THIS DOCUMENT (THE "CIRCULAR") AND THE ACCOMPANYING APPLICATION FORM ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares in the Company, please immediately forward this Circular, together with the accompanying Application Form (having completed Box 10 on the Application Form) 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 except that such documents should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations including, but not limited to the Excluded Jurisdictions. If you have sold only part of your holding of Existing Ordinary Shares, you should contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This Circular is not, and is not required to be, a prospectus for the purposes of the Prospectus Regulation Rules in accordance with sections 85 and 86 of FSMA and has not been prepared in accordance with the Prospectus Regulation Rules. Accordingly, this Circular 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, any securities commission or any other authority or regulatory body. This Circular does not comprise an admission document under the AIM Rules and the London Stock Exchange has not itself examined or approved the contents of this Circular.

The Existing Ordinary Shares are admitted to trading on AIM. It is expected that First Admission and dealings in the Placing Shares and Subscription Shares will become effective and dealings in the Placing Shares and Subscription Shares will commence on AIM at 8.00 a.m. on 26 March 2024. Application will also be made for the Open Offer Shares to be admitted to trading on AIM. It is expected that Second Admission and dealings in the Open Offer Shares will become effective and dealings in the Open Offer Shares will commence on AIM at 8.00 a.m. on 9 April 2024. No application is being made or has been made for the Existing Ordinary Shares or the New Ordinary Shares to be admitted to listing or dealt with on any other recognised investment exchange.

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 FCA. 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.

Quadrise plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 05267512)

Placing of 118,922,107 New Ordinary Shares, Subscription of 1,077,893 New Ordinary Shares and Open Offer of up to 82,235,727 New Ordinary Shares at a price of 1.25 pence per New Ordinary Share

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Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this Circular. Your attention is also drawn to the Risk Factors contained in Part III of this Circular.

The Open Offer closes at 11.00 a.m. on 5 April 2024. If you are a Qualifying Shareholder and want to apply for Open Offer Shares under the Open Offer you should follow the procedure set out in Part II of this Circular and, where relevant, complete and return the Application Form enclosed with this Circular.

Cavendish Capital Markets Limited ("**Cavendish**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser exclusively for the Company and no one else in connection with the Fundraise and will not regard any other person (whether or not a recipient of this Circular) as a client in relation to the Fundraise and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice, in relation to the Fundraise, the contents of this Circular or any other matter referred to in this Circular. Cavendish' responsibilities as the Company's nominated adviser under the AIM Rules and the AIM Rules for Nominated Advisers are owed to the London Stock Exchange and the Company and not to any other person.

Shore Capital Stockbrokers Limited ("**Shore Capital**") and VSA Capital Limited ("**VSA Capital**") (together the "**Joint Brokers**"), who are authorised and regulated in the United Kingdom by the FCA, are acting exclusively for the Company as joint bookrunners and joint brokers and no one else in connection with the Fundraise and will not regard any other person (whether or not a recipient of this Circular) as their client in relation to the Fundraise and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice, in relation to the Fundraise, the contents of this Circular or any other matter referred to in this Circular. The responsibilities of Shore Capital and VSA Capital as the Company's joint brokers are owed to the London Stock Exchange and not to any other person.

No representation, responsibility or warranty, expressed or implied, is made by Cavendish, Shore Capital or VSA Capital or any of their respective directors, officers, employees or agents as to any of the contents of this Circular in connection with the Open Offer or any other matter referred to in the Circular. Neither Cavendish, Shore Capital nor VSA Capital will be offering advice or will otherwise be responsible for providing customer protections to recipients of this Circular or for advising them on the contents of this Circular or any other matter.

The New Ordinary Shares will, on the relevant Admission, 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 on Ordinary Shares following the relevant Admission.

If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or wish to receive another Application Form, they should contact Share Registrars Limited on +44 (0)1252 821390, where relevant, quoting the serial number of their Application Form. Calls to the Share Registrars' 01252 821390 number are charged at your service provider's network standard rate. Calls to the Share Registrars' +44 1252 821390 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. Share Registrars Limited cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice. Share Registrars Limited will not give Qualifying Shareholders any other advice in connection with the Open Offer. Qualifying Shareholders are strongly recommended to seek their own personal financial advice from their stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA if they are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

The information contained in this Circular has been prepared solely for the purposes of the Fundraise and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

IMPORTANT INFORMATION

Notice to overseas persons

Subject to certain exceptions, none of this Circular, the Open Offer Entitlements or the Application Form constitutes an offer to sell or the solicitation of an offer to buy Open Offer Shares or any entitlements under the Open Offer in the United States (as defined in Regulation S of the Securities Act). Furthermore, the New Ordinary Shares do not constitute an offer to sell or the solicitation of any offer to acquire any New Ordinary Shares in the United States (as defined in Regulation S of the Securities Act).

None of the New Ordinary Shares, the Open Offer Entitlements nor the Application Form, have been or will be, registered under the relevant laws of any state, province or territory of any of the Excluded Jurisdictions. Subject to certain limited exceptions: (i) none of the Open Offer Entitlements, the Application Form nor the Open Offer Shares may be taken up or delivered in, into or within any of the Excluded Jurisdictions, and (ii) the Application Form is not being posted to any person in any of the Excluded Jurisdictions.

It is the responsibility of any person receiving a copy of this Circular, the Open Offer Entitlements and/or the Application Form outside the United Kingdom to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this Circular, the Open Offer Entitlements and/or the Application Form should not, in connection with the Open Offer, distribute or send it into any jurisdiction when to do so would, or might contravene local securities laws or regulations.

Cautionary note regarding forward-looking statements

This Circular includes statements that are, or may be deemed to be, forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "milestones", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts.

Forward-looking statements appear in a number of places throughout this Circular and include statements regarding the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Any forward-looking statements contained in this Circular based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the AIM Rules or other applicable legislation or regulation, none of the Company, Cavendish, Shore Capital nor VSA Capital undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this Circular. There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in expectations and assumptions used and changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

Information to Distributors

Solely for the purposes of paragraph 3.2.7R regarding the responsibilities of UK Manufacturers under the Product Governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary Shares are: (i) compatible with an end target market of (a) retail investors, (b) investors who meet the criteria

of professional clients and (c) eligible counterparties, each as defined in UK Product Governance Requirements; and (ii) eligible for distribution through all distribution channels as are permitted by UK Product Governance Requirements (the "**Target Market Assessment**").

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A, respectively, of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Open Offer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Open Offer Shares and determining appropriate distribution channels.

Presentation of financial information

Certain data in this Circular, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this Circular may vary slightly from the actual arithmetical totals of such data. In this Circular, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom.

Presentation of market, economic and industry data

Where information contained in this Circular originates from a third-party source, it is identified where it appears in this Circular 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 Circular and Shareholders should not rely on them.

Interpretation

Certain terms used in this Circular are defined and certain technical and other terms used in this Circular are explained at the section of this Circular under the heading "**Definitions and Glossary**".

All times referred to in this Circular and the Application Form are unless otherwise stated, references to London time.

All references to legislation in this Circular and the Application Form 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	Andy Morrison, *Non-Executive Chairman* Jason Miles, *Chief Executive Officer* Laurie Mutch, *Non-Executive Director* Vicky Boiten-Lee, *Non-Executive Director* Dilip Shah, *Non-Executive Director* *all of whose business address is at the Company's registered office below*
Registered Office	Eastcastle House 27-28 Eastcastle Street London W1W 8DH
Company Secretary	MSP Corporate Services Limited 27-28 Eastcastle Street London W1W 8DH
Quadrise website	www.quadrise.com
Nominated Adviser	**Cavendish Capital Markets Limited** One Bartholomew Close London EC1A 7BL
Joint Broker	**Shore Capital Stockbrokers Limited** Cassini House 57 St James's Street London SW1A 1LD
Joint Broker	**VSA Capital Limited** Park House, 16-18 Finsbury Circus London EC2M 7EB
Legal Adviser to the Company as to English Law	**Shoosmiths LLP** 1 Bow Churchyard London EC4M 9DQ
Legal Adviser to Cavendish, Shore Capital and VSA Capital	**Fieldfisher LLP** Riverbank House 2 Swan Lane London EC4R 3TT
Registrar and Receiving Agent	**Share Registrars Limited** 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Placing and Subscription	18 March 2024
Record Date for the Open Offer	6.00 p.m. on 18 March 2024
Announcement of the results of the Placing and Subscription and launch of the Open Offer	19 March 2024
Publication and posting of this Circular and the Application Form	19 March 2024
Existing Ordinary Shares marked 'ex' by London Stock Exchange	8.00 a.m. on 19 March 2024
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	as soon as practicable after 8.00 a.m. on 20 March 2024
First Admission effective and dealings in the Placing Shares and Subscription Shares commence on AIM	8.00 a.m. on 26 March 2024
CREST accounts credited in respect of Placing Shares and Subscription Shares	26 March 2024
Recommended latest time for requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. on 28 March 2024
Latest time for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements into CREST	3.00 p.m. on 2 April 2024
Latest time for splitting Application Forms (to satisfy *bona fide* market claims only)	3.00 p.m. on 3 April 2024
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 5 April 2024
Expected date of announcement of the results of the Open Offer	5 April 2024
Share certificates dispatched for the Subscription Shares to be held in certificated form	by 8 April 2024
Second Admission effective and dealings in the Open Offer Shares commence on AIM	8.00 a.m. on 9 April 2024
CREST accounts credited in respect of Open Offer Shares	9 April 2024
Share certificates dispatched for the Open Offer Shares to be held in certificated form by	18 April 2024

Notes:

(1) References to times in this Circular are to UK time (unless otherwise stated).

(2) The dates and timing of the events in the above timetable and in the rest of this Circular are indicative only and may be subject to change at the absolute discretion of the Company. If any of the above times or dates should change, the details of the revised times and/or dates will be notified to AIM and, where appropriate, to Shareholders.

(3) In order to subscribe for Open Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part II of this Circular and, where relevant, complete the accompanying Application Form. If you have any questions relating to this Circular, and the completion and return of the Application Form, please telephone Share Registrars Limited between 9.00 a.m. and 5.30 p.m. (UK time) Monday to Friday on 01252 821390 from within the UK or +44 1252 821390 if calling from outside the UK.

PLACING, SUBSCRIPTION AND OPEN OFFER STATISTICS

Issue Price	1.25p
Number of Existing Ordinary Shares in issue as at the date of this Circular[1]	1,562,478,823
Basis of the Open Offer	1 Open Offer Share for every 19 Existing Ordinary Shares held as at the Record Date
Number of Placing Shares	118,922,107
Number of Subscription Shares	1,077,893
Number of Ordinary Shares in issue following First Admission	1,682,478,823
Number of Ordinary Shares available under the Open Offer[2]	82,235,727
Number of Ordinary Shares in issue following Second Admission[3]	1,764,714,550
Approximate percentage of the Enlarged Share Capital represented by the Open Offer Shares[3]	4.66%
Estimated gross cash proceeds of the Placing and Subscription	£1.5 million
Estimated gross cash proceeds of the Open Offer[3]	£1 million
TIDM for the Ordinary Shares	QED
ISIN for the Ordinary Shares	GB00B11DDB67
ISIN for Open Offer Entitlements	GB00BP6JP332
ISIN for Excess Open Offer Entitlements	GB00BP6JP449

Notes:

(1) As at the close of business on 18 March 2024, being the last practicable Business Day prior to the publication of this Circular.

(2) The actual number of Open Offer Shares to be issued under the Open Offer will be subject to rounding down to eliminate fractional entitlements.

(3) Assuming the maximum number of Open Offer Shares are allotted pursuant to the Open Offer and the issue of the Placing Shares and Subscription Shares.

PART I

LETTER FROM THE CHAIRMAN

Quadrise plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 05267512)

Directors:

Andy Morrison *(Non-Executive Chairman)*
Jason Miles *(Chief Executive Officer)*
Laurie Mutch *(Non-executive Director)*
Vicky Boiten-Lee *(Non-executive Director)*
Dilip Shah *(Non-executive Director)*

Registered Office:

Eastcastle House
27-28 Eastgate Street
London
W1W 8DH

Dear Shareholder,

19 March 2024

Placing of 118,922,107 New Ordinary Shares, Subscription of 1,077,893 New Ordinary Shares and Open Offer of up to 82,235,727 New Ordinary Shares, each at an Issue Price of 1.25 pence per New Ordinary Share.

1. Introduction

On 19 March 2024 the Company was pleased to announce that it had conditionally raised gross proceeds of £1.5 million, through the Placing of 118,922,107 New Ordinary Shares with institutional and other investors and the Subscription of 1,077,893 New Ordinary Shares, each at the Issue Price of 1.25 pence per New Ordinary Share.

On the announcement of the conditional Placing and Subscription, the Company also reiterated its commitment that existing Shareholders would be given the opportunity to participate in the further issue of New Ordinary Shares in the Company, via an Open Offer at the same Issue Price as the Placing and Subscription.

Therefore, the Company is now making the Open Offer to Qualifying Shareholders of up to 82,235,727 New Ordinary Shares to raise up to, approximately, a further £1 million at the Issue Price of 1.25 pence per Open Offer Share on the basis of 1 Open Offer Share for every 19 Existing Ordinary Shares held on the Record Date.

The Fundraise is expected to raise total gross proceeds of approximately £2.5 million, should the Open Offer be fully subscribed. The Issue Price represents a discount of approximately 13.79 per cent. to the closing mid-market price of 1.45 pence per Existing Ordinary Share on 18 March 2024, being the latest practicable date prior to the announcement of the proposed Fundraise.

The terms of the Fundraise are described in this Circular. As explained below, the Board believes that the net proceeds of the Placing and Subscription will provide Quadrise with the necessary working capital resources to 31 March 2025, by which time projects in Morocco and Utah are expected to be generating commercial revenues, and the trial with MSC will be near completion. This is on that basis that active project milestones are delivered on anticipated timelines.

Should the Open Offer be fully subscribed, the net proceeds of the Open Offer are expected to provide Quadrise with the resources to accelerate bioMSAR™ Zero development, to progress opportunities in Central America and Southeast Asia to create a presence in the marine bunkering hubs of Panama and Singapore and to provide a clear pathway to profitability.

The Placing and Subscription are conditional on, *inter alia*, the Placing and Open Offer Agreement becoming unconditional in all respects in relation to the Placing and not having been terminated in accordance with its terms and First Admission becoming effective. The Open Offer is conditional upon, *inter alia*, the Placing

and Open Offer Agreement being unconditional in all respects in relation to the Open Offer and not having been terminated in accordance with its terms and Second Admission becoming effective.

The purpose of this letter is to provide you with background information and the rationale for the Fundraise and to explain why the Board considers this to be in the best interests of the Company and its Shareholders as a whole.

Neither the Placing, Subscription nor the Open Offer are conditional upon Shareholder approval. The Placing Shares, the Subscription Shares and the Open Offer Shares will be issued pursuant to the Shareholder authorities granted at the Company's 2023 annual general meeting.

2. Background to and Rationale for the Fundraise

At the recent COP 28 climate conference in Dubai, representatives from nearly 200 countries reached a historic agreement to 'transition away from fossil fuels'. This agreement adds to the momentum already underway in global energy markets, as policy makers, companies and investors worldwide work to accelerate the adoption of decarbonisation technologies to avert the worst impacts of climate change and achieve net zero by 2050. The shipping industry, in particular, has seen significant progress as ship owners, cargo owners and governments collaborate to reduce emissions from international traded goods.

Quadrise has positioned itself as a provider of lower cost decarbonisation solutions for the shipping industry and other consumers of heavy fuel oil. The progress demonstrated in 2023 and early 2024 underlines the Board's confidence in both the quality of our solutions and the commercial opportunities that they provide to shipping and other major energy-consuming sectors.

Our near-term strategy remains unchanged. We continue to focus on our key projects with MSC Shipmanagement Limited ("**MSC**"), Valkor Technologies LLC ("**Valkor**") and with our client in Morocco, as these represent the most efficient use of our financial resources and provide the fastest and most material pathway to commercialisation for MSAR® and bioMSAR™. Important milestones have been reached in each of these key projects, with an agreement recently signed with Cargill NV ("**Cargill**") and MAC^2 Solutions NV ("**MAC^2**") with regard to the production of fuel for the MSC trials, successful completion of the trial in Morocco with further agreements expected to follow, and the Company expecting commercial licence revenues in 2024 from Valkor following the approval of drilling permits and expected financing for their projects. This continued progress is critical in attracting new customers, investors and strategic partners.

The net proceeds of the Placing and Subscription are expected to provide Quadrise with the necessary working capital resources to 31 March 2025, by which time projects in Morocco and Utah are expected to be generating commercial revenues, and the trial with MSC will be near completion. This is on the basis that active project milestones are delivered on anticipated timelines.

The Open Offer to Qualifying Shareholders of up to 82,235,727 Open Offer Shares at the Issue Price of 1.25 pence per Open Offer Share will raise additional funds of up to approximately £1 million (before expenses), assuming the Open Offer is fully subscribed. The net proceeds of the Open Offer are expected to provide Quadrise with the resources to accelerate bioMSAR™ Zero development, to progress opportunities in Central America and Southeast Asia to create a presence in the marine bunkering hubs of Panama and Singapore and to provide a clear pathway to profitability.

3. Views of the Board

The Board believes that the net proceeds of the Placing and Subscription will provide Quadrise with the necessary funding to 31 March 2025, by which time projects in Morocco and Utah are expected to be generating commercial revenues, and the trial with MSC will be near completion. This is on the basis that active project milestones are delivered on anticipated timelines.

The net proceeds of the Open Offer are expected to provide Quadrise with the resources to accelerate bioMSAR™ Zero development, to progress opportunities in Central America and Southeast Asia to create a presence in the marine bunkering hubs of Panama and Singapore and to provide a clear pathway to profitability.

The Board therefore considers the Fundraise to be in the best interests of the Company and its Shareholders as a whole.

The Directors of the Company have participated in the Placing and Subscription as follows:

Name	*Number of Existing Ordinary Shares*	*Percentage of Existing Ordinary Shares*	*Number of Placing Shares subscribed for*	*Number of Subscription Shares subscribed for*	*Number of Ordinary Shares on First Admission*	*Percentage of Ordinary Shares on First Admission*
Andy Morrison	3,100,000	0.20%	1,000,000	–	4,100,000	0.24%
Jason Miles	4,394,236	0.28%	1,200,000	–	5,594,236	0.33%
Laurie Mutch	682,107	0.04%	–	117,893	800,000	0.05%
Vicky Boiten-Lee	–	0.00%	–	800,000	800,000	0.05%
Dilip Shah	170,000	0.01%	–	160,000	330,000	0.02%

Certain PDMRs, who are also Qualifying Shareholders, intend to subscribe under the Open Offer for the number of Open Offer Shares set out against their names below:

Name	*Number of Existing Ordinary Shares*	*Number of Ordinary Shares on First Admission*	*Number of Open Offer Shares to be subscribed for*	*Number of Ordinary Shares on Second Admission*	*Percentage of Ordinary Shares on Second Admission[(1)]*
David Scott	110,309	110,309	80,000	190,309	0.01%
Philip Hill	160,000	160,000	80,000	240,000	0.01%

(1) Assuming full take-up under the Open Offer and the issue of the Placing Shares and Subscription Shares.

If you are in any doubt about the contents of this Circular and as to the action you should take, you are recommended to seek your own independent advice. In particular, we refer you to the Risk Factors relating to the Group in Part III of this Circular.

4. Information on the Company

Quadrise is an energy technology provider focused on the affordable and rapid decarbonisation of shipping through the replacement of heavy fuel oils. Quadrise's technology enables production of its MSAR® and lower carbon bioMSAR™ fuels, which are lower cost, cleaner, simpler and safer alternatives to heavy fuel oil and currently available biofuels.

MSAR®

MSAR® is a synthetic heavy fuel oil ("**HFO**") designed to help address the wastage of valuable distillate fuels as diluents in HFO production and the environmental impact associated with HFO consumption. MSAR® is an advanced fuel, with enhanced combustion and environmental characteristics, and offers a patented solution to these issues and a cheaper manufacturing route.

MSAR® uses proprietary Quadrise technologies and services. MSAR® is an oil-in-water emulsion, made by blending oil refinery residue streams (or heavy bitumen or crude oils) with water and specialised additives, which provide a very stable fuel, in a proprietary production process. Currently these heavy, viscous streams are diluted with high value distillate products to meet market requirements. By adopting MSAR® the high value distillates are not required to create HFO and both producers and consumers realise significant economic and environmental advantages (which are outlined in more detail below).

MSAR® has superior characteristics to HFO:

- Producing MSAR® allows the refiner to sell more of its distillate products at a higher value, generating significant increases in refinery economic yields. This represents a low-cost upgrade for the refinery.

- MSAR® can be provided at a lower price than HFO on an energy equivalent basis, delivering cheaper energy to consumers. In the larger diesel engines used in marine and power generation sectors, MSAR® is more efficient, reducing fuel consumption and costs.
- MSAR® is easier to handle and can be stored and used at lower temperatures than HFO, reducing overall energy consumption.
- The small particle size (5-10 microns – with 1 micron being 1000th of a millimetre) of the residue in MSAR® results in improved combustion properties and engine efficiency. There is a significant reduction in carbon particulates in the exhaust gas that contribute to soot (also called "Black Carbon") emissions that, in turn, contribute to global warming and air pollution.
- The presence of water in MSAR® reduces the combustion temperatures – leading to significant reductions in emissions of nitrogen oxides ("**NOx**") of up to 45 per cent.
- Unlike conventional HFO, as an emulsion fuel, MSAR® readily disperses in water in the event of a spill.
- MSAR® uses existing HFO bunkering infrastructure and systems, avoiding the need for expensive equipment upgrades.

bioMSAR™

bioMSAR™ utilises MSAR® technology to combine renewable glycerine and other sustainable biofuels with water, refinery residues and specialised non-hazardous additives to produce an oil-in-water emulsified synthetic biofuel. The benefits to producers and consumers include:

- Lower emissions than HFO, including 20-30 per cent. less carbon dioxide ("**CO_2**"), lower NOx and lower particulates.
- Glycerine is a benign chemical, it is colourless, odourless, water soluble, non-volatile and biodegradable. It has excellent lubricity, burns almost pollutant-free and is virtually carbon neutral when derived from waste sources.
- bioMSAR™ offers similar CO_2 emissions reductions to using LNG in place of HFO. However, LNG requires expensive cryogenic storage and liquefaction systems, with the additional potential risk of methane slip during use that materially impacts potential greenhouse gas reductions. bioMSAR™ does not contain methane.
- Production of bioMSAR™ utilises the same proven MSAR® technology that reduces energy costs for consumers and improves refinery profitability and yields.
- bioMSAR™ is fully compatible and interchangeable with conventional MSAR® fuel.
- As with MSAR®, bioMSAR™ readily disperses in water in the event of a spill and uses existing HFO bunkering infrastructure and systems.
- In addition to glycerine, bioMSAR™ can be made using other biofuel components such as Fatty Acid Methyl Esters and sugars derived from abundant sustainable biomass produced from a variety of processes.

A new patent for bioMSAR™ has been filed in the UK jointly between Quadrise and its intellectual property partner, Nouryon Chemicals International BV.

The Directors believe that bioMSAR™ responds to the need for affordable decarbonisation solutions and provides the opportunity to fundamentally increase the market opportunity for the Company's technology and the speed and scale of market penetration.

bioMSAR™ Zero

Quadrise aims to develop a commercially competitive net-zero fuel, 'bioMSAR™ Zero', to be ready for launch before 2030. bioMSAR™ Zero replaces the hydrocarbon element of our bioMSAR™ fuel with zero-carbon or carbon-negative substitutes from biofuels and e-fuels, resulting in a fuel with net-zero carbon emissions. A development programme is already well underway with formulations produced to date that reduce CO_2 by up to 40 per cent. on a 'well to wake' basis. Quadrise are working with a number of potential biomass feedstock providers to develop and test formulations with an increasingly larger proportion of sustainable biomass derived compounds, with the aim of phasing out the hydrocarbon element of our fuel altogether.

Market Background

Quadrise acts as the technology and service partner to both the producer and the consumer and aims to generate revenues through technology licencing and the sale of the chemicals and MSAR® and bioMSAR™ manufacturing systems. We have also previously operated as a toll processor and as a principal and will use the most appropriate business model for each project opportunity. Our financial planning is based on progressing the current active projects from trials/tests to commercial operations as technology licensor. The core technology was originally developed jointly with the Speciality Chemicals business of AkzoNobel – one of the world's leading surface chemistry suppliers, which was acquired by the Carlyle Group in October 2018 and renamed Nouryon.

The two largest markets for the use of MSAR® and bioMSAR™ as a low cost, efficient and environmentally friendly synthetic HFO and biofuel respectively are marine bunker fuel for the shipping sector and thermal applications for industry and power generation. In both cases, it is necessary to engage with both the producers (refiners, traders) and consumers (shipping companies, industrials and power utilities) to develop these very large market opportunities. Significant work has been carried out to demonstrate the proof of concept and operational deployment in these end-user markets with major clients. In all our activities, we focus on demand and supply around major marine bunkering hubs.

The business development and project opportunities discussed below have been undertaken during a period of significant change and volatility in the heavy fuel oil markets due to increasing legislation covering greenhouse gas ('GHG') emissions in the shipping sector, the International Maritime Organization ("**IMO**") 2020 sulphur regulations and the ongoing conflict in Ukraine.

Quadrise: Decarbonisation of Shipping / Replacement of Heavy Fuel Oils

In December 2023, representatives from some 200 countries at COP28 reached a historic agreement to 'transition away from fossil fuels'. This agreement adds to the momentum in global energy markets, as policy makers, companies and investors worldwide work to accelerate the adoption of carbon-reduction technologies and regulations. The intention is to avert the worst impacts of climate change and achieve net zero carbon by 2050. The global energy market is under ever increasing pressure to decarbonise whilst also offering consumers practical and cost-effective energy solutions.

The shipping industry currently accounts for approximately 3 per cent. of GHG emissions, and has seen significant progress as ship owners, cargo owners and governments collaborate to reduce emissions from the transportation of internationally traded goods. According to the International Energy Agency (IEA), the proportion of low-carbon fuels in the shipping industry has to grow from under 1 per cent. to almost 15 per cent. by 2030 in order to meet regulations. Increasing pressure on the industry, led by European regulators, is incentivising marine operators to develop, trial and adopt biofuels, lower-carbon fuels and eventually net-zero solutions. These include some more challenging long-term options such as green hydrogen, ammonia and methanol, each of which requires significant investment and presents considerable logistical and safety challenges. The Quadrise solutions are available immediately as they use existing infrastructure and can achieve both cost and GHG savings.

MSAR® lowers fuel consumption in diesel engines by up to 9 per cent., based on commercial tests to date, and reduces GHG emissions by the same amount. Low cost bioMSAR™ can go further by incorporating renewable glycerine and other biofuels (both oil and water soluble). GHG emissions can be reduced by over 20 per cent. The fuel offers lower CO_2 emissions than both LNG and FAME marine fuel blends on a "**well-to-wake**" basis, which covers the entire process of fuel production, storage and consumption. This can be realised at a lower cost per unit of energy, whilst the emulsion fuel products are dispersible in water, non-flammable and biodegradable.

Since the initial development of bioMSAR™ in 2021, the results of a testing programme designed to mirror real-world applications have surpassed expectations and the fuel is now ready for commercial deployment. This testing has shown that when compared to marine diesel fuel the use of bioMSAR™ results in:

- Improvements in diesel engine efficiency of over 3 per cent., increasing to 13 per cent. by advancing injection timing with no increase in NOx emissions over original generator settings for diesel fuel;
- A 26 per cent. average reduction in equivalent CO_2 emissions over diesel fuel; and
- NOx reductions of over 20 per cent., an important regulatory feature in the marine sector.

In December 2022, optical combustion and engine wear tests on bioMSAR™ were carried out by Wärtsilä Services of Switzerland, following which Wärtsilä recommended that a hazard identification and operability study (which assesses feasibility and safe operability) be carried out as a final stage before the fuel is cleared for commercial vessel testing. This exercise was completed in October 2023, with the result that bioMSAR™ is now cleared for commercial vessel testing.

In December 2022, Quadrise received and successfully commissioned a prototype 5 tonne per hour emulsion system that will be used to produce MSAR® and bioMSAR™ fuels for site trials and potential 'blend-on-board' testing on marine vessels. 'Blend-on-board' involves installation of a smaller-scale MSAR® Manufacturing Unit ("**MMU**") and associated equipment on a marine vessel, with MSAR® and bioMSAR™ then produced on board. This allows vessels additional routing flexibility as well as simplifying the MSAR® and bioMSAR™ supply chain. Quadrise has received enquiries from several marine operators regarding 'blend-on-board' which are in the scoping phase of project development and 'blend-on-board' is also under investigation as part of the MSC framework agreement.

To demonstrate the use of bioMSAR™ for sectors other than marine, Quadrise announced on 22 November 2023 that the first demonstration of bioMSAR™ in an industrial application had been successfully carried out at the client site in Morocco.

Despite the immediate and cost-effective carbon reductions that bioMSAR™ can offer, Quadrise recognises that the requirement for net-zero carbon fuel solutions is becoming increasingly urgent.

Our RDI strategy is now focused on the delivery of a commercially viable net-zero 'bioMSAR Zero' solution before 2030. As part of this exercise, we are working with strategic partners to investigate lower cost, renewable and abundant biofuel feedstocks for bioMSAR™. Work on this programme has been carried out as follows:

bioMSAR™ with Crude Sugar Oils and other sustainable biomass-derived sugars

- Large scale adoption is a key customer requirement for marine and industrial applications and the ability to use water-soluble biomass sugars within the Company's unique oil-in-water emulsion fuels opens access to abundant bio-energy waste resources. Such waste material cannot otherwise be easily diverted into higher-value applications that use oil-based biofuels or oil-based emulsion fuels.
- In December 2023, a bioMSAR™ blend incorporating crude sugar oils ("**CSO™**") provided by Vertoro BV was successfully tested on the Company's 40kW Cummins diesel engine installed at Aquafuel Research Limited ("**Aquafuel**").
- This testing showed reductions of up to 25 per cent. in CO_2 emissions, engine efficiency improvements of 6-7 per cent. (taking total CO_2 reductions to over 30 per cent.) and reductions in NOx of around 30 per cent. compared with diesel. Testing on a larger medium-speed Wartsila engine at the VTT Technical Research Centre of Finland is planned in H1 2024.
- In addition to this CSO™ development programme, work is progressing under a Joint Development Agreement ("**JDA**") with BTG Bioliquids BV ("**BTL**") on pyrolysis sugars derived from biomass, and with other prospective partners who can supply C5/C6 sugars at commercial scale.
- Building on the BTL JDA, Quadrise and BTL recently signed a Project Development Agreement with Euthenia Energy Group Limited ("**Euthenia**"), an industrial group that is focused on developing, financing, and operating renewable energy projects and transition solutions for a low carbon economy. Euthenia have active projects and operations in Europe, North America and the Caribbean. Under the PDA, a programme of lab and pilot testing, followed by diesel engine testing, is planned leading to a third-party commercial marine vessel trial. Euthenia will process ligno-cellulosic biomass feedstock at their facilities in Spain using BTL's technologies, with the extracted pyrolosis sugars blended into bioMSAR™ to provide sustainable marine fuel.

bioMSAR™ with methyl esters

- We have tested blends of bioMSAR™ incorporating B30, a blend of 30 per cent. methyl esters and 70 per cent. fuel oil. B30 is currently the most widely available marine biofuel. Incorporation of B30 further reduces the fossil fuel content of our emulsion blends, providing an additional potential pathway to bioMSAR™ Zero.

- bioMSAR™ blends were made with up to 70 per cent. B30 and up to 40 per cent. glycerine. When compared to diesel, these blends demonstrated up to 40 per cent. well-to-wake CO_2 reductions based on the carbon intensity of the components, enhanced diesel engine efficiency of 3-7 per cent. with a corresponding reduction in fuel consumption (further reducing overall CO_2 emissions by up to 45 per cent.) and reductions in NOx emissions of 43 per cent.-59 per cent.
- The next phase of testing will incorporate higher concentrations of waste-based methyl esters, and ultimately B100 (100 per cent. methyl esters) combined with glycerine or biomass-derived sugars. Quadrise intend to demonstrate a commercial bioMSAR™ Zero product well ahead of the Company's 2030 target. The biofuel samples are being supplied by a major trading company.

Strategy

The Group's strategy is to generate demand primarily amongst the shipping industry and to stimulate supply of our fuels around global marine bunkering hubs. Our projects are designed to fulfil this strategy, with each now nearing a major milestone. Our focus is on the completion of the trials and agreements that will demonstrate MSAR® and bioMSAR™ technology at commercial scale.

Decarbonisation of shipping: MSC

Our project with MSC is seen by the Board as an important first step in demonstrating the role that MSAR® and bioMSAR™ technology can play in the decarbonisation of the shipping sector.

On 6 February 2024, Quadrise announced the signature of a Collaboration Agreement with Cargill and MAC^2 in respect of the production of MSAR® and bioMSAR™ fuels for the Company's forthcoming vessel trials on board the MSC Leandra. The signature of a binding agreement between Quadrise, MSC and Cargill is expected by end of Q1 2024, along with associated binding agreements for toll manufacture and fuel supply during the same period.

Upon conclusion of these agreements, the trials will be carried out following the installation and commissioning of an MMU and associated equipment at the MAC^2 bunker facility in Antwerp, Belgium. MSAR® and bioMSAR™ fuels will then be produced at the MAC^2 site using feedstocks supplied by Cargill, who will also be responsible for bunkering operations to supply the fuels to the MSC Leandra.

The MMU and associated equipment is expected to be installed and commissioned at the MAC^2 site later in Q2 2024 with the vessel trials then commencing in Q3 2024, subject to the receipt of permits by MAC^2. The trial will comprise initial Proof of Concept ("**POC**") tests using MSAR® and bioMSAR™ followed by 4,000 hours of operation on bioMSAR™ in order to obtain a Letter of No Objection ("**LONO**") from Wärtsilä, the original equipment manufacturer. The bioMSAR™ LONO trial is expected to conclude approximately 6-8 months following completion of the 1-2 month long POC tests.

Upon successful LONO trial completion, the parties then expect to conclude a commercial supply agreement and seek to secure MSAR® and bioMSAR™ bunker supply operations to the marine sector by Cargill from MAC^2 facilities in Antwerp and Bruges on a permanent basis.

In addition to progressing this opportunity with MSC, the Company continues to assess strategic options and partnerships with the intention of accelerating the commercialisation of both bioMSAR™ and MSAR® for marine applications.

Supporting projects

In line with our strategy to decarbonise shipping, the Group's other projects all support demand and supply around major marine bunker hubs.

Morocco

The Group's project with the industrial client in Morocco is intended to stimulate supply of MSAR® in the Mediterranean, a significant region for maritime trade and bunkering due to its strategic location connecting Europe, Asia, and Africa.

In November 2023, Quadrise successfully completed an industrial demonstration test of trial quantities of MSAR® and bioMSAR™ at the 'Site-B' facility of its client in Morocco, a major chemicals company.

The industrial unit in question was successfully operated at varying loads of up to 100 per cent., equivalent to 33MW of energy that is supplied by a single burner. This is similar to the energy consumption of a medium-sized container ship. This was the first demonstration of bioMSAR™ in a commercial application. Following completion, Quadrise submitted a technical report on the test results to the client.

The parties have now entered discussions for long-term commercial supply with a view to signing a fuel supply agreement in H1 2024. Additionally, the parties are seeking to reach an agreement to increase commercial applications for MSAR®, and in the future, bioMSAR™ fuels more broadly across other client locations. As a key part of this exercise, Quadrise have completed a technical and economic feasibility study for a potential additional industrial demonstration test at a second site of the client ('Site A'), at the client's cost.

Utah

The project with Valkor in Utah, USA, targets the supply of low sulphur MSAR® and bioMSAR™ to the marine and power sectors, with the fuels produced on site then transported to major ports and power stations.

In June 2023, QIL signed a Site License and Supply Agreement ("**SLS**") with Valkor, under which QIL granted Valkor the exclusive right and license to use our technology at a central processing facility located at the Primary Project Site ("**PPS**") at Asphalt Ridge in Utah, USA and to market the fuel on a non-exclusive basis from Utah.

In exchange, Valkor will pay QIL a US$1.0 million licence fee subject to receipt by Valkor of project financing of at least US$15 million at the PPS**.** Valkor will pay QIL a further US$0.5 million upon delivery of an MMU to the PPS.

Following Valkor's receipt of the MMU, QIL will provide engineering, project development and support services for a minimum of two years, for which Valkor will pay QIL a quarterly retainer of US$75,000 under the SLS. Valkor may then choose to purchase QIL's technology and MMU for US$1.0 million.

A non-binding Heads of Agreement has also been entered into between the parties which sets out the basis on which QIL and Valkor will seek to agree a conditionally exclusive Sub-License Agreement to be granted to Valkor covering the state of Utah, as well as the terms on which the resulting net profit generated will be shared between QIL and Valkor.

The oil sands reserves at Asphalt Ridge comprise billions of barrels, with Valkor having interests in several projects at this location. Oil samples supplied by Valkor were successfully converted to both MSAR® and bioMSAR™ by our RDI team at QRF in 2022.

Valkor is leading operations and development activities across several projects that could utilise the MMU at the PPS, including:

- Drilling operations in conjunction with project partners Heavy Sweet Oil LLC ("**HSO**") who are awaiting final technical approval from the Utah Division of Oil, Gas and Mining (the "**Division**"). Once received, Valkor plans to commence pilot drilling at the PPS as soon as weather permits and in parallel submit Underground Injection Control permit applications for the subsequent injection of steam for enhanced heavy oil recovery. In January 2024, Trio Petroleum Corp (NYSE: TRIO) acquired a 20 per cent. option in this project upon payment of $2 million to support HSO's pilot drilling plans and unitisation application, in advance of raising project finance.
- An oil sands project with Greenfield Energy LLC ("**Greenfield**"), a wholly owned subsidiary of TomCo Energy plc (LSE: TOM) ("**TomCo**"). Greenfield Energy owns a 10 per cent. Membership Interest in Tar Sands Holdings II (TSHII) with an exclusive option, at its sole discretion, to acquire the remaining 90 per cent. of the Membership Interests for an additional cash consideration. TSHII owns approximately 760 acres of land in Uintah County, Utah, USA. Subject to securing the requisite funding, Greenfield plans to use this site for the future mining of oil sands and construction of a commercial scale processing plant of 5,000 barrels of oil per day. TomCo also owns AC Oil LLC who own sub-surface heavy oil leases on the TSHII land and are involved in an exploration drilling program in conjunction with Valkor for which approval is awaited by the Division and the Greenfield project.

- An oil sands project with Ecoteq Energy ASA of Norway who are working with Valkor to implement their Clean Oil Sands Extraction Technology ("**COSET**") at the PPS to enable efficient and sustainable oil extraction from oil sands. In December 2023, Ecoteq and Valkor signed long term production agreements, with civil works scheduled to commence in April 2024 and completion of their first production unit by Q2 2025, pending finalisation of project financing.

Initial volumes of produced heavy oil from the drilling operations at the PPS are expected to be available for conversion to bioMSAR™ and MSAR® under the SLS for commercial trials by potential shipping, industrial and power customers later in 2024 to develop the US market.

These commercial trials under the SLS would then be expected to lead to commercial supply and a potential profit-share from sales, subject to discussions with stakeholders to finalise agreements. Through the application of CO_2 sequestration and proprietary new enhanced oil recovery technology in Utah, the extracted heavy oil is anticipated to have a lower carbon intensity than conventional oils. In addition, the very low sulphur content and properties of this heavy oil allow it to comply with the International Maritime Organisation's regulations on marine fuel once converted to MSAR® or bioMSAR™, without the need for carbon-intensive oil refining. This heavy oil would therefore constitute a low carbon, low sulphur MSAR® or bioMSAR™.

Americas

The availability of MSAR® and bioMSAR™ in major marine hubs such as the Panama Canal is seen by the Board as being key to the Group's decarbonisation of shipping strategy. The Company's intended project in Central America will provide a base for supply with demand being initially led by local power generators.

In 2023, QIL signed a Letter of Intent with Sparkle Power, a power generator in Panama, which outlined mutual intent for a commercial test of MSAR® and bioMSAR™ at Sparkle Power's power plant, with conclusion of a Test Agreement and site trial being the precursors for entry into a Fuel Supply Agreement.

Due to prolonged drought conditions in Panama, which have reduced Panama's hydroelectric power supply, Sparkle Power have been running at full capacity, and thus not been able to progress trial preparations. As environmental conditions improve, the Company expects agreements to be finalised during H1 2024. Together with our local agents, we continue to explore other opportunities in the region to create demand and stimulate supply in and around Panama and Honduras, the latter being a large consumer of fuel oil for power generation.

South East Asia

The Board has a further supporting strategy of establishing a presence in South East Asia, one of the world's key marine hubs and another intended supply point for MSAR® and bioMSAR™ to the marine and industrial sectors.

During 2023, QIL entered discussions with a refinery in the region who are interested in conducting a trial using MSAR® technology for internal thermal applications in advance of a potential commercial agreement. The refinery is well placed nearby future bulk oil storage and trading opportunities.

Development of bioMSAR™ and bioMSAR™ Zero

Despite the immediate and cost-effective carbon reductions that bioMSAR™ can offer we recognise that the requirement for net-zero carbon fuel solutions is becoming increasingly urgent. Our RDI strategy is now focused on the delivery of a commercially viable net-zero 'bioMSAR Zero' solution.

The Company has investigated alternative feedstocks to glycerine for bioMSAR™ including water- and oil-soluble biofuels that would allow the development of a commercially competitive net-zero version of our fuel, 'bioMSAR™ Zero', and we are currently well ahead of our target to launch in 2030.

bioMSAR™ blends containing Vertoro's Crude Sugar Oil ("**CSO**™") reduced carbon dioxide ("**CO_2**") emissions by over 30 per cent. when considering increased engine efficiency of up to 7 per cent., and significantly reduced emissions of Nitrogen Oxides ("**NOx**") and Carbon Monoxide ("**CO**") when compared with diesel.

New bioMSAR™ formulations incorporating biofuels containing waste-based methyl esters were shown to reduce CO_2 emissions by over 45 per cent., increase engine efficiency by up to 7 per cent., and reduce NOx and CO emissions significantly when compared with diesel, providing a new potential pathway for bioMSAR™ Zero.

In June 2023 Quadrise signed a Joint Development Agreement with BTG Bioliquids BV ("**BTL**") to investigate their proprietary Fast Pyrolysis Bio-oils ("**FPBO**") and sugars as a potential cost-effective renewable feedstock for bioMSAR™. Following positive results from this work, Quadrise have recently signed a Project Development Agreement ("**PDA**") with BTL and Euthenia Energy Group Limited ("**Euthenia**") under which a programme of lab and pilot testing, followed by diesel engine testing, is planned leading to a third-party commercial marine vessel trial.

Outlook: 2024 and beyond

At the recent COP28, nations approved a roadmap for transitioning away from fossil fuels to achieve net zero by 2050. The need for practical and cost-efficient transition solutions such as MSAR® and bioMSAR™ has therefore never been more vital, as energy consumers in the shipping, power and industrial sectors now seek to reduce their carbon emissions whilst simultaneously reducing costs.

There is now a concerted industry effort to accelerate decarbonisation in the shipping sector, which is responsible for nearly 3 per cent. of global GHG emissions. This effort is being driven by both shipping operators and their customers. A joint declaration by major shipping company CEOs at COP 28 called for an end date for fossil-fuel only powered newbuild vessels and urged the IMO to create the regulatory conditions to accelerate the transition to green fuels. Marine freight buyers including Amazon, Philips and Nike have joined the Zero Emission Maritime Buyers Alliance ("**ZEMBA**"), a group with the mission to accelerate commercial deployment of zero-emission shipping. The Request for Proposal launched in September 2023 by ZEMBA seeks bids with sufficient capacity to move 600,000 containers over 3 years on ships that offer 90 per cent. reduction in GHG emissions compared to traditional fossil fuels.

The introduction and implementation of environmental regulations, particularly in Europe, is expected to increase biofuel use in our target sectors. Shipping is now included in the EU ETS and Fit-for-55 regulations that came into force on 1 January 2024. These are expected to increase the use of marine biofuels for most vessels operating within or near EU waters. Revenues raised via the EU ETS are to be reinvested into an Innovation Fund reserved for sustainable shipping, the protection of maritime habitats and for funding programmes to decarbonise the maritime sector. Conventional biofuels such as FAME and renewable diesel used by the marine industry today are also in demand from road-based and aviation transportation sectors. As a result, non-conventional biofuels are expected to be used by the marine sector. Subsidies are still available for renewable waste-based biofuel feedstocks such as glycerine and biomass derivatives that should enhance the attractiveness of bioMSAR™ against competing biofuels in major bunker locations. Market conditions and trends therefore provide a favourable environment for Quadrise to progress its contract discussions and business development activities on all fronts.

In March 2023, the Company changed its name to Quadrise Plc and its TIDM to 'QED'. The renaming of the Company was part of the Board's initiative to emphasise our position in the energy decarbonisation space amongst customers and investors and to acknowledge the material contribution that the Company's technology solutions can make to reducing carbon intensity in marine, power and industrial applications. The move sets the tone for the future direction of the Company as it continues to implement its strategy towards net-zero carbon energy solutions and carbon mitigations.

The Company launched its second Sustainability Report in November 2023. This report is designed to place the Company in the broader environmental context and serve as an accessible reference point for decision-makers in the marine, energy and industrial sectors looking to decarbonise their businesses rapidly, practically and economically, as well as providing important information on the Company's positioning for investors. The report includes an overview of the environmental and economic benefits of the Company's technology as well as its scope 1 and 2 carbon emissions, alignment to the UN Sustainability Goals and ambitions to create a net-zero fuel by 2030.

The positioning of Quadrise to decarbonise shipping and other sectors is an important statement of intent to progress licence agreements and commercial-scale trials which are expected to lead to supply contracts and commercial revenues from MSAR® and bioMSAR™. Looking ahead, our continued development of

bioMSAR™ and net-zero solutions opens up exciting opportunities to deploy our unique proven emulsion technology platform in new applications, helping to secure a cleaner future for our clients.

The net proceeds of the Placing and Subscription are expected to provide Quadrise with the necessary working capital resources to 31 March 2025, by which time projects in Morocco and Utah are expected to be generating commercial revenues, and the trial with MSC will be near completion. This is on that basis that active project milestones are delivered on anticipated timelines.

Should the Open Offer be fully subscribed, the net proceeds of the Open Offer are expected to provide Quadrise with the resources to accelerate bioMSAR™ Zero development, to progress opportunities in Central America and Southeast Asia to create a presence in the marine bunkering hubs of Panama and Singapore and to provide a clear pathway to profitability.

Quadrise has a small, highly motivated and capable team and our continued progress is only possible through the significant contribution of everyone working within the business and our shareholders for their loyal support.

5. Financial information

Audited accounts for the Group for each of the three financial years ended 30 June 2023, 30 June 2022 and 30 June 2021, together with unaudited interim results for the six months ended 31 December 2023, are available on the Company's website www.quadrise.com.

The Group recorded a loss of £1.7 million for the six months to 31 December 2023 (2022: £1.7 million). This included production and development costs of £0.9 million (2022: £1.0 million) and administration expenses of £0.7 million (2022: £0.6 million). The Group held cash and cash equivalents of approximately £1.7 million as at 31 December 2023 (31 December 2022: £2.6 million).

As announced by the Company on 19 March 2024, the Company raised net proceeds of £1.5 million pursuant to the Placing and Subscription.

6. Principal terms of the Placing, Subscription and Open Offer

Placing and Subscription

On 19 March 2024, the Company announced that, pursuant to the placing of 118,922,107 Placing Shares and the direct subscription for 1,077,893 Subscription Shares, it had conditionally raised total gross proceeds of £1.5 million.

Both the Placing and the Subscription are conditional on, *inter alia*, the Placing and Open Offer Agreement becoming unconditional in all respects in relation to the Placing and not having been terminated in accordance with its terms and First Admission becoming effective. Further details of the Placing and Open Offer Agreement are set out in paragraph 5 of Part IV of this Circular.

The Placing Shares and the Subscription Shares are not subject to clawback and do not form part of the Open Offer.

The Placing Shares and Subscription Shares will, when issued and fully paid, 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 First Admission.

Open Offer

Qualifying Shareholders are invited to apply for Open Offer Shares under the Open Offer at the Issue Price of 1.25 pence per Open Offer Share, payable in full on application and free of all expenses, *pro rata* to their existing shareholdings on the basis of:

held at the Record Date and so on in proportion for any other number of Existing Ordinary Shares then held. Open Offer Entitlements will be rounded down to the nearest whole number of Open Offer Shares. The Issue Price represents a discount of: 13.79 per cent. to the closing mid-market price of 1.45 pence per Existing Ordinary Share on 18 March 2024 as derived from the AIM Appendix to the Official List of the London Stock Exchange on 18 March 2024, being the last practicable date prior to the announcement of the Open Offer.

Qualifying Shareholders are also being given the opportunity, provided that they take up their Open Offer Entitlements in full, to apply for additional Open Offer Shares through the Excess Application Facility. Once subscriptions under the Open Offer Entitlements have been satisfied in full, the Company shall, in its absolute discretion, determine whether to meet any excess applications in full or in part, and no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full or in part or at all.

To the extent that Open Offer Shares are not subscribed by Qualifying Shareholders, Open Offer Entitlements will lapse. Qualifying Shareholders may apply for more or less Open Offer Shares than they are entitled to under the Open Offer.

If Qualifying Shareholders do not take up all of the Open Offer Shares, the Company and the Joint Brokers may agree (without any obligation to do so) that the Joint Brokers should use their reasonable efforts to procure subscribers for such Open Offer Shares at the Issue Price. There is no guarantee that this will occur or that the Joint Brokers would be successful in so procuring any subscribers for such Open Offer Shares.

The Open Offer is subject to the satisfaction, *inter alia*, of the following conditions on or before 9 April 2024, or such later date as the Company and the Joint Brokers may agree:

(i) the Placing and Open Offer Agreement becoming unconditional in all respects in relation to the Open Offer and not having been terminated in accordance with its terms; and

(ii) Second Admission becoming effective.

Accordingly, in the event that these conditions are not satisfied, or, if applicable, waived, by 9 April 2024 (or such later time as the Joint Brokers may in their absolute discretion determine, but only after prior consultation with Cavendish, provided that such time does not extend beyond 8.00 a.m. on 31 May 2024) the Open Offer will not proceed. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter.

Fractions of Open Offer Shares will not be allotted to Qualifying Shareholders in the Open Offer and, where necessary, entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares. Any fractional entitlement to Open Offer Shares will be disregarded in calculating Open Offer Entitlements.

Whilst Qualifying Shareholders with a shareholding of less than 19 Existing Ordinary Shares on the Record Date will not receive an Open Offer Entitlement; such Qualifying Shareholders will be able to apply for Open Offer Shares under the Excess Application Facility.

The participation of a Qualifying Shareholder in their Open Offer Entitlement and their acquisition of any Excess Shares under the Excess Application Facility does not guarantee that their percentage shareholding will not be diluted from the position prior to the Fundraise as a result of the issue of the Placing Shares, Subscription Shares and Open Offer Shares.

The Open Offer Shares have not been and are not intended to be registered, offered or qualified for sale in any Excluded Jurisdiction. Accordingly, unless otherwise determined by the Company and effected by the Company in a lawful manner, the Application Form will not be sent to Qualifying Shareholders with registered addresses in any Excluded Jurisdiction since to do so would require compliance with the relevant securities laws of that jurisdiction. Unless otherwise determined by the Company applications from any person in an Excluded Jurisdiction will be deemed to be invalid.

The Open Offer Shares will, when issued and fully paid, 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 Admission.

Part II of this Circular, together with the accompanying Application Form, contains further terms and conditions of the Open Offer and details of the procedures for application and payment.

7. Use of proceeds

During the 2023-4 financial year, the Company has continued to build momentum in implementing its strategy of reaching cash breakeven by focusing on a limited number of active projects and developing net zero carbon Heavy Fuel Oil liquid drop-in alternatives for its customers, principally in the intercontinental shipping and power generation sectors. Once cash breakeven is achieved, further scaling of the business to achieve its vast potential is expected to be conducted with industry partners. The Company's active projects are intended to act as "use cases" to demonstrate traction and to help drive partnership programmes.

The net proceeds of the Placing and Subscription are expected to provide Quadrise with the necessary working capital resources to 31 March 2025, by which time projects in Morocco and Utah are expected to be generating commercial revenues, and the trial with MSC will be near completion. This is on that basis that active project milestones are delivered on anticipated timelines.

Should the Open Offer be fully subscribed, the net proceeds of the Open Offer are expected to provide Quadrise with the resources to accelerate bioMSAR™ Zero development, to progress opportunities in Central America and Southeast Asia to create a presence in the marine bunkering hubs of Panama and Singapore and to provide a clear pathway to profitability.

8. Action to be taken

In respect of the Open Offer

If a Qualifying Shareholder does not wish to apply for Open Offer Shares, they should not complete or return the Application Form nor should they send a USE message through CREST.

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you have an Application Form in respect of your entitlement under the Open Offer or you have Open Offer Shares representing your Open Offer Entitlement and Excess Open Offer Entitlement credited to your CREST stock account in respect of such entitlement, in outline:

(i) *Qualifying Non-CREST Shareholders (Qualifying Shareholders who hold their shares in certificated form)*

If you are a Qualifying Non-CREST Shareholder, you will receive an Application Form. If you are a Qualifying Non-CREST Shareholder and wish to participate in the Open Offer, you should carefully read the Application Form accompanying this Circular which gives details of your Open Offer Entitlement. If you wish to apply for Open Offer Shares under the Open Offer (whether in respect of your Open Offer Entitlement, or both, your Open Offer Entitlement and any Excess Open Offer Entitlement in respect of which, subject to satisfaction of the terms and conditions set out in this Circular and the Application Form, any application for your Open Offer Entitlement must be satisfied in full), you should complete the enclosed Application Form in accordance with the procedure set out at paragraph 3 of Part II of this Circular and on the Application Form itself and send the Application Form in the accompanying prepaid envelope along with the appropriate remittance to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, Surrey GU9 7DR so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 5 April 2024, having first read carefully Part II of this Circular and the contents of the Application Form.

(ii) *Qualifying CREST Shareholders (Qualifying Shareholders who hold their shares in uncertificated form through CREST)*

Application has been made for the Open Offer Entitlements and Excess Open Offer Entitlements of Qualifying CREST Shareholders to be admitted to CREST. If you are a Qualifying CREST Shareholder, you will not receive an Application Form. You will instead receive a credit to your account in CREST in respect of your Open Offer Entitlement. You should refer to the procedure for application set out in paragraph 3 of Part II of

this Circular. Applications by Qualifying CREST Shareholders for Excess Open Offer Entitlements should be made in accordance with the procedures set out in paragraph 5 of Part II of this Circular.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this Circular and the Open Offer.

Qualifying CREST Shareholders should note that, although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claim Processing Unit.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Open Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of the Qualifying Shareholders who do not apply under the Open Offer. Qualifying Non-CREST Shareholders should note that their Application Form is not a negotiable entitlement and cannot be traded.

Qualifying Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of their applications for Open Offer Shares.

9. Taxation

A summary general guide to current UK tax legislation is provided at paragraph 6 of Part IV of this Circular. Any person who is in any doubt as to their tax position or is subject to tax in any jurisdiction other than the UK, is strongly advised to obtain independent tax advice regarding their own tax position and no person should rely on the summary provided herein for specific tax advice as to their particular situation.

10. Settlement and dealings

Application will be made for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares will commence on 9 April 2024 (or such later date as may be agreed between the Joint Brokers and the Company after prior consultation with Cavendish). Further information in respect of settlement and dealings in the Open Offer Shares is set out in paragraph 10 of Part II of this Circular.

11. Overseas Shareholders

It is the responsibility of any person receiving a copy of this Circular and/or the Application Form outside the United Kingdom to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. If in doubt, such persons should consult their professional advisers. Persons (including, without limitation, nominees and trustees) receiving this Circular and/or the Application Form should not, in connection with the Open Offer, distribute or send it into any Excluded Jurisdiction or any other jurisdiction when to do so would, or might contravene local securities laws or regulations. Any person who does forward this Circular into any such jurisdictions should draw the recipient's attention to the contents of paragraph 7 of Part II of this Circular regarding Overseas Shareholders. If you are an Overseas Shareholder, it is important that you read that part of this Circular.

12. Further Information regarding the Open Offer

Your attention is drawn to the terms and conditions of the Open Offer set out in Part II of this Circular and the Application Form, Risk Factors relating to the Group set out in Part III of this Circular and the additional information set out in Part IV of this Circular.

Yours faithfully

Andy Morrison
Non-Executive Chairman

PART II

DETAILS OF THE PLACING, SUBSCRIPTION AND OPEN OFFER

1. Introduction

As explained in Part I of this Circular, the Company proposes to raise up to a maximum of approximately £1 million (before expenses) by way of an Open Offer of up to a maximum of 82,235,727 Open Offer Shares at the Issue Price.

2. The Placing and Subscription

The Joint Brokers have, pursuant to the Placing and Open Offer Agreement, conditionally placed the Placing Shares with institutional investors at the Issue Price. The Company has conditionally raised gross proceeds of approximately £1.49 million through the Placing. A summary of the principal terms of the Placing and Open Offer Agreement is set out in paragraph 5 of Part IV of this Circular.

The Company has conditionally raised gross proceeds of approximately £13,474 through the Subscription under the terms of the Subscription Letters entered into with the Subscribers.

3. The Open Offer

The Company hereby invites Qualifying Shareholders to apply, on and subject to the terms and conditions set out herein and, where relevant, in the Application Form, and subject to the Articles, for Open Offer Shares at the Issue Price, free from all expenses, payable in cash in full on application. The Issue Price represents a discount of 13.79 per cent. to the closing mid-market price of 1.45 pence per Existing Ordinary Share as derived from the AIM Appendix to the Official List of the London Stock Exchange on 18 March 2024, being the last practicable date prior to the announcement of the Open Offer on 19 March 2024.

Qualifying Shareholders are also being given the opportunity, provided that they take up their Open Offer Entitlement in full, to apply for additional Open Offer Shares through the Excess Application Facility.

If Qualifying Shareholders do not take up all of the Open Offer Shares, the Company and the Joint Brokers may agree (without any obligation to do so) that the Joint Brokers should use their reasonable efforts to procure subscribers for such Open Offer Shares at the Issue Price. There is no guarantee that this will occur or that either of the Joint Brokers would be successful in so procuring any subscribers for such shares.

Subject to fulfilment of the conditions set out below and, where relevant, in the Application Form, Qualifying Shareholders are being given the opportunity to subscribe for Open Offer Shares at the Issue Price payable in full on application and free of all expenses, *pro rata* to their existing shareholdings, on the basis of:

1 Open Offer Share for every 19 Existing Ordinary Shares

held at the Record Date and so in proportion for any greater or lesser number of Existing Ordinary Shares then held. Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Open Offer Shares. Qualifying Shareholders may apply for less than their full Open Offer Entitlements if they wish to do so. Fractional entitlements which would have otherwise arisen will not be issued.

Any monies paid in excess of the amount due in respect of an application for Open Offer Shares will be returned to the applicant (at the applicant's risk and without interest) within 14 days by way of cheque. The action to be taken in relation to the Open Offer is described in paragraph 4 below.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purposes of calculating Open Offer Entitlements, as will holdings under different designations and different accounts.

The Open Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with and will carry the same voting and dividend rights as, the Existing Ordinary Shares.

The Open Offer is conditional, *inter alia*, on the Placing and Open Offer Agreement becoming or being declared unconditional in all respects in relation to the Open Offer (save in respect of Second Admission) and not being terminated before Second Admission, and on Second Admission becoming effective. It is expected that Second Admission will take place on 9 April 2024. If such conditions are not fulfilled, application monies paid for Open Offer Shares are expected to be returned without interest by crossed cheque in favour of the applicant(s) (at the applicant's risk) by post as soon as practicable after that date. Any interest earned on the application monies will be retained for the benefit of the Company.

The Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

Completed Application Forms, accompanied by full payment, should be returned by post or by hand by appointment only (during normal business hours only) to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 5 April 2024.

Qualifying Shareholders who do not wish to apply for any Open Offer Shares under the Open Offer should not complete or return the Application Form or submit a USE message through CREST. Qualifying Shareholders who hold their Existing Ordinary Shares in CREST through a nominee and who wish to apply for Open Offer Shares must contact their nominee as such Qualifying Shareholders will not be able to apply for Open Offer Shares directly using the Application Form.

The Open Offer Shares will represent approximately 4.66 per cent. of the Enlarged Share Capital (assuming the issue of the Placing Shares and Subscription Shares and full take up of the Open Offer Shares under the Open Offer).

The Open Offer is not conditional upon Shareholder approval. The Open Offer Shares will be issued pursuant to the Shareholder authorities granted at the Company's 2023 annual general meeting.

Further terms of the Open Offer are set out in this Part II and, where relevant, in the Application Form.

4. Procedure for Open Offer Applications and Payments under the Open Offer

If you are in any doubt as to the action you should take, or the contents of this Circular, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent adviser duly authorised under the FSMA who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

The action to be taken by Qualifying Shareholders in respect of the Open Offer depends on whether, at the relevant time, they have an Application Form in respect of their entitlement under the Open Offer or they have Open Offer Entitlements credited to their CREST stock account in respect of such entitlement.

If a Qualifying CREST Shareholder is a CREST sponsored member, they should refer to their CREST sponsor if they wish to apply for all or some of their entitlement under the Open Offer, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

If for any reason it becomes necessary to adjust the expected timetable as set out in this Circular, the Company will make an appropriate announcement through a RIS giving details of the revised dates.

4.1 ***Qualifying Non-CREST Shareholders***

(a) *General*

Subject to paragraph 7 of this Part II in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form will show the number of Existing Ordinary Shares registered in your name on the date of this Circular. It also shows the number of Open Offer Shares for which you may apply pursuant to your Open Offer Entitlement (on an initial *pro rata* basis) as shown by the total number of Open Offer Shares allocated to you. You may apply for less than your Open Offer Entitlement should you wish to do so. Qualifying Non-CREST Shareholders who take up their Open Offer Entitlements in full may also apply for additional Open Offer Shares by completing Boxes 3 and 4 on the Application Form relating to your Excess Open Offer Entitlement.

Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

If the total number of Open Offer Shares applied for by all Qualifying Shareholders exceeds 82,235,727, applications for Open Offer Shares will be scaled back *pro rata* to the number of additional Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility (or at the discretion of the Directors). The instructions and other terms set out in the Application Form form part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders. **The Application Form represents the right to apply for Open Offer Shares and is not a document of title and cannot be separately traded.**

(b) *Market claims*

Applications for the Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to the Open Offer by the London Stock Exchange, being 8.00 a.m. on 19 March 2024. Application Forms may be split up to 3.00 p.m. on 3 April 2024.

The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or transferred all or part of his holding of Existing Ordinary Shares prior to 8.00 a.m. on 19 March 2024, being the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to the Open Offer by the London Stock Exchange, should consult his or her broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed from him by the transferee pursuant to the rules of the London Stock Exchange. Qualifying Non-CREST Shareholders who have sold all of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into any Excluded Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedures set out in paragraph 4.2 below.

(c) *Application procedures*

If you are a Qualifying Non-CREST Shareholder and wish to apply for all or some of your entitlement to Open Offer Shares under the Open Offer you should complete and sign the Application Form in accordance with the instructions on it and send it, together with the appropriate remittance, by post or by hand by appointment only (during normal business hours only) to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, so as to arrive no later than 11.00 a.m. on 5 April 2024. A reply-paid envelope is enclosed for use by Qualifying Non-CREST Shareholders in connection with the Open Offer. Please note that the Receiving Agent

cannot provide financial advice on the merits of the Open Offer or as to whether or not you should take up your entitlement to Open Offer Shares under the Open Offer.

If any Application Form is sent by first class post or using the reply-paid envelope within the United Kingdom, Qualifying Non-CREST Shareholders are recommended to allow at least four Business Days for delivery. The Receiving Agent, on the Company's behalf (but only with the agreement of Cavendish), may elect to accept Application Forms and remittances after 11.00 a.m. on 5 April 2024 in respect of those bearing a post mark before that date and time. The Receiving Agent may also (on behalf of the Company but only with the agreement of Cavendish) elect to treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged, even if it is not completed in accordance with the relevant instructions, or if it does not strictly comply with the terms and conditions of application. Applications will not be acknowledged.

The Receiving Agent, on behalf of the Company, also reserves the right (but shall not be obliged) to accept applications in respect of which remittances are received prior to 11.00 a.m. on 5 April 2024 from an authorised person (as defined in the FSMA) specifying the number of Open Offer Shares applied for and undertaking to lodge the relevant Application Form in due course but, in any event, within two Business Days.

(d) *Payments*

All payments must be in pounds sterling and cheques or banker's drafts should be made payable to "Share Registrars Limited Receiving Agent Account" and crossed "A/C payee only". Cheques or banker's drafts must be drawn on an account at a branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Eurocheques will not be accepted. Cheques should be drawn on the personal account to which you have sole or joint title to funds. Third party cheques will not be accepted with the exception of building society cheques or banker's drafts where the bank or building society has confirmed the name of the account holder (which should match the name detailed on page 1 of the Application Form) and have added the branch stamp.

Cheques or banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct the Receiving Agent to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be allowed on payments made before they are due and any interest earned on such payments will accrue for the benefit of the Company. It is a term of the Open Offer that cheques shall be honoured on first presentation, and the Company and/or the Receiving Agent (on the Company's behalf) may elect in their absolute discretion to treat as invalid acceptances in respect of which cheques are not so honoured. In the event that the Open Offer does not become unconditional the Open Offer will lapse and application monies will be returned by post to applicants, at the applicants' risk and without interest, to the address set out on the Application Form, as soon as practicable. The interest earned on monies held in the separate bank account will be retained for the benefit of the Company.

(e) *Effect of application*

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form, you (as the applicant):

(i) agree that all applications, and contracts resulting therefrom, under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;

(ii) confirm that in making the application you are not relying on any information or representation other than that contained in this Circular, and you accordingly agree that no person responsible solely or jointly for this Circular or any part of it shall have any liability for any such information or representation not so contained; and

(iii) represent and warrant that if you have received some or all of your Open Offer Entitlements from a person other than the Company, you are entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim.

If you do not wish to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, you should take no action and not complete or return the Application Form.

If you are in doubt whether or not you should apply for any of the Open Offer Shares under the Open Offer, you should consult your independent financial adviser immediately. All enquiries in relation to completion of the Application Form by Qualifying Non-CREST Shareholders under the Open Offer should be addressed to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, telephone 01252 821390 or, if telephoning from outside the UK, on +44 1252 821390 between 9.00 a.m. and 5.30 p.m. Calls to the Share Registrars' number are charged at the standard geographic rate and will vary by provider. Calls to the Share Registrars' number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Share Registrars Limited cannot provide advice on the merits of the Open Offer nor given any financial, legal or tax advice.

Qualifying Non-CREST Shareholders who take up their Open Offer Entitlements in full may apply to acquire Excess Shares under the Excess Application Facility, further details are set out in paragraph 5 of this Part II.

4.2 ***Qualifying CREST Shareholders***

(a) *General*

Subject as provided in paragraph 7 of this Part II in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlements equal to the number of Open Offer Shares for which he is entitled to apply under the Open Offer. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlements will therefore also be rounded down. Qualifying CREST Shareholders may also apply for Open Offer Shares in excess of their Open Offer Entitlement under the Excess Application Facility.

The CREST stock account to be credited will be the account under the participant ID and member account ID which holds the Existing Ordinary Shares held on the date of this Circular by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlement has been allocated.

If for any reason the Open Offer Entitlements cannot be enabled for settlement in CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 8.00 a.m. on 20 March 2024 or such later time as the Company (with the agreement of Shore Capital and VSA Capital) may decide, an Application Form will be sent out to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements credited (or due to be credited) to his stock account in CREST. In these circumstances the expected timetable as set out in this Circular will be adjusted as appropriate and the provisions of this Circular applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive an Application Form.

CREST members who wish to apply for some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Share Registrars Limited on 01252 821390 (if calling from within the UK) or +44 1252 821390 (if calling from outside the UK). Lines will be open Monday to Friday 9.00 a.m. to 5.30 p.m. excluding bank and public holidays. Calls may be recorded and monitored randomly for security and training purposes. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market Claims*

Each of the Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction.

Transactions identified by the CREST Claims Processing Unit as "cum" the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess CREST Open Offer Entitlements security.

(c) *USE instructions*

Qualifying CREST Shareholders who wish to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an Unmatched Stock Event ("**USE**") instruction to Euroclear which, on its settlement, will have the following effect:

(i) the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with a number of Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and

(ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above.

(d) *Content of USE instructions in respect of the Open Offer Entitlement*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

(i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Receiving Agent);

(ii) the ISIN of the Open Offer Entitlement. This is GB00BP6JP332;

(iii) the participant ID of the accepting CREST member;

(iv) the member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;

(v) the participant ID of the Receiving Agent. This is 7RA36;

(vi) the member account ID of the Receiving Agent. This is RECEIVE;

(vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (d)(i) above;

(viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 April 2024; and

(ix) the corporate action number for the Open Offer. This will be available on viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 April 2024.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the contact name and telephone number (in the free format shared note field); and a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 5 April 2024 in order to be valid is 11.00 a.m. on that day.

(e) *Content of USE instruction in respect of Excess Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

(i) the number of Excess CREST Open Offer Entitlements for which application is being made;

(ii) the ISIN of the Excess CREST Open Offer Entitlements. This is GB00BP6JP449;

(iii) the CREST participant ID of the accepting CREST member;

(iv) the CREST member account ID of the accepting CREST member from which the Excess Open Offer Entitlements are to be debited;

(v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 7RA36;

(vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is RECEIVE;

(vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Excess Open Offer Entitlements referred to in (e)(i) above;

(viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 April 2024; and

(ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 April 2024.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the contact name and telephone number (in the free format shared note field); and a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 5 April 2024 in order to be valid is 11.00 a.m. on that day.

(f) *Deposit of Open Offer Entitlements into, and withdrawal from, CREST (provided the Qualifying Non-CREST Shareholder is also a CREST Member)*

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as set out in an Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 5 April 2024.

In particular, having regard to normal processing times in CREST and, on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with CREST, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements in CREST, is 3.00 p.m. on 2 April 2024, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 28 March 2024, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 5 April 2024.

(g) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 5 April 2024 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 5 April 2024. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings).

(i) *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company (through the Receiving Agent) reserves the right:

(i) to reject the application for Open Offer Shares in full and refund the payment to the CREST member in question;

(ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question;

(iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction(s) refunding any unutilised sum to the CREST member in question.

(j) Effect of a valid application

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will thereby:

(i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, satisfy the obligation of the CREST member to pay to the Company the amount payable on application);

(ii) request that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this Circular and subject to the Articles;

(iii) agree that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;

(iv) represent and warrant that he or she is not and nor is he or she applying as nominee or agent for a person who is or may be liable to notify and account for tax under the Stamp

Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 67, 70 and 93 (Depository Receipts) or Section 96 (Clearance Services) of the Finance Act 1986;

(v) confirm that in making such application he or she is not relying on any information in relation to the Company other than that contained in this Circular and agrees that no person responsible solely or jointly for this Circular or any part of it or involved in the preparation thereof shall have any liability for any such other information and further agrees that having had the opportunity to read this Circular, he will be deemed to have had notice of all the information concerning the Company contained therein; and

(vi) represent and warrant that he or she is the Qualifying Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a *bona fide* market claim.

(k) *The Company's discretion as to rejection and validity of applications*

The Company, Shore Capital and VSA Capital may in their discretion:

(i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part II);

(ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;

(iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent have received actual notice from Euroclear of any of the matters specified in regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and

(iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

(l) *Lapse of the Open Offer*

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 9 April 2024 or such later time and date as Shore Capital, VSA Capital and the Company may agree, the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter. The interest earned on such monies, if any, will be retained for the benefit of the Company.

5. Excess Application Facility

The Excess Application Facility will enable Qualifying Shareholders, provided that they take up their Open Offer Entitlement in full, to apply for Excess Open Offer Entitlements.

Qualifying Non-CREST Shareholders who wish to apply to acquire more than their Open Offer Entitlement should complete Boxes 3 and 4 on the Application Form. Qualifying CREST Shareholders will have Excess CREST Open Offer Entitlements credited to their stock account in CREST and should refer to this paragraph 5 of this Part II for information on how to apply for Excess Shares pursuant to the Excess Application Facility.

Applications for Excess Open Offer Entitlements will be satisfied only and to the extent that corresponding applications by other Qualifying Shareholders are not made or are made for less than their Open Offer Entitlements. Once subscriptions by Qualifying Shareholders under their respective Open Offer Entitlements have been satisfied, the Company shall, in its absolute discretion, determine whether to meet any excess applications in full or in part and no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full, in part or at all. Application will be made for the Open Offer Entitlements and Excess Open Offer Entitlements in respect of Qualifying CREST Shareholders to be admitted to CREST.

It is expected that such Open Offer Entitlements and Excess Open Offer Entitlements will be admitted to CREST at 8.00 a.m. on 20 March 2024. Such Open Offer Entitlements and Excess Open Offer Entitlements will also be enabled for settlement in CREST at 8.00 a.m. on 20 March 2024. Applications through the means of the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying Non-CREST Shareholders will have received an Application Form with this Circular which sets out their entitlement to Open Offer Shares as shown by the number of Open Offer Entitlements allocated to them. Qualifying Non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded.

If applications are made for less than all of the Open Offer Shares available, then the lower number of Open Offer Shares will be issued and any outstanding Open Offer Entitlements will lapse.

Further information on the Open Offer and the terms and conditions on which it is made, including the procedure for application and payment, are set out in this Part II.

For Qualifying Non-CREST Shareholders, completed Application Forms, accompanied by full payment, should be returned by post or by hand by appointment only (during normal business hours only) to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, UK so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 5 April 2024. For Qualifying CREST Shareholders, the relevant CREST instructions must have been settled as explained in this Circular by no later than 11.00 a.m. on 5 April 2024.

6 Money Laundering Regulations

6.1 *Holders of Application Forms*

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf an Application Form is lodged with payment (which requirements are referred to below as the "verification of identity requirements"). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent, and which is itself subject to the Money Laundering Regulations, any verification of identity requirements is the responsibility of such broker or intermediary and not of the Receiving Agent. In such case, the lodging agent's stamp should be inserted on the Application Form.

The person lodging the Application Form with payment, and in accordance with the other terms as described above (the "acceptor"), including any person who appears to the Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of the Open Offer Shares as referred to in the Application Form (for the purposes of this paragraph 6.1 (the "relevant shares")) shall thereby be deemed to agree to provide the Receiving Agent and/or the Company with such information and other evidence as they or either of them may require to satisfy the verification of identity requirements.

If the Receiving Agent determines that the verification of identity requirements apply to any applicant or application, and the verification of identity requirements have not been satisfied (which the Receiving Agent shall in its absolute discretion determine), the Company may, in its absolute discretion, and without prejudice to any other rights of the Company, treat the application as invalid or may confirm the allotment of the relevant Open Offer Shares to the applicant but (notwithstanding any other term of the Open Offer) the relevant Open Offer Shares will not be issued to the applicant unless and until

the verification of identity requirements have been satisfied in respect of that application (which the Receiving Agent shall in its absolute discretion determine).

If the application is treated as invalid and the verification of identity requirements are not satisfied within such period, being not less than seven days after a request for evidence of identity is despatched to the applicant, the Company will be entitled to make arrangements (in its absolute discretion as to manner, timing and terms) to sell the relevant Open Offer Shares (and for that purpose the Company will be expressly authorised to act as agent of the applicant). Any proceeds of sale (net of expenses) of the relevant Open Offer Shares which shall be issued to and registered in the name of the purchasers or an amount equivalent to the original payment, whichever is the lower, will be held by the Company on trust for the applicant, subject to the requirements of the Money Laundering Regulations being satisfied. The Receiving Agent is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any applicant or application and whether such requirements have been satisfied. Neither the Company nor the Receiving Agent will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of any such discretion or as a result of any sale of relevant shares. Submission of an Application Form with the appropriate remittance will constitute a warranty from the applicant that the Money Laundering Regulations will not be breached by application of such remittance. If the verification of identity requirements applies, failure to provide the necessary evidence of identity within a reasonable time may result in your application being treated as invalid or in delays in the despatch of share certificates or in crediting CREST stock accounts.

The verification of identity requirements will not usually apply:

(i) if the applicant is an organisation required to comply with the Money Laundering Directive, as amended (the Council Directive on the prevention of the use of the financial system for the purpose of money laundering (no. 2015/849/EU));

(ii) if the applicant is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or

(iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the name of such applicant.

Third party cheques will not be accepted with the exception of banker's drafts or building society cheques where the bank or building society has confirmed the name of the account holder (which must be the same name as appears on page 1 of the Application Form) on the back of the draft or cheque and have added their branch stamp.

In other cases, the verification of identity requirements may apply. The following guidance is provided in order to assist in satisfying the verification of identity requirements and to reduce the likelihood of difficulties or delays and potential rejection of an application (but does not limit the right of the Receiving Agent to require verification of identity as stated above). Satisfaction of the verification of identity requirements may be facilitated in the following ways:

(i) if payment is made by building society cheque (not being a cheque drawn on an account of the applicant) or banker's draft, by the building society or bank endorsing on the cheque or draft the applicant's name and the number of an account held in the applicant's name at such building society or bank, such endorsement being validated by a stamp and an authorised signature; or

(ii) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the financial action task force (the non- European Union members of which are Argentina, Australia, Brazil, Canada, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, the Russian Federation, Singapore, South Africa, Turkey, the United States of America and, by virtue of their membership of the Gulf co-operation council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide written confirmation that it has that status with the Application Form and written assurance that it has obtained and recorded evidence of the identity of the persons for whom it acts and that it will on demand make such evidence available to the Receiving Agent or the relevant authority. In order to confirm the acceptability of any written assurance referred to above or any other case, the applicant should contact the Receiving Agent;

(iii) if (an) Application Form(s) in respect of relevant Open Offer Shares is/are lodged by hand by appointment only by the applicant in person, he should ensure that he has with him evidence of identity bearing his photograph (for example, his passport) and evidence of his address; and

(iv) third party payment will not be accepted.

6.2 ***Open Offer Entitlements in CREST***

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

7. Overseas Shareholders

7.1 ***General***

The making of the Open Offer to Overseas Shareholders may be affected by the laws or regulatory requirements of the relevant jurisdiction. Overseas Shareholders who are in any doubt in this respect should consult their professional advisers. No person receiving a copy of this Circular and/or an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form or credit of Open Offer Entitlements to a stock account in CREST, unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form or credit of Open Offer Entitlements to a stock account in CREST could lawfully be used without contravention of any legislation or other local regulatory requirements. Receipt of this Circular and/or an Application Form or the crediting of Open Offer Entitlements to a stock account in CREST does not constitute an invitation or offer to Overseas Shareholders in the territories in which it would be unlawful to make an invitation or offer and, in such circumstances, this Circular and/or any Application Forms are sent for information only.

It is the responsibility of any person receiving a copy of this Circular and/or an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST outside the United Kingdom and wishing to make an application for any Open Offer Shares to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving an Application Form and/or receiving credits of Open Offer Entitlements to a stock account in CREST should not, in connection with the Open Offer, distribute or send the Application Form or transfer the Open Offer Entitlements into any jurisdiction when to do so would or might contravene local securities laws or regulations, including those of the Excluded Jurisdictions.

If an Application Form or a credit of Open Offer Entitlements to a stock account in CREST is received by any person in any such jurisdiction or by the agent or nominee of such person, he or she must not seek to take up the Open Offer Shares except pursuant to an express agreement with the Company. Any person who does forward an Application Form or transfer the Open Offer Entitlements into any such jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this paragraph 7. The Company, the Joint Brokers and the Receiving Agent reserve the right to reject an Application Form or transfer of Open Offer Entitlements from or in favour of Shareholders in any such jurisdiction or persons who are acquiring Open Offer Shares for resale in any such jurisdiction.

The Company, the Joint Brokers and the Receiving Agent reserve the right in their absolute discretion to treat as invalid any application for Open Offer Shares under the Open Offer if it appears to the

Company, the Joint Brokers and the Receiving Agent and their agents that such application or acceptance thereof may involve a breach of the laws or regulations of any jurisdiction or if in respect of such application the Company, the Joint Brokers and the Receiving Agent have not been given the relevant warranty concerning overseas jurisdictions set out in the Application Form or in this Circular, as appropriate. All payments under the Open Offer must be made in pounds sterling.

7.2 ***United States***

The Open Offer Shares and the Open Offer Entitlements have not been and will not be registered under the Securities Act or under any relevant securities laws of any state or other jurisdiction of the United States and, accordingly, may not, be offered, sold, taken up, delivered or transferred in or into the United States. Subject to certain exceptions, Qualifying Shareholders with registered addresses in, or who are located in, the United States, may not participate in the Open Offer. Neither this Circular nor the Application Form constitutes or will constitute or form any part of an offer or an invitation to apply for or an offer or an invitation to acquire any Open Offer Entitlements or Open Offer Shares in the United States. An Application Form will not be sent to any Shareholder located in or having a registered address in the United States. Unless otherwise agreed by the Company in its sole discretion, Application Forms sent from or post-marked in the United States will be deemed to be invalid and all persons acquiring Open Offer Shares and wishing to hold such Open Offer Shares in registered form must provide an address for registration outside the United States.

No Open Offer Entitlements or Excess Open Offer Entitlements will be credited to a stock account in CREST of any Qualifying Shareholder with a registered address in the United States. Unless otherwise agreed by the Company and Cavendish at their discretion, any person completing an Application Form or applying for Open Offer Shares will be required to represent that such person (i) is not located in the United States or any other Excluded Jurisdiction; (ii) is not in any jurisdiction in which it is unlawful to make or accept an offer to acquire the Open Offer Shares; (iii) is not exercising for the account of any person who is located in the United States, unless (a) the instruction to exercise was received from a person outside the United States and (b) the person giving such instruction has confirmed that (x) it has the authority to give such instruction, and (y) either (A) it has investment discretion over such account or (B) it is an investment manager or investment company that it is acquiring the Open Offer Shares in an "off shore transaction" within the meaning of Regulation S (as promulgated under the Securities Act); and (iv) is not acquiring the Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any Excluded Jurisdictions or any other jurisdiction referred to in (ii) above.

8. Waiver

The provisions of paragraph 7 of this "Part II – Details of the Placing and Open Offer" and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion. Subject to this, the provisions of paragraph 7 of this "Part II – Details of the Placing and Open Offer" supersede any terms of the Open Offer inconsistent herewith. References in paragraph 7 of this "Part II – Details of the Placing and Open Offer" to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of paragraph 7 of this "Part II – Details of the Placing and Open Offer" shall apply to them jointly and to each of them.

9. Taxation and Stamp Duty

If you are in any doubt as to your tax position in relation to taking up your entitlement under the Open Offer, or if you are subject to tax in a jurisdiction other than the UK whether or not as a result of your entitlement under the Open Offer, you should consult your professional adviser without delay.

10. Settlement and Dealings

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that the Open Offer Shares will be admitted to trading on AIM and that dealings will commence on 9 April 2024 (or such later date as it may be agreed between the Joint Brokers and the Company after prior consultation with Cavendish). For Qualifying Non-CREST Shareholders (who hold their

Existing Ordinary Shares in certificated form) definitive share certificates for the Open Offer Shares are expected to be dispatched by first class post by 18 April 2024. For Qualifying CREST Shareholders who hold their Existing Ordinary Shares in uncertificated form, it is expected that the relevant CREST account will be credited on the day of Second Admission. Notwithstanding any other provision of this Circular, the Company reserves the right to issue any Open Offer Shares in certificated form. This right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Company's registrars in connection with CREST. No temporary documents of title will be issued and pending despatch of the definitive share certificates, transfers of the Open Offer Shares will be certified against the register. All documents and remittances sent by or to an applicant (or his/her agent, as appropriate) will be sent through the post at the risk of the person entitled thereto.

11. Times and dates

The Company reserves the right to amend or extend the closing time of the Open Offer from 11.00 a.m. on 5 April 2024 and all related dates set out in this Circular. In such circumstances, the Company shall make an announcement on an RIS.

If a supplementary circular is published by the Company two or fewer business days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this Circular, the latest date for acceptance under the Open Offer shall be extended to the date that is at least three business days after the date of publication of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

12. Governing law and jurisdiction

The terms and conditions of the Open Offer as set out in this Circular and the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, the laws of England and Wales. The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this Circular or the Application Form including, without limitation, disputes relating to any non-contractual obligations arising out of or in connection with the Open Offer, this Circular or the Application Form. By taking up Open Offer Shares under the Open Offer in accordance with the instructions set out in this Circular and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

13. Further Information

Your attention is drawn to the further information set out in this Circular and, for Qualifying Non-CREST Shareholders, also to the terms, conditions and other information printed on any Application Form.

PART III

RISK FACTORS

In addition to the other relevant information set out in this Circular, the following risk factors should be considered carefully when evaluating an investment in the Company. The investment offered in this Circular may not be suitable for all of its recipients. If you are in any doubt as to the action you should take, you should consult a person authorised under FSMA who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. A prospective investor should consider carefully whether an investment in the Company is suitable for him/her in the light of his/her personal circumstances and the financial resources available to him/her.

In addition to the usual risks associated with an investment in a business at an early stage of its development, the Directors consider that the risks and other factors described below, which are not set out in any particular order of priority, are the most significant and should be considered carefully together with all the information contained in this Circular, prior to applying for Open Offer Shares. It should be noted that the risks described below are not the only risks faced by the Company; there may be additional risks that the Directors currently consider not to be material or of which they are currently unaware.

If any of the risks referred to in this Part III crystallise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such case, the price of its shares could decline and investors may lose all or part of their investment.

There can be no certainty that the Company will be able to implement successfully the strategy set out in this Circular. No representation is or can be made as to the future of the Group and there can be no assurance that the Company will achieve its objectives.

There are various risk and other factors associated with an investment of the type described in this Circular. In particular:

Requirement for further funds

The Company's existing cash balances will allow the Company to continue to operate and advance its business development initiatives at current levels of expense until Q3 2024. Net proceeds from the Fundraise will be used to strengthen the Group's balance sheet and will provide the Company with additional funding in pursuing its business development plans and will enable the Company to deliver its current commercial-scale trials and tests and to progress these to negotiated commercial supply agreements that would enable the Company to reach the point of commercial revenues from operations. It will also enable the Company to accelerate bioMSAR™ development to deliver sustainable marine fuels and progress other project opportunities in key markets.

Impact of COVID 19 or other epidemics or pandemics

Some uncertainties remain worldwide in relation to the social and economic impact from the spread of COVID-19 and the various national responses as well as in respect of any future epidemics or pandemics. The COVID-19 pandemic has disrupted and may continue to disrupt the Group's operations, for example by requiring quarantines of its employees in response to governmental or health authority advice. The Group's client-based operational projects are not capable of being operated or managed in the medium to long-term with the majority of its employees working remotely or by video, or tele-conference and any such prolonged restrictions on movement or travel may therefore have a significant adverse impact on the Group's business, financial condition and results of operations.

The market price of the Ordinary Shares may fluctuate significantly in response to a number of factors, many of which will be out of the Group's control

Publicly traded securities from time-to-time experience significant price and volume fluctuations that may be unrelated to the operating performance of the company that has issued them. In addition, the market

price of the Ordinary Shares may prove to be highly volatile, which may prevent Shareholders from being able to sell their Ordinary Shares at or above the price they paid for them. The market price of the Ordinary Shares may fluctuate significantly in response to a number of factors, many of which are and will be beyond the Group's control, including the economic and financial situation originally arising from the COVID-19 pandemic, variations in operating results in the Group's reporting periods, changes in financial estimates by securities analysts, changes in market valuation of similar companies, announcements by the Company of significant contracts, acquisitions, planned investments or other capital commitments, strategic alliances, joint ventures, additions or departures of key personnel, any changes in legal and regulatory requirements, any shortfall in turnover or net profit or any increase in losses from levels expected by securities analysts, and future issues or sales of Ordinary Shares. Any or all of these events could result in a material decline in the price of the Ordinary Shares. Moreover, a significant decrease in the price of the Ordinary Shares may lead to an opportunistic approach to acquire some or all of its issued share capital.

No profit to date

The Group has incurred aggregate losses since its inception, and it is therefore not possible to evaluate its prospects based on past performance. Since the Group intends to continue investing in the various projects described in this Circular, the Directors anticipate making further losses until at least the financial period ending 30 June 2026. There can be no certainty that the Group will achieve or sustain profitability or achieve or sustain positive cash flow from its activities.

Reliance on third parties

The Group places a degree of reliance on third parties including Nouryon and MSC.

Termination of an arrangement (whether formal or informal) with a third party, a change in the terms of a third-party contract or a supplier experiencing technical difficulties or the Company's inability to secure appropriate supply terms with third parties (including appropriate fuel supply agreements) could result in the Group's access to services being restricted or interrupted, which in turn may have an adverse effect on the Group's ability to progress its projects and its business, prospects, results of operations and financial condition.

The Company's objectives may not be fulfilled

The value of an investment in the Company is dependent upon the Company achieving the aims set out in this Circular. There can be no guarantee that the Company will achieve the level of success that the Board expects.

Technological risk

There is a risk that the technology used for the production of MSAR® and bioMSAR™ fuel may not be adequately robust for all applications in respect of the character and nature of the feedstock and the particular parameters of transportation and storage pertaining to a specific project.

This risk may jeopardise the early commercialisation of the technology and subsequent implementation of projects or give rise to significant liabilities arising from defective fuel during plant operations.

Market risk

The marketability of MSAR® and bioMSAR™ fuels, once technically proven, may be affected by numerous factors beyond the control of the Group. These factors include variability of price spreads between light and heavy oils and the relative competitiveness of oil, gas and coal prices both for prompt and future delivery.

Feedstock sourcing

There is a risk in respect of appropriately located and ongoing price competitive availability of heavy oil residue feedstocks as oil refiners seek to extract more transportation fuels from each barrel of crude using residue conversion processes and a risk in respect of appropriately located and priced sustainable glycerine or other biofuel feedstocks of appropriate quality and quantity for bioMSAR™ supply.

Commercial risks

There is a risk that the Group will not achieve a commercial return due to major unanticipated change in a key variable or, more likely, the aggregate impact of changes to several variables which results in sustained depressed margins.

The Group's competitive position could be affected by changes to government regulations concerning taxation, duties, specifications, importation and exportation of hydrocarbon fuels and environmental aspects. Freight costs contribute substantially to the final cost of supplied products and a major change in the cost of bulk liquid freight markets could have an adverse effect on the economics of the fuels business.

Competition risks

There is a risk that new competition could emerge with similar technologies. This could result, over time, in further price competition and a pressure on margins beyond that assumed in the Group's business planning.

Joint venture parties and contractors

The Directors are unable to predict the risk of financial failure or non-compliance with respective obligations or default by a participant in any joint venture in which the Group is, or may become a party; insolvency or other managerial failure by any of the contractors used by the Group in its fuel processing and distribution activities; or insolvency or other managerial failure by any of the other service providers used by the Group for any activity.

Insurance risks

The Group insures its operations in accordance with industry practice and insures the risks it considers appropriate for the Group's needs and for its circumstances. Insurance cover will not be available for every risk faced by the Group, including MSAR® and bioMSAR™ inventory risk.

Although the Board intends that the Group and/or its partners and counterparties should carry adequate insurance with respect to its operations in accordance with industry practice, in certain circumstances, the Group's or the partner's and counter-parties' insurance may not cover or be adequate to cover the consequences of such events. In addition, the Group may be subject to liability for pollution, or other hazards against which the Group or its partners and counterparties may elect not to insure because of high premium costs or other reasons. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of operations of the Group.

Intellectual property risks

The Company's business relies on a combination of trademarks, copyrights, know-how, common law or statutory copyright protection and contractual restrictions to establish and protect its brands, designs and trade secrets. The protection provided by these intellectual property rights, confidentiality laws and contractual restrictions is limited and varies between the UK and other countries. Any third party may challenge the Company's intellectual property and the Group may incur substantial costs in defending any claims relating to its intellectual property rights.

Whilst the Company has taken all reasonable steps to register and protect its intellectual property, including benefiting from contracts with established multinational industry partners such as Nouryon, there can be no guarantee that any applications for registered intellectual property rights will be granted or that the Company's intellectual property rights and contractual provisions will be adequate to prevent misappropriation, infringement or other unauthorised use of the Company's intellectual property by third parties. In addition, despite steps taken by the Company to protect its proprietary rights, third parties may attempt to copy aspects of the Company's products and seek to use information that the Company regards as proprietary. Competitors may also independently develop similar technologies, processes or operations of the Company. There is a risk that the Company's means of protecting its intellectual property rights may not be adequate and weaknesses or failures in this area could adversely affect the Company's business. However, even if competitors did develop the same effect through a different chemical process, in operational terms the Company would be significantly advanced by comparison.

Environmental risks

The Group's operations are subject to environmental risks inherent in the processing, distribution and end use of oil and oil-based products. The Group is subject to environmental laws and regulations in connection with all of its operations. Although the Group intends to be in compliance, in all material respects, with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other circumstances that could subject the Group to extensive liability.

Further, the Group may require approval from the relevant authorities before it can undertake activities which are likely to impact the environment. Failure to obtain such approvals may prevent or delay the Group from undertaking its desired activities. The Group is unable to predict definitively the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Group's cost of doing business, or affect its operations in any area.

Climate change and decarbonisation

The increasingly hostile public attitude towards fossil fuels is a significant challenge resulting in a rapid move away from hydrocarbons towards fully renewable fuels. Whilst MSAR® provides considerable environmental advantages, and bioMSAR™ offers the added benefits of carbon reduction, neither offer a net-zero carbon solution. If the Group is unable to mitigate this risk by continuing to invest in research and development to pursue 'net-zero' carbon fuel solutions as part of its aim to be at net zero by 2030 and pursue business opportunities that will assist in the achievement of this goal, this will negatively impact the Group's business, prospects, results of operations and financial condition.

Currency risk

The Group reports its financial results in pounds sterling, while many contracts in the oil and gas industry are principally denominated in United States Dollars and production costs may be denominated in Euros. Fluctuations in exchange rates between currencies in which the Group operates may cause fluctuations in its financial results and may have an adverse effect on income and/or asset values.

Corporate and regulatory formalities

The conduct of petroleum processing and distribution requires compliance by the Group with numerous procedures and formalities in many different national jurisdictions. It may not in all cases be possible to comply with or obtain waivers of all such formalities.

Economic, political, judicial, administrative, taxation or other regulatory factors

The Group may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors, in the areas in which the Group operates and conducts its principal activities.

The United Kingdom's exit from the European Union ("**Brexit**") has resulted in economic volatility particularly with respect to the share price of UK-based enterprises and depreciation of the pound sterling, including against the United States Dollar. Potential long-term uncertainties with respect to the process, timeline and terms of Brexit, and its effects on existing and future contractual arrangements and economic relationships, may result in a slowdown in foreign and domestic investment in the UK economy, which may adversely impact the Group's trading and ability to raise any further financing which may be required. The Group cannot guarantee that its business plans and projections will not be directly or indirectly adversely impacted by Brexit.

Factors such as inflation, interest rates, supply and demand of capital and industrial disruption have an impact on business costs and commodity prices and stock market prices. The Group's operations, business and profitability can be affected by these factors, which are beyond the control of the Group.

Attraction and retention of key employees

The Company's success will depend on its current and future executive management team. The loss of the services of certain employees could have a materially adverse effect upon the Group's business and future.

Debt financing

Any debt financing, if available, may include conditions that would restrict the Group's freedom to operate its business, such as conditions that:

- limit the Group's ability to pay dividends or require it to seek consent for the payment of dividends;
- increase the Group's vulnerability to general adverse economic and industry conditions;
- require the Group to dedicate a portion of any cash flow to payments on its debt, thereby reducing the availability of its cash flow to fund capital expenditures, working capital and other general corporate purposes; and
- limit the Group's flexibility in planning for, or reacting to, changes in its business and its industries.

There can be no guarantee or assurance that such debt funding or additional equity will be forthcoming when required, or as to the terms and price on which such funds would be available if at all. If the Group is unable to obtain additional financing as needed, or on terms which are acceptable, it may not be able to fulfil its strategy, which could have a material adverse effect on the Group's business, financial position and prospects.

Suitability of Ordinary Shares as an investment

The Ordinary Shares may not be a suitable investment for all recipients of this Circular. Before making a decision, investors are advised to consult an appropriate independent investment adviser authorised through FSMA who specialises in advising on investments of this nature if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The value of Ordinary Shares can go down as well as up and investors may get back less than their original investment.

Dilution of ownership of Existing Ordinary Shares upon allotment of the New Ordinary Shares

If Qualifying Shareholders do not respond to the Open Offer by 11.00 a.m. on 5 April 2024, the latest date for application and payment in full in respect of their entitlements, their proportionate ownership and voting interest in the Ordinary Shares will be reduced and the percentage that their Existing Ordinary Shares represents of the Enlarged Share Capital will be reduced accordingly.

Market information and nature of Ordinary Shares

The market price of the Ordinary Shares may not reflect the underlying value of the Group's net assets. Potential investors should be aware that the value of shares can rise or fall and that there may not be proper information available for determining the market value of an investment in the Company at all times. An investment in a share which is traded on AIM, such as the Ordinary Shares, may be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend on there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Company and he/she may lose all of his/her investment.

General

Whilst the Company has applied for admission of the Placing Shares and Subscription Shares and will apply for the admission of the Open Offer Shares to trading on AIM, there can be no assurance that an active trading market for the Ordinary Shares will ensue, or that it will be maintained. AIM is a market for emerging or smaller growing companies and may not provide the liquidity normally associated with the Official List or other exchanges.

The future success of AIM and liquidity in the market for the Ordinary Shares cannot be guaranteed. In particular, the market for the Ordinary Shares may be, or may become, relatively illiquid and therefore the Ordinary Shares may be or may become difficult to sell.

Share Price Volatility and Liquidity

The market price of the Ordinary Shares could be subject to significant fluctuations due to a change in investor sentiment regarding the Company or the industry in which the Company operates or in response to specific

facts and events, including positive or negative variations in the Group's interim or full year operating results and business developments of the Group and/or competitors. The market price of the Ordinary Shares may not reflect the underlying value of the Group and it is possible that the market price of the Ordinary Shares will trade at a discount to net asset value. Potential investors should be aware that the value of shares and the income from them can go down as well as up and that investment in a share which is traded on AIM might be less realisable and might carry a higher risk than a share quoted on the Official List.

Dividends

At present, the Company's dividend policy is that all funds available for distribution should be reinvested in the business of the Company and so there is no intention to pay a dividend. There can be no assurance as to the level of future dividends and a dividend may never be paid. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors, and will depend on, among other things, the Company's earnings, financial position, cash requirements and availability of profits.

Taxation

This Circular has been prepared in accordance with current UK tax legislation. Any change in the Group's tax status or the tax applicable to a holding of Ordinary Shares or in UK tax legislation, could affect the value of the investments held by the Group, affect the Group's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders. It should be noted that the information contained in paragraph 6 of Part IV of this Circular relating to the taxation of the Group and its investors is based upon current UK tax law which is subject to legislative change. The taxation of an investment in the Company depends on the individual circumstances of investors, including, *inter alia*, tax legislation in the jurisdiction in which that Shareholder is tax resident or domiciled. Potential investors should consult their professional advisers on the possible tax consequences of subscribing for, buying, holding, selling or transferring Ordinary Shares under the laws of their country of citizenship, tax residence and/or domicile.

PART IV

ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Company, whose registered office address appears on page 5 of this Circular and the Directors, whose names also appear on page 5 of this Circular, accept responsibility for the information contained in this Circular. To the best of the knowledge of the Company and the Directors (each of whom has taken all reasonable care to ensure that such is the case) the information contained in this Circular is in accordance with the facts and contains no omission likely to affect the import of such information.

2. SHARE CAPITAL

The issued share capital of the Company (i) as at the date of this Circular and (ii) as it is expected to be at Second Admission (assuming First Admission of the Placing Shares and Subscription Shares and maximum take up under the Open Offer) is set out below:

	Issued and fully paid	
	£	*Number*
Existing Ordinary Shares as at the Record Date	£15,624,788.23	1,562,478,823
Expected Ordinary Shares at Second Admission (assuming the Open Offer is fully subscribed and the issue of the Placing Shares and Subscription Shares)	£17,647,145.50	1,764,714,550

In addition, the Company has granted options to subscribe, in aggregate, for a total of 85,208,255 new Ordinary Shares at prices ranging between 1.0 pence and 12.13 pence per share which are exercisable up to specified dates up to 3 August 2033.

3. ARTICLES OF ASSOCIATION

A copy of the Articles can be located on the Company's website www.quadrise.com

4. DIRECTORS' INTERESTS

4.1 As at 18 March 2024, being the last practicable date prior to the publication of this Circular, the interests (all of which are beneficial unless stated otherwise) of the Directors and their immediate families and of persons connected with them (within the meaning of Section 252 to 257 of the Act) in the issued share capital of the Company and the existence of which is known to, or could with reasonable due diligence be ascertained by, any Director as at the date of this Circular and as they are expected to be upon completion of the Open Offer are as follows:

	As at the date of this Circular		*On First Admission*		*On Second Admission*[1]	
Director	*Number of Existing Ordinary Shares*	*Percentage of Existing Ordinary Shares*	*Number of Ordinary Shares on First Admission*	*Percentage of Ordinary Shares on First Admission*	*Number of Ordinary Shares on Second Admission*	*Percentage of Ordinary Shares on Second Admission*[1]
Andy Morrison	3,100,000	0.20%	4,100,000	0.24%	4,100,000	0.23%
Jason Miles	4,394,236	0.28%	5,594,236	0.33%	5,594,236	0.32%
Laurie Mutch	682,107	0.04%	800,000	0.05%	800,000	0.05%
Vicky Boiten-Lee	–	0.00%	800,000	0.05%	800,000	0.05%
Dilip Shah	170,000	0.01%	330,000	0.02%	330,000	0.02%

(1) Assuming full take-up under the Open Offer and the issue of the Placing Shares and Subscription Shares.

4.2 As at 18 March 2024 (being the latest practicable date prior to the publication of this Circular), the Directors held the following Options:

Director	*Number of Options*	*Exercisable up to*	*Exercise price per new Ordinary Share*
Andy Morrison	4,000,000	3 August 2030	3.0p
	2,000,000	3 August 2031	2.5p
Jason Miles	7,500,000	3 August 2033	2.5p
	3,551,122	27 June 2029	7.5p
	1,448,878	27 June 2027	7.5p
	1,775,862	3 September 2029	1.0p
	1,500,000	24 March 2024	12.13p
	6,666,667	3 August 2033	1.0p
Laurence Mutch	4,000,000	3 August 2030	3.0p
	2,000,000	27 June 2027	7.5p
	1,000,000	3 August 2031	2.5p
Dilip Shah	2,000,000	3 August 2030	3.0p
	500,000	27 June 2027	7.5p
	500,000	3 August 2031	2.5p
Vicky Boiten-Lee	–	–	–

5. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and/or its subsidiaries during the two years preceding the date of this Circular and are or may be material:

5.1 Commercial Development Agreement made on 11 April 2022 between Valkor and the Company to commercialise Quadrise' MSAR® and bioMSAR™ technology ("**QFI Technology**") at Valkor's projects in Utah state in the USA. Phase 1 (Commercial Scoping) of this agreement is to be completed by 30 June 2022 and comprises the following steps to be taken by the parties: (a) Valkor to deliver a crude oil sample from a heavy oil asset in Utah in which they have an existing equity interest (the 'Primary Project') to Quadrise, (b) Quadrise to perform analysis and testing on the sample to confirm that it is suitable to produce MSAR® and bioMSAR™ and (c) Quadrise and Valkor to negotiate supply agreements with identified target consumers of MSAR® and bioMSAR™ fuel to be produced by the Primary Project and finalise the technical and operational requirements and commercial terms for license and supply of QFI technology ("**First QFI License**"). Under Phase 2 (Grant of QFI Technology License for Utah to Valkor) and subject to confirmation of Quadrise laboratory testing of QFI Technology for the Primary Project and conclusion of the First QFI License, the Company intends to grant Valkor a conditionally exclusive license for QFI Technology in the State of Utah if certain conditions precedent (as set out in the agreement) are met.

5.2 Materials Transfer and Cooperation Agreement made between an undisclosed client in Morocco ("**Morocco Client**") and QIL on 12 June 2022. This agreement supersedes the original Materials Transfer and Cooperation Agreement with the Morocco Client made on 28 November 2019 and under its terms QIL agreed to manufacture trial quantities of MSAR® and bioMSAR™ for the purpose of an industrial demonstration test at one of the Morocco Client's sites and provide the Morocco Client with a subsequent written report on the efficacy of using MSAR® and bioMSAR™.

5.3 Framework Agreement made between MSC and QIL on 27 July 2022. The parties entered into a Joint Development Agreement on 20 January 2021 under which the parties agreed to collaborate to scope an operational trial of MSAR® and bioMSAR™ on representative commercial vessels in MSC's global fleet. Under the terms of the subsequent Framework Agreement, the parties have agreed to carry out a proof-of-concept test and subsequent operational trials using bioMSAR™ and MSAR® fuel on one or more representative commercial container vessels in MSC's global fleet as precursor steps to the intended commercial supply of these fuels to the MSC global fleet.

5.4 Joint Development Agreement between Vertoro and QIL dated 20 September 2022 under which the parties have agreed to collaborate with each other for the purposes of the proposed joint projects set

out in the agreement, subject to detail statements of work and costs packages being agreed between the parties prior to the work packages in question being initiated (the "**Proposed Joint Projects**"). Vertoro has expertise in developing projects designed to produce crude sugar oil ("**CSO**") from compliant forestry and agricultural residues using their proprietary technology. Under this agreement, Vertoro and QIL have agreed to collaborate with each other for the purposes of the Proposed Joint Projects and seek to progress the use of Vertoro's CSO as a potential cost-effective supplement or alternative to glycerine in Quadrise's bioMSAR™ fuel. Prior to the Joint Development Agreement, Vertoro and QIL entered into a confidentiality and non-disclosure agreement on 2 March 2021.

5.5 Letter of intent made between QIL and Sparkle Power ("**Sparkle**") on 1 February 2023 pursuant to which QIL agreed to enter into discussions with Sparkle with the objective of negotiating a Fuel Supply Agreement and such other related agreements regarding the purchase and sale of emulsified fuel oil manufactured from heavy hydrocarbon or pitch or heavy fuel oil in QIL's emulsification plant and consumed in Sparkle's power plant in Panama.

5.6 Joint Development Agreement between BTG Bioliquids ("**BTL**") and QIL dated 1 June 2023 under which the parties have agreed to collaborate with each other for the purposes of the proposed joint projects set out in the agreement. BTL's proprietary pyrolysis technology turns abundant agricultural and forestry residues, such as sawmill waste, into fast pyrolysis bio-oil ("**FPBO**"), a homogeneous energy carrier, which can be used as a direct substitute for fossil fuels or be further upgraded into advanced biofuels. Under the JDA, QIL and BTL will collaborate in seeking to use BTL's FPBO as a potential cost-effective renewable source of fuel in Quadrise's bioMSAR™ solution. The JDA makes provision for QIL to supply MSAR® blending technology at BTL's licensed plants or biorefineries subject to future agreements with BTL or their licensees. QIL and BTL intend to jointly execute a research programme to generate stable bioMSAR™ emulsions incorporating BTL's FPBO, and upon progress to diesel engine testing. Prior to entry into the Joint Development Agreement, QIL and BTG entered into a confidentiality and non-disclosure agreement on 29 March 2023, the terms of which are applicable to the Joint Development Agreement which covers the disclosure of confidential information between the parties.

5.7 Site License and Supply Agreement ("**SLS Agreement**") between QIL and Valkor, which was signed by the parties on 9 June 2023, in respect of the use of Quadrise's MSAR® and bioMSAR™ technology at a Valkor heavy oil asset in Utah, USA ("**Primary Project Site**"). The SLS Agreement comprises four sub-agreements, with the key terms of each as follows:

- Site Licence Agreement which is conditional on, *inter alia*, receipt by Valkor of drilling and underground injection permits for the Primary Project Site from the Utah Board of Oil, Gas and Mining at a hearing tentatively scheduled for August 2023, and the receipt by Valkor of project financing in an amount of at least US$15 million for the Primary Project Site. QIL has granted Valkor the exclusive right and licence to use its technology at the Primary Project Site to produce MSAR® and bioMSAR™ and to market the fuel on a non-exclusive basis in Utah. In exchange, Valkor will pay QIL US$1.5 million, with US$1.0 million payable on satisfaction of the conditions set out above and a further US$0.5 million on the date on which a Quadrise MSAR® Manufacturing Unit ("**MMU**") is delivered to the Primary Project Site.
- Technology Transfer and Purchase Option Agreement ("**TTPOA**"), under which, following Valkor's receipt of the MMU, QIL agrees to provide engineering and process design and commissioning services, site operations and compliance support and project development support services for a minimum period of two years, and for which Valkor will pay QIL an additional quarterly retainer of US$75,000, after which, Valkor will have an option to purchase QIL's technology and MMU for the primary project for US$1.0 million, which is subject to the terms of the SLS Agreement and conditional on the Site Licence Agreement being valid at the time, at which point the TTPOA will terminate unless otherwise mutually agreed by the parties (the "**Purchase Option**").
- Equipment Supply Agreement, which sets out the terms under which QIL will supply a 40 tonne per hour MSAR® MMU and ancillary equipment necessary to allow the production of MSAR® and bioMSAR™ at the Primary Project Site after receipt of initial payment. Under the TTPOA, this supplied equipment will be owned and operated by QIL until the Purchase Option is exercised, whereby ownership would transfer to Valkor.
- Surfactant Supply Agreement, which covers the terms under which QIL will supply to Valkor the chemicals needed to manufacture MSAR® and bioMSAR™ under the TTPOA, and subsequently.

A profit share mechanism has been agreed under the SLS Agreement whereby the parties will share the net profit in accordance with the terms of the SLS Agreement. The SLS Agreement has a term of ten years and may be terminated by mutual consent of the parties.

In addition to the signature of the SLS Agreement, a non-binding Heads of Agreement was entered into between the parties on 24 May 2023 which, in complementing the SLS Agreement, also sets out the basis on which QIL and Valkor will seek to agree a conditionally exclusive Sub-License Agreement to be granted to Valkor covering the state of Utah, as well as the terms on which the net profit generated under the SLS Agreement, and a future Sub-License Agreement, will be shared between QIL and Valkor.

Agreements relating to the Placing and Open Offer

5.8 A Placing and Open Offer Agreement dated 18 March 2024 made between the Company (1) Shore Capital (2) VSA Capital (3) and Cavendish (4) pursuant to which and conditional upon, *inter alia*, admission of the Placing Shares and the Subscription Shares taking place on or before 8.00 a.m. on 26 March 2024, or such later date (being not later than 31 May 2024) as the Company, Shore Capital and VSA Capital may agree after prior consultation with Cavendish, Shore Capital and VSA Capital have agreed to use their reasonable endeavours to procure subscribers at the Issue Price for the Placing Shares. Under the terms of the Placing and Open Offer Agreement the Company has agreed to pay to (i) Cavendish a corporate finance fee and (ii) Shore Capital and VSA Capital an aggregate commission equal to five per cent. of the monies raised in the Placing of which fifty per cent. of such amount shall be payable to Shore Capital and fifty per cent. of such amount shall be payable to VSA Capital.

5.9 The Placing and Open Offer Agreement contains warranties from the Company in favour of Cavendish, Shore Capital and VSA Capital in relation to, *inter alia*, the accuracy of the information in this Circular, certain financial information and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Cavendish, Shore Capital and VSA Capital in relation to certain liabilities any of them may incur in respect of the Placing, the Subscription and the Open Offer.

5.10 Each of Shore Capital and VSA Capital have, but after prior consultation with Cavendish to the extent reasonably practicable, the right to terminate the Placing and Open Offer Agreement in certain circumstances prior to Admission, in particular, in the event of a breach of the warranties given to Cavendish, Shore Capital and VSA Capital in the Placing and Open Offer Agreement, the failure of the Company to comply with any of its obligations under the Placing and Open Offer Agreement, the occurrence of a force majeure event or a material adverse change in (amongst other things) the financial or political conditions in the United Kingdom (which in the opinion of Shore Capital and VSA Capital, acting in good faith, adversely affects, or makes it inadvisable to proceed with, the Placing), any circumstance arising giving rise to a claim under the indemnity or a material adverse change in respect of the Company or the Group (taken as a whole) (which would make it impractical or inadvisable to proceed with the Placing). If one of the Joint Brokers (the "**Withdrawing Broker**") elects to exercise its termination rights and terminates the Placing and Open Offer Agreement but the other Joint Broker elects not to do so (the "**Continuing Broker**"), the Continue Broker has the right to elect to continue to act as the Company's broker in relation to the Placing and the Placing and Open Offer Agreement will continue and the Continuing Broker will assume all rights of the Withdrawing Broker under the Placing and Open Offer Agreement in those circumstances.

6. UK TAXATION

The following information is given in summary form and as a general guide only, based on UK tax legislation on 19 March 2024. Such legislation and practice is liable to change (in some cases with retrospective effect). **No action should be taken by an investor on the basis of the information given here without obtaining specific tax advice from an appropriate professional adviser.**

The information relates to the tax position of holders of New Ordinary Shares in the capital of the Company who are tax resident and, in the case of individuals, domiciled in England for tax purposes and who hold their shares as an investment. Persons liable to tax in Scotland or Wales may be subject to different tax legislation, following devolution of certain taxing powers to the Scottish Parliament and the Welsh Assembly.

The statements below do not constitute advice to any Shareholder or potential investor on their UK tax position, and may not apply to certain classes of Shareholder (such as persons carrying on a trade in the UK, or holding the shares as trustees, or insurance companies). This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of New Ordinary Shares. Any Shareholder or potential investor should obtain advice from their own investment or tax adviser before acquiring Open Offer Shares.

6.1 ***Inheritance tax***

The Company's shares are treated as unquoted shares for UK inheritance tax ("**IHT**") purposes on the basis the Ordinary Shares are only listed on AIM and are not also listed on any recognised stock exchange. Individuals and trustees subject to IHT may be entitled to business property relief of up to 100 per cent. after holding Company shares for at least two years, providing all the relevant conditions for the relief are satisfied at the appropriate time.

6.2 ***Taxation of dividends***

Income tax

Under current UK tax legislation, no tax is required to be withheld from dividends paid by the Company.

For individuals who are tax resident in England, no income tax is payable in respect of the first £1,000 of dividend income received from all sources in a tax year (although such income would still count towards the basic, higher and additional rate thresholds). Dividends received above £1,000 in a tax year are taxable at 8.75 per cent., 33.75 per cent. and 39.35 per cent. for basic rate, higher rate and additional rate taxpayers, respectively. Please note that from 6 April 2024 the dividend tax-free allowance will be reduced to £500 and dividends received above £500 in the tax year 24/25 will be taxed at the rates set out above.

Corporation tax

With certain exceptions (including for traders in securities), a UK tax resident company which holds New Ordinary Shares should generally not be subject to UK corporation tax in respect of any dividend paid to it by the Company.

6.3 ***Taxation of chargeable gains***

6.3.1 A UK tax resident individual Shareholder who is not a higher or additional rate income taxpayer and disposes of, or who is deemed to dispose of, their shares in the Company may be liable to UK capital gains tax at 10 per cent., on any chargeable gain realised by such disposal (after taking into account any applicable reliefs and exemptions). To the extent that any chargeable gains or part thereof, aggregated with taxable income arising in a tax year, exceed the upper limit of the basic rate income tax band, UK capital gains tax will be charged at 20 per cent. In computing the gain, the Shareholder should be entitled to deduct from proceeds the cost to them of the Shares (together with incidental costs of acquisition and disposal).

6.3.2 A relief known as 'investors' relief' may be available to certain UK tax resident individual shareholders disposing of shares in unquoted trading companies (AIM is not regarded as a recognised stock exchange for this purpose). The availability of this relief is subject to various conditions being satisfied, including that the shareholder subscribed personally for the shares in question and has held those shares for a minimum of three years prior to disposal. If applicable, the relief reduces the rate of UK capital gains tax payable on disposal of shares to 10 per cent. (subject to a lifetime limit of £10 million of chargeable gains).

6.3.3 A UK tax resident corporate Shareholder disposing of Shares in the Company may be liable to UK corporation tax on any chargeable gains at the usual rates of corporation tax applicable to it (currently 25 per cent. for most companies). In computing the chargeable gain liable to UK corporation tax, the Shareholder should be entitled to deduct from the disposal proceeds, the cost to it of acquiring the Shares, together with incidental costs of acquisition, as increased by indexation allowance, and disposal costs.

6.3.4 Under current HMRC practice, the subscription by a Shareholder for Open Offer Shares up to their Open Offer Entitlement may be treated as a reorganisation of share capital for the purposes of UK taxation of chargeable gains. To the extent that this treatment applies, the Open Offer Shares issued should be treated as acquired at the same time as the Existing Ordinary Shares held by that Shareholder, and the cost of acquisition of the Open Offer Shares should be pooled with the expenditure allowable on the relevant Existing Ordinary Shares for the purposes of determining the amount of any chargeable gain arising on a subsequent disposal. Any subscription by a Shareholder for shares under the Open Offer in excess of their Open Offer Entitlement should be treated as a new acquisition outside the scope of the rules on reorganisations of share capital. As a matter of UK tax law, the acquisition of Open Offer Shares may not, strictly speaking, constitute a reorganisation of share capital, and there is no guarantee that HMRC practice mentioned above will be followed, particularly where an open offer is not made to all holders.

6.4 ***Stamp duty and SDRT***

No UK stamp duty should be payable on the issue by the Company of New Ordinary Shares. No UK stamp duty or stamp duty reserve tax should be payable on transactions in shares traded on AIM where the shares are not also listed on a recognised stock exchange.

Shareholders and/or potential investors should consult a suitable professional tax adviser to consider their tax position in relation to taking up their entitlements under the Open Offer.

7. LITIGATION

The Group is not involved in any governmental, legal or arbitration proceedings which are having, may have or have had, in the previous 12 months, a significant effect on its financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Group.

8. GENERAL

8.1 The total cost and expenses payable by the Group in connection with the Fundraise are estimated to amount to approximately £215,000 (excluding VAT).

8.2 Save as disclosed in this Circular, and save as notified by the Company via an RIS, there has been no significant adverse change in the financial or trading position of the Group since 30 June 2023, the date to which the Company's audited final results have been prepared, as announced by the Company on 2 October 2023.

9. AVAILABILITY OF THIS CIRCULAR

Copies of this Circular will be available for inspection on the Company's website (www.quadrise.com), free of charge.

Dated: 19 March 2024

DEFINITIONS AND GLOSSARY

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

"**Act**"	the Companies Act 2006, as amended
"**Admission**"	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules, which will take place in two stages at the time of First Admission and Second Admission and a reference to Admission in this Circular means First Admission and/or Second Admission, as the context requires
"**AIM**"	the market of that name operated by the London Stock Exchange
"**AIM Rules**"	the AIM Rules for Companies published by the London Stock Exchange (as updated from time to time)
"**AkzoNobel**"	Akzo Nobel Surface Chemistry AB
"**Application Form**"	the application form to be used by Qualifying Non-CREST Shareholders in connection with the Open Offer
"**Articles**"	the articles of association of the Company
"**Australia**"	the Commonwealth of Australia, its states, territories and possessions
"**bioMSAR™**" and "**bioMSAR™ Zero**"	means the bioMSAR™ emulsion technology (patent pending) which blends glycerine and biofuels with water and residual hydrocarbons to create a lower carbon biofuel (bioMSAR™), and in the future a net-zero carbon biofuel (bioMSAR™ Zero)
"**Business Days**"	means a day other than a Saturday, Sunday or public holiday on which clearing banks are open for non-automated commercial business in the City of London.
"**BTG Bioliquids**"	means BTG Bioliquids BV, a company incorporated in Netherlands with company number 08167874
"**Canada**"	Canada, its provinces, territories and all areas subject to its jurisdiction and any political sub-division thereof
"**Cargill**"	Cargill NV, a company organised and existing under the laws of Belgium, having its registered office at Bedrijvenlaan 9, 2800 Mechelen, Belgium
"**Cavendish**"	Cavendish Capital Markets Limited, acting in its capacity as the Company's nominated adviser
"**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)
"**Circular**"	means this document
"**COBS**"	the FCA's Conduct of Business Sourcebook
"**Company**"	Quadrise Plc
"**COP 28**"	means the 28th Conference of the Parties ("**COP**") to the United Nations Framework Convention on Climate Change

"**CREST**"	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear is the operator (as defined in those regulations)
"**CREST Manual**"	the rules governing the operations of CREST as published by Euroclear
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001 / 3755), as amended
"**CREST sponsor**"	a direct member of CREST under the CREST Regulations
"**Directors**" or "**Board**"	the directors of the Company or any duly authorised committee thereof
"**Enlarged Share Capital**"	the issued ordinary share capital of the Company following Second Admission
"**EU**"	means the European Union
"**EU ETS**"	means EU Emissions Trading System
"**Euroclear**"	Euroclear UK & International Limited, the operator of CREST
"**Excess Application Facility**"	the arrangement pursuant to which Qualifying Shareholders may apply for Open Offer Shares in excess of their Open Offer Entitlements in accordance with the terms and conditions of the Open Offer
"**Excess CREST Open Offer Entitlements**"	in respect of each Qualifying CREST Shareholder, the entitlement to apply for Open Offer Shares in addition to his Open Offer Entitlement credited to his stock account in CREST, pursuant to the Excess Application Facility which is conditional on him taking up his Open Offer Entitlement in full and which may be subject to scaling back in accordance with the provisions of this Circular
"**Excess Open Offer Entitlement(s)**"	an entitlement for each Qualifying Shareholder to apply to subscribe for Open Offer Shares in addition to his Open Offer Entitlement pursuant to the Excess Application Facility which is conditional on him taking up his Open Offer Entitlement in full and which may be subject to scaling back in accordance with the provisions of this Circular
"**Excess Shares**"	Open Offer Shares in addition to the Open Offer Entitlement for which Qualifying Shareholders may apply under the Excess Application Facility
"**Excluded Jurisdiction**"	each of Australia, Canada, Japan, the Republic of South Africa, the United States, New Zealand and any other jurisdiction where the Open Offer Shares may not be offered, sold, taken up, delivered or transferred into or from and the extension or availability of the Open Offer would breach any applicable law
"**Existing Ordinary Shares**"	the 1,562,478,823 ordinary shares of £0.01 each in issue in the capital of the Company at the date of this Circular, all of which are admitted to trading on AIM
"**FCA**"	the Financial Conduct Authority of the United Kingdom acting in its capacity as the competent authority for the purposes of Part IV of FSMA

"**First Admission**"	the admission to trading on AIM of the Placing Shares and the Subscription Shares, which is expected to become effective in accordance with the AIM Rules at 8.00 a.m. on 26 March 2024
"**Fit-for-55**"	refers to the EU's target of reducing net greenhouse gas emissions by at least 55 per cent. by 2030
"**FPBO**"	means fast pyrolysis bio-oil
"**FSMA**"	the Financial Services and Markets Act 2000 (as amended)
"**Fundraise**"	means the Placing, Subscription and Open Offer
"**Group**" or "**Quadrise**"	the Company, its existing subsidiaries and subsidiary undertakings
"**HFO**"	Heavy fuel oil
"**HMRC**"	HM Revenue & Customs
"**IHT**"	Inheritance tax
"**IMO**"	International Maritime Organisation, the United Nations' specialised agency responsible for improving maritime safety and preventing pollution from ships
"**Issue Price**"	1.25 pence per Open Offer Share, Placing Share and Subscription Share
"**Japan**"	Japan, its cities and prefectures, territories and possessions
"**Joint Brokers**"	Shore Capital and VSA Capital
"**KSA**"	Kingdom of Saudi Arabia
"**London Stock Exchange**"	London Stock Exchange plc
"**Mærsk**"	A.P. Moller-Mærsk A/S
"**MAC²**"	MAC2 Solutions NV, a company organised and existing under the laws of Belgium, having its registered office at Blauwe Weg 7 – kaai 261 2030, Antwerp, Belgium
"**Marine MSAR®**"	Marine Multiphase Superfine Atomised Residue, the oil refinery technology supplied by Quadrise
"**micron**"	a unit of length equal to one millionth of a metre
"**MMU**"	MSAR® Manufacturing Unit
"**Money Laundering Regulations**"	the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended) and all other relevant legislation relating to anti-money laundering
"**MSAR®**"	a registered trademark belonging to Quadrise International Limited, a wholly-owned subsidiary of the Company, which stands for Multi-Phase Superfine Atomised Residue, and is the name applied to the oil in water emulsion fuel produced using the Nouryon technology licensed to QIL
"**MSC**"	MSC Shipmanagement Limited, a limited company registered in Cyprus and located at 8 Spyrou Kyprianou Avenue, Limassol, which

	is a 100 per cent. subsidiary of the MSC Group, a global shipping company which provides worldwide seaborne transportation solutions, including in the container sector
"**MSC Leandra**"	means a container ship that was built in 2007
"**New Ordinary Shares**"	together the Open Offer Shares, the Placing Shares and the Subscription Shares
"**Nouryon**"	Nouryon Surface Chemistry AB, incorporated and registered in Sweden, with company number 556013-8983, whose registered address is Box 47067, 402 58 GÖTEBORG, Sweden and formerly Akzo Nobel Surface Chemistry AB
"**NOx**"	the term for oxides of nitrogen
"**Official List**"	the official list of the FCA
"**Open Offer**"	the conditional offer to Qualifying Shareholders to subscribe for the Open Offer Shares at the Issue Price, as described in this Circular
"**Open Offer Entitlements**"	entitlements to subscribe for Open Offer Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer
"**Open Offer Shares**"	up to 82,235,727 New Ordinary Shares which are to be made available for subscription by Qualifying Shareholders under the Open Offer
"**Options**"	the options granted to Directors and others to subscribe for or acquire Ordinary Shares, details of which are set out in paragraph 4.2 of Part IV of this Circular
"**Ordinary Shares**"	means ordinary shares of £0.01 each in the capital of the Company
"**Overseas Shareholders**"	Shareholders resident outside the United Kingdom including those in an Excluded Jurisdiction
"**Placee**"	such persons who have agreed to subscribe for Placing Shares pursuant to the Placing
"**Placing**"	the conditional placing by Shore Capital and VSA Capital of the Placing Shares with institutional and other investors pursuant to the Placing and Open Offer Agreement announced on 18 March 2024
"**Placing and Open Offer Agreement**"	the agreement dated 18 March 2024 between the Company, Shore Capital, VSA Capital and Cavendish, details of which are set out in paragraph 5 of Part IV of this Circular
"**Placing Shares**"	118,922,107 New Ordinary Shares to be issued pursuant to the Placing
"**pounds sterling**"	the lawful currency of the United Kingdom
"**Prospectus Regulation Rules**"	the prospectus regulation rules made by the FCA pursuant to section 73A of the FSMA
"**QIL**"	Quadrise International Limited, a wholly-owned subsidiary of the Company

"**Qualifying CREST Shareholders**"	Qualifying Shareholders who hold their Existing Ordinary Shares in CREST
"**Qualifying Non-CREST Shareholders**"	Qualifying Shareholders who hold their Existing Ordinary Shares in certificated form
"**Qualifying Shareholders**"	holders of Existing Ordinary Shares on the Record Date (other than certain Overseas Shareholders who are resident outside the United Kingdom, including in an Excluded Jurisdiction)
"**Receiving Agent**" or "**Share Registrars**"	the Company's registrars, Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX
"**Record Date**"	the record date for the Open Offer being 6 p.m. on 18 March 2024
"**RIS**"	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website, http://www.fca.org.uk/
"**Second Admission**"	the admission to trading on AIM of the Open Offer Shares, which is expected to become effective in accordance with the AIM Rules at 8.00 a.m. on 9 April 2024
"**Securities Act**"	United States Securities Act of 1933, as amended
"**Shareholders**"	holders from time to time of Ordinary Shares, and any one of them being a "**Shareholder**"
"**Shore Capital**"	Shore Capital Stockbrokers Limited, joint broker to the Company and placing agent in respect of the Placing
"**Sparkle Power**"	Sparkle Power SA, a company organised and existing under the laws of Panama, having its registered office at El Giral, Buena Vista, Colon province, Republic of Panama
"**Subscribers**"	means each subscriber for the Subscription Shares
"**Subscription**"	means the subscription for the Subscription Shares by the Subscribers pursuant to the provisions of the Subscription Letters
"**Subscription Letters**"	the agreements between the Company and each of the Subscribers dated on or around the date of this Placing and Open Offer Agreement
"**Subscription Shares**"	1,077,893 New Ordinary Shares as will be recorded in the Subscription Letters from each of the Subscribers to the Company pursuant to the Subscription at the Issue Price, and "**Subscription Share**" shall be construed accordingly
"**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
"**United States**" or "**US**" or "**USA**"	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
"**USE**"	Unmatched Stock Event

"**USE instructions**"	an Unmatched Stock Event instruction in CREST
"**Valkor**"	means Valkor Technologies LLC, a Delaware limited liability company
"**Vertoro**"	means Vertoro BV, a company incorporated and registered in the Netherlands with company number 68862725, whose registered office is at Urmonderbann 22, 6167RD, Geleen, the Netherlands
"**VSA Capital**"	VSA Capital Limited, joint broker to the Company and placing agent in respect of the Placing
"**VTT**"	VTT Technical Research Centre of Finland Limited, a company organised and existing under the laws of Finland, having its principle office at Tekniikantie 21, Espoo, PO Box 1000, FI-02044 VTT, Finland
"**well-to-wake**"	"well-to-wake" refers to the entire process of fuel production, delivery and use onboard ships, and all emissions produced therein