated adviser, Cavendish, considers that the grant of such New Warrants is fair and reasonable insofar as the Company's Shareholders are concerned.

11. Proposed amendment to the Haydale Articles of Association

The Directors are also now proposing an amendment to the Articles. Pursuant to legislation in the United States (namely, the BHCA) to which Barclays is subject, Barclays' holding (or that of any other entity subject to the BHCA) in Haydale following the Acquisition must fall within one of BHCA's permitted holding authorities. The availability of those authorities generally can vary based on the type of activities of an investee company, the location of its activities, the level of the equity investment, and other features of the investment and other relationships between the investor and the investee company. Due to Haydale still having US subsidiaries, the BHCA holding authorities available to parties subject to BHCA in respect of Haydale are restricted to those that permit an investment in a group that already has a US nexus (as Haydale still has).

The resulting holding authority (within the terms of the BHCA) available to Barclays therefore and under which it may hold its investment in Haydale requires that Barclays may not own or control 25 per cent. or more of any class of voting securities in Haydale. The proposed amendment to the Articles therefore is to create a voting restriction (the **"Regulatory Voting Restriction"**) in the Articles. The Regulatory Voting Restriction will apply to any shareholder (a **"Regulated Holder"**) that is subject to the BHCA (such as Barclays) and elects by notice to Haydale that it wishes to be treated as a Regulated Holder. The Regulatory Voting Restriction will restrict a Regulated Holder from voting more than 24.99 per cent. of the voting rights of all shares entitled to vote on any matter, save for certain limited matters which the BHCA allows a Regulated Holder to vote on without the Regulatory Voting Restriction applying. The Regulatory Voting Restriction will apply in respect of all voting shares held by such Regulated Holder (and any affiliates of such Regulated Holder who are similarly subject to the BHCA), save for any shares that are not required to be aggregated in such percentage calculation by the BHCA, for example, where the shares are held by the Regulated Holder in a nominee capacity only. The Regulatory Voting Restriction would also apply with respect to shares transferred by a Regulated Holder, subject to certain exceptions, namely transfers back to the Company, transfers as part of a widespread public distribution, transfers of less than 2 per cent., or where the transferee would acquire more than 50 per cent. of voting securities in Haydale (excluding any transfer of shares by the Regulated Holder).

12. Change of Name

The Board has also announced on 12 December 2025 its intention to change the name of the Company to Haydale Plc. With the repositioning of the Company during 2025 following the change of management at the start of the year being well advanced, with real commercial traction now visible around the Group's

JustHeat product, and the SMCC acquisition moving the Company's activities further towards energy efficiency, the Directors consider that the new name will better reflect the intellectual property basis of the Group's activities whilst de-emphasising the dependence on purely graphene, reflecting the Group's evolution into a broader clean technology platform. The Board will give further consideration to a more comprehensive re-branding of the Group during 2026.

The change of name has been approved by a resolution of the Board and is not subject to a vote of Shareholders. The name change is expected to become effective between today's date and the General Meeting, and a further announcement will be made when the change is formally registered at Companies House, including further details regarding the Company's updated website, containing the information required to be published pursuant to Rule 26 of the AIM Rules for Companies.

Shareholders should note that their interest in ordinary shares in the Company will not be affected by the change of name and that the Company's TIDM will remain as "HAYD" following the change.

Shareholders should also note that their holdings of Existing Ordinary Shares in the Company will not be affected by the change of name. Furthermore, existing share certificates should be retained as they remain valid for all purposes and new share certificates will not be issued.

13. General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on 6 January 2026 at 11.00 a.m. at which the Resolutions will be proposed for the purposes of implementing the Proposals.

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the New Ordinary Shares in connection with the Fundraising, the Acquisition and pursuant to any exercise of the New Warrants and otherwise to allot relevant securities up to £259,156.97 in nominal value (representing approximately one third of the issued share capital following Second Admission) provided that such authority shall expire on the earlier of (i) the next annual general meeting of the Company and (ii) 31 March 2026.

The EMI Plan constitutes an employees' share scheme as defined in section 1166 of the Act. The directors do not require authority to allot shares, or grant rights to subscribe for, or convert any security into, shares pursuant to an employees' share scheme under section 549(2)(a) of the Act. In addition, pursuant to section 566 of the Act, the statutory pre-emption right under section 561 of the Act does not apply to the allotment or transfer of shares under an employees' share scheme. Accordingly, no authority is required for the grant of the New Options.

Resolution 2, which will be proposed as a special resolution, disapplies Shareholders' statutory pre-emption rights in relation to the issue of the New Ordinary Shares pursuant to the Fundraising and any exercise of the New Warrants and otherwise to allot equity securities for cash up to £116,620.64 in nominal value (representing approximately 15 per cent. of the issued share capital following Second Admission) provided that such authority shall expire on the earlier of (i) the next annual general meeting of the Company and (ii) 31 March 2026.

Resolution 3, which will be proposed as a special resolution, is proposed to amend the existing articles of association of the Company to provide for the Regulatory Voting Restriction set out in the BHCA as described in section 11 above. A copy of the amended articles of association will be available for inspection throughout the General Meeting.

14. Action to be taken

You can vote in respect of your shareholding by attending the General Meeting or by appointing one or more proxies to attend the meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

Whether or not you propose to attend the General Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

Proxies may be appointed by either:

- completing and returning the enclosed proxy form; or
- registering an online proxy vote at www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions; or
- using the CREST electronic proxy appointment service (for CREST members only).

In either case, the notice of appointment of a proxy should reach the Registrars by no later than 11.00 a.m. on 2 January 2026. Please refer to the Notes to the Notice of General Meeting at the rear of this document and the enclosed proxy form for detailed instructions.

The attention of shareholders is drawn to the voting intentions of the Directors set out below. Quidos Technologies Limited, which owns 14.78 per cent. of the Existing Ordinary Share capital of the Company (following admission of the Haydale CLN Shares) has also undertaken to vote in favour of the Proposals.

15. Recommendation

The Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own holdings of Existing Ordinary Shares, amounting to 25,683,384 Existing Ordinary Shares (excluding in the case of Simon Turek, the shares held by Quidos and in respect of which a separate direct undertaking has been given as per below) as at 11 December 2025, (being the last practicable date prior to the publication of this document). Quidos Technologies Limited, which owns 14.78 per cent. of the Existing Ordinary Share capital of the Company (following admission of the Haydale CLN Shares) has also directly undertaken to vote in favour of the Proposals.

Yours faithfully

Gareth Kaminski-Cook

Chair

Haydale Graphene Industries plc

(Registered in England and Wales under the Companies Act 2006 with registered number 07228939)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Haydale Graphene Industries plc (the “**Company**”) will be held on 6 January 2026 at 11.00 a.m. at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London, EC4R 3TT. The business of the meeting will be to consider and, if thought appropriate, to pass the following ordinary and special resolutions:

In this Notice of General Meeting, words and defined terms shall have the same meanings as words and defined terms in the circular to Shareholders of the Company dated 15 December 2025 of which this Notice of General Meeting forms part.

ORDINARY RESOLUTION

1. **THAT**, subject to and conditional upon the passing of Resolutions 2 and 3 and in substitution for all existing authorities given to them pursuant to section 551 of the Companies Act 2006 (the “**Act**”) prior to the date of the passing of this resolution, the directors of the Company (the “**Directors**”) be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares in the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**relevant securities**”), provided that such authority shall be limited to:
 - (a) the allotment of new ordinary shares of £0.0001 each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate nominal amount of £115,000 in connection with the Fundraising;
 - (b) the allotment of new Ordinary Shares up to an aggregate nominal amount of £285,271.3177 in connection with the Acquisition; and
 - (c) the allotment of new Ordinary Shares up to an aggregate nominal amount of £2,340.4142 in connection with the SMCC CLN Capitalisation (being the SMCC CLN Shares);
 - (d) the right to subscribe for new Ordinary Shares up to an aggregate nominal amount of £37,434.4019 pursuant to the New Warrants; and
 - (e) the allotment (otherwise than under paragraphs (a) to (d) above) of relevant securities, up to an aggregate nominal amount of £259,156.97,

and, unless previously renewed, revoked, varied or extended, this authority shall expire on the earlier of (i) the next annual general meeting of the Company and (ii) 31 March 2026 save that the Directors may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired including, for the avoidance of doubt, any Deferred Consideration Shares to be issued pursuant to the Acquisition and in accordance with its terms.

SPECIAL RESOLUTIONS

2. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 3 (and in substitution for all existing unexercised powers of the Directors under sections 570 and 571 of the Act, which shall continue in full force and effect), the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 1 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to:
 - (a) the allotment of new Ordinary Shares up to an aggregate nominal amount of £115,000 in connection with the Fundraising;

- (b) the allotment of new Ordinary Shares up to an aggregate nominal amount of £2,340.4142 in connection with the SMCC CLN Capitalisation (being the SMCC CLN Shares);
- (c) the right to subscribe for new Ordinary Shares up to an aggregate nominal amount of £37,434.4019 pursuant to the New Warrants; and
- (d) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and
- (e) the allotment (otherwise than under paragraphs (a) to (d) above, of equity securities up to an aggregate nominal value equal to £116,620.64,

and, unless previously renewed, revoked, varied or extended, this power shall expire on the earlier of (i) the next annual general meeting of the Company and (ii) 31 March 2026 save that the Directors may, before this power expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this power had not expired including, for the avoidance of doubt, any Deferred Consideration Shares to be issued pursuant to the Acquisition and in accordance with its terms.

3. **THAT**, subject to and conditional on the passing of Resolutions 1 and 2, the existing Articles of Association of the Company shall be amended as follows:

- (a) by the insertion of the following new definitions in Article 1.2, namely:

“Permitted Regulatory Transferee” means either:

- (a) *the Company; or*
- (b) *a third party transferee of a Regulated Holder:*
 - (i) *in a “widespread public distribution”;*
 - (ii) *in a transfer in which no transferee (or “group of associated transferees”) would receive two (2) percent or more of any class of voting securities; or*
 - (iii) *if such transferee would control more than fifty (50) percent of every class of voting securities without any transfer of shares by such Regulated Holder*

in each case as such terms (as applicable) are defined under the BHCA and the Federal Reserve Board’s regulations and interpretations thereunder.

“Permitted Vote Matters” means the matters for which holders of non-voting securities are permitted to have a vote pursuant to Regulation Y of the Federal Reserve Board, 12 CFR § 225.2(q)(2).

“Regulated Holder” means a holder of Ordinary Shares that is a bank holding company, or an affiliate of a bank holding company, in either case subject to the provisions of the Bank Holding Company Act of 1956, as amended, and as implemented by the Board of Governors of the Federal Reserve System, whether pursuant to regulation or interpretation (the “BHCA”), together with its affiliates (as defined in Regulation Y(12 C.F.R Part 225)) and which elects by notice in writing to the Company to be treated as a Regulated Holder.

“Regulated Holder Transferee” means a party to whom a Regulated Holder transfers shares of capital stock of the Company and the transferees of such party (in each case, other than Permitted Regulatory Transferees).; and

- (b) by the insertion of a new Article 4.1B as follows:

4.1B Regulatory Voting Restrictions

4.1B.1 *Notwithstanding the stated or statutory voting rights of holders of Ordinary Shares, in no event shall a Regulated Holder and its Regulated Holder Transferees (with respect*

to Ordinary Shares acquired from such Regulated Holder), either individually or collectively, be entitled to vote shares representing more than 24.99% of the voting rights of all shares entitled to vote on any matter (including matters with respect to which such holders are entitled to provide their consent) provided that the Regulatory Voting Restriction shall not apply to Permitted Vote Matters or to shares held by a Regulated Holder and its Regulated Holder Transferees which are not required by the BHCA to be aggregated with the other voting rights of all shares held by such persons for the purposes of calculating their relevant percentage holding. The restrictions described in this Article 4.1B.1 are referred to herein as the "Regulatory Voting Restriction".

- 4.1B.2 Upon completion of a transfer to a Permitted Regulatory Transferee, the Regulatory Voting Restriction shall no longer be deemed to apply to such Ordinary Shares.*
- 4.1B.3 Notwithstanding anything to the contrary herein, Article 4.1B shall not be removed or altered without the written consent of each Regulated Holder.*

BY ORDER OF THE BOARD

M Heycock
Company Secretary

15 December 2025

Notes to the Notice of General Meeting:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy in relation to the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.
2. To appoint as a proxy a person other than the chair of the meeting, a member must insert the proxy's full name in the box on the proxy form. If a member signs and returns a proxy form with no name inserted in the box, the chair of the meeting will be deemed to be the member's proxy. Where a member appoints as a proxy someone other than the chair, the member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. If a member wishes a proxy to make any comments on the member's behalf, the member will need to appoint someone other than the chair and give them the relevant instructions directly.
3. A member which is a corporation is entitled to appoint one or more corporate representatives to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member. If a member which is a corporation appoints more than one corporate representative in relation to the meeting, each representative must exercise the rights attached to a different share or shares held by that member. In the case of a member which is a corporation, the proxy form must be executed under the corporation's common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation.
4. A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and deposited at the office of the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion of a Form of Proxy does not preclude a member from attending and voting in person at the meeting if (s)he so wishes.
5. Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 11.00 a.m. on 2 January 2026.
6. Pursuant to Regulation 41 of the CREST Regulations, the Company specifies that only those members entered in the Company's register of members at 11.00 a.m. on 2 January 2026 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, only those members entered in the Company's register of members 48 hours (excluding non-working days) before the time and date of the adjourned meeting shall be entitled to attend and vote at the adjourned meeting.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 6 January 2026 and any adjournment(s) thereof 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrars, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
11. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this notice or in any related documents to communicate with the Company for any purposes other than those expressly stated.
12. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.
13. As at 12 December 2025 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 4,322,955,947 Existing Ordinary Shares of 0.01 pence each, carrying one vote per share. Therefore, the total voting rights in the Company as at 12 December 2025 (being the latest practicable date prior to the posting of this document) were 4,322,955,947.

