

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or otherwise disposed of all of your shares in Haydale Graphene Industries Plc ("**the Company**"), please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

HAYDALE GRAPHENE INDUSTRIES PLC

NOTICE OF ANNUAL GENERAL MEETING

THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 10.00 A.M. ON FRIDAY 4 DECEMBER 2020.

In response to Covid-19 the UK Government has introduced social distancing measures (the Public Health Measures) which remain in force at the time of publication of this notice. The health of our shareholders, employees and stakeholders is extremely important to us and the Board are mindful of the risk of a further rise in Covid-19 cases and consequent changes in public health measures which could come into force during the period between this Notice being sent and the date of this year's Annual General Meeting (AGM). With this in mind, the 2020 Haydale Graphene Industries plc AGM will be held as a closed meeting. No business will be considered at the meeting other than the resolutions proposed in this Notice and shareholders will, regrettably, not be able to attend in person.

The Board recognises the importance of the AGM to shareholders and has ensured that you are able to submit questions and vote notwithstanding the ongoing social distancing measures. Shareholders are strongly advised to submit their votes in respect of the business to be transacted via proxy as early as possible. Shareholders are advised to appoint the Chair of the Meeting as their proxy. Please do not appoint any other person (apart from the chairman of the Meeting) as your proxy, as we will not be able to let them enter the meeting and your vote may not be counted.

Please complete the Form of Proxy and return it in accordance with the instructions printed thereon so as to reach the Company's Registrars, Share Registrars Limited ("Share Registrars"), The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR no later than 10.00 a.m. on Friday 4 December 2020.

Shareholders are invited to submit questions related to the business of the meeting to the Board in advance of the AGM. The Board will endeavour to respond to all questions asked via email. For further information about how to contact us with your questions please see Note 1 on page 6 of this Notice. The Board looks forward to resuming normal shareholder meetings as soon as reasonably practicable.

The Board considers all of the proposed resolutions are most likely to promote the success of the Company for the benefit of its members as a whole, and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

The Notice of AGM of the Company is set out at the end of this letter.

To the shareholders of Haydale Graphene Industries Plc

Dear Shareholder

The Company's AGM will take place at 10.00 a.m. on 8 December 2020 and the Notice of the meeting is enclosed with this letter. In light of the current measures put into place by the UK Government to combat Covid-19, the meeting will be held as a closed meeting and, regrettably, shareholders will not be able to attend the meeting in person.

A shareholder registered on the register of members of the Company by 10.00 a.m. on 4 December 2020, being not less than 48 hours before the AGM (not including bank holidays or weekends) is entitled to vote on the resolutions contained in the Notice of AGM.

This letter is intended to help you understand the effect of, and reasons for, the resolutions.

Resolution 1: Report and Accounts

The Directors are required to present to shareholders at the AGM the audited accounts of the Company for the financial period ended 30 June 2020, together with the Auditor's Report and the Directors' Report.

Resolutions 2: Appointment of Director

Theresa Wallis has been appointed as a director since the Company's last AGM. In accordance with Article 20 of the Company's Articles of Association any Director shall retire from office if they have not been appointed or re-appointed at one of the preceding two annual general meetings.

A brief biography of Ms Wallis can be found on page 12 of the Annual Report on the Company's website at <https://www.haydale-ir.com/content/investors/board>.

After due and careful consideration, the Board is pleased with the performance of, and contributions made by, Ms Wallis since her appointment as a non-executive director in June 2020, and, as such, the Board recommends her appointment to shareholders.

Resolutions 3: Auditors and their remuneration

Company law requires the Company, at each general meeting at which accounts are laid, to appoint auditors who will remain in office until the conclusion of the next general meeting at which accounts are laid. Grant Thornton UK LLP has indicated its willingness to continue in office and Resolution 3 proposes to make this appointment. Resolution 3 also authorises the Directors to agree the auditor's remuneration. It is normal practice for shareholders to resolve at the AGM that the Directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts.

Resolution 4: Authority to allot equity securities pursuant to Section 551

Under the Companies Act 2006 (the "Act"), the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in a general meeting. The authority being sought will permit the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £2,835,199. This amount represents approximately one third of the nominal value of the issued ordinary share capital of the Company on 9 November 2020, the latest practicable date prior to publication of this Notice of AGM. The Directors consider it desirable that the specified amount of unissued share capital is available for issue so that they can more readily take advantage of possible opportunities in the future. The authority conferred by this resolution will expire at the conclusion of the annual general meeting of the Company to be held in 2021 or fifteen months after the date on which Resolution 4 is passed, whichever is the earliest. As at the date of this Notice, the Company holds no treasury shares.

Resolution 5: Disapplication of pre-emption rights

Section 561(1) of the Act requires that any shares that are proposed to be issued by the Company for cash must first be offered to existing shareholders in proportion to their existing holdings. These are known as shareholders' pre-emption rights. However, to act in the best interests of the Company, the Directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act.

Therefore, this resolution, to be proposed as a special resolution, seeks authority to enable the Directors to allot equity securities for cash free of such pre-emption rights up to an aggregate nominal amount of £1,701,119. This amount represents approximately one fifth of the nominal value of the issued ordinary share capital of the Company on 9 November 2020, the latest practicable date prior to publication of this Notice of AGM. The Directors consider that the power proposed to be granted by Resolution 5 is necessary to retain flexibility in relation to the management of the Company's share capital. This authority will expire at the conclusion of the annual general meeting of the Company to be held in 2021 or fifteen months after the date on which Resolution 5 is passed, whichever is the earlier. The Directors have no present intention of exercising this authority.

Yours faithfully

David Banks

Non-executive Chairman

Haydale Graphene Industries Plc

HAYDALE GRAPHENE INDUSTRIES PLC

(Registered in England and Wales with Company number 07228939)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting of Haydale Graphene Industries plc (the "**Company**") will be held on 8 December 2020 at 10.00 a.m. at the Company's office at Quad One, Harwell Science and Innovation Campus, Becquerel Avenue, Harwell, Didcot, Oxon OX11 0RA. The meeting will be held as a closed meeting and, regrettably, shareholders will not be able to attend the meeting in person.

The AGM is convened to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 4 (inclusive) will be proposed as Ordinary Resolutions and Resolution 5 will be proposed as a Special Resolution:

ORDINARY BUSINESS

1. To receive the audited accounts of the Company for the financial year ended 30 June 2020 and the reports of the Directors and Auditors thereon.
2. To elect, as a Director of the Company, Theresa Anne Wallis, who was appointed to the Board since the last AGM.
3. To re-appoint Grant Thornton UK LLP as Auditors of the Company and to authorise the Directors to determine their remuneration.
4. **THAT** in substitution for all previous powers granted to them to the extent unused, the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £2,835,199 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the date that is 15 months from the date of the Annual General Meeting or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2021 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

5. **THAT** subject to and conditional upon the passing of Resolution 4 and in substitution for all previous powers granted to them to the extent unused, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, in each case:
 - (a) in connection with an offer of such securities by way of a rights issue (as defined below); and
 - (b) (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £1,701,119,

as if section 561(1) of the Act did not apply to any such allotment, such authority to expire on the date that is 15 months from the date this resolution is passed, or at the conclusion of the annual general meeting of the Company to be held in 2021, if earlier, save that the Company may, before such expiry,

make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

“**rights issue**” means an offer to:

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,
- (iii) to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

BY ORDER OF THE BOARD

David Banks

Chairman

10 November 2020

Registered Office

Clos Fferws
Parc Hendre
Capel Hendre
Ammanford
Carmarthenshire
SA18 3BL

Notes to the Notice of AGM

Shareholder questions

1. If any shareholder has a question they would like to pose to the Board, this should be submitted to the Chairman via email to AGM@Haydale.com by no later than 10.00 a.m. on 4 December 2020. Please title your email "Haydale AGM" and include your full name and address in the body of the email, together with your unique reference number as shown in the top right hand corner on your form of proxy issued in connection with the AGM. Questions may also be submitted in writing to our registered office, by the same deadline. All questions submitted in writing should include the unique reference number noted above. We will endeavour to respond to all questions asked via email within seven days following the AGM.

Entitlement to vote

2. The Company will make arrangements such that the legal requirements to hold the Meeting can be satisfied through the attendance of two director shareholders or employee shareholders.
3. Voting on each of the resolutions being proposed at the AGM, as set out in the Notice, will be conducted by way of a poll. This allows the votes of those shareholders who are unable to attend the AGM in person to be taken into account. On a poll, shareholders have one vote for each ordinary share held.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company has specified that only those members entered on the register of members at 10.00 a.m. on 4 December 2020 (or in the event that this meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting excluding non-business days) shall be entitled to vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. **In light of the current situation shareholders are not permitted to attend the AGM in person. Every eligible shareholder is, however entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf at the AGM.**

Appointment of proxies

5. Members are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company, however, given the restrictions on attendance, shareholders who wish to participate in the meeting are strongly encouraged to appoint the **Chairman of the meeting** as their Proxy. Any other person appointed as a proxy will not be permitted to attend the meeting and will not be able to cast votes on your behalf. Please see the instructions on the enclosed Form of Proxy.
6. In the unlikely event that the Company announces alternative arrangements prior to the AGM, to enable shareholder attendance, then having already submitted a proxy vote will not preclude a member from attending the Meeting and voting in person if they subsequently decide to do so.

Appointment of proxy using the hardcopy proxy form

7. A form of proxy is enclosed for your use. Further copies of the form of proxy may be downloaded from our website (<https://www.haydale-ir.com/content/investors/shareholder-information>).
8. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy instruction is one of multiple instructions being given. To appoint more than one proxy please see the instructions on the enclosed Form of Proxy. All forms must be signed and should be returned together in the same envelope.
9. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Share Registrars Limited ("**Share Registrars**"), Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by hand, by e-mail to voting@shareregistrars.uk.com, or sent by post, so as to be received not less than 48 hours excluding non-business days before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). If you are lodging by e-mail please state "Haydale Graphene Industries plc AGM" and your name in the subject line of the email.

Appointment of proxy through CREST

10. CREST members who wish to appoint a proxy or proxies for the Annual General Meeting, including any adjournments thereof, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Registrar (ID 7RA36) by not less than 48 hours excluding non-business days before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). 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 Applications Host) from which Share Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

12. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & Ireland 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint holders

14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first name being the most senior).

Changing proxy instructions

15. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

Termination of proxy appointments

16. In order to revoke a proxy appointment you must send a hard copy notice clearly stating your intention to revoke your proxy appointment to the offices of the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by hand, by e-mail to voting@shareregistrars.uk.com, or sent by post, so as to be received not less than 48 hours excluding non-business days before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). Appointment of a proxy does not normally preclude you from attending the meeting and voting in person, but please see the restrictions in Note 4 above. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

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

Issued shares and total voting rights

18. As at 6.00 p.m. on 9 November October 2020, the Company's issued share capital comprised 425,279,798 ordinary shares of 2 pence each fully paid. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 9 November 2020 is 425,279,798. The Company does not hold any shares in treasury.

Communication

19. Members who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):
 - Submitting questions related to the business of the AGM via AGM@Haydale.com;
 - Emailing Share Registrars at enquiries@shareregistrars.uk.com; or
 - calling the Share Registrars telephone number on 01252 821390. Lines are open from 9.00 a.m. to 5.30 p.m., Monday to Friday. Please note that the Registrars office is working with a reduced staff and you may have to leave a message to be called back.

You may not use any electronic address provided either:

- in this Notice of AGM; or
- any related documents (including the Form of Proxy),

to communicate with the Company for any purposes other than those expressly stated.

