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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS DEFINED IN ARTICLE 7 OF REGULATION (EU) NO 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 16 APRIL 2014 ON MARKET ABUSE (MARKET ABUSE REGULATION) AS RETAINED AS PART OF UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AS AMENDED.

UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

11 June 2024

AFC Energy plc

("AFC Energy", the "Group" or the "Company")

Results of Oversubscribed Placing and Subscription

AFC Energy plc (AIM: AFC), a leading provider of hydrogen power generation technologies, is pleased to announce that it has conditionally raised gross proceeds of £13.8 million by way of an oversubscribed placing (incorporating a Firm Placing and the Conditional Placing, together the "Placing") of New Ordinary Shares in the Company (the "Placing Shares") and a direct subscription with certain directors of the Company (the "Subscription Shares") (the "Subscription").

In addition to the Placing and Subscription, the Company has also announced a proposed financing on the "REX" platform to existing retail investors at the Issue Price (the "REX Retail Offer", together with the Placing and Subscription is the "Fundraising") to raise up to £2.0 million.

The new Ordinary Shares to be allotted pursuant to the Fundraising are to be issued at an issue price of 15 pence per share (the "Issue Price").

Details of the Placing and Subscription

The Company confirms that it has successfully placed a total of 91,279,000 Placing Shares at the Issue Price comprising 74,074,964 Firm Placing Shares and 17,204,036 Conditional Placing Shares, resulting in gross proceeds of £13.7 million.

Gary Bullard, Adam Bond, Peter Dixon-Clarke and Monika Biddulph (together, the "Subscriber Directors") have agreed to subscribe for an aggregate of 666,666 Subscription Shares at the Issue Price, raising gross proceeds of £0.1 million.

The 74,074,964 Firm Placing Shares and 666,666 Subscription Shares will be issued and allotted under the Company's existing share capital authorities. The 17,204,036 Conditional Placing Shares and such number of REX Retail Offer Shares that are subscribed for will be issued and allotted conditional on shareholder approval at the General Meeting expected to be convened on 28 June 2024. The Company expects to post the circular, including the notice of General Meeting in the coming days.

The Firm Placing Shares, the Conditional Placing Shares and Subscription Shares represent 12.3 per cent. of the issued ordinary share capital of the Company prior to the Fundraising. The Issue Price represents a discount of approximately 26.8 per cent. to the closing mid-market price on 7 June 2024. Up to a further 13,333,333 REX Retail Offer Shares may be issued pursuant to the REX Retail Offer. No part of the Fundraising is being underwritten.

The Conditional Placing and the REX Retail Offer are conditional on, amongst other matters, the passing of the Fundraising Resolutions at the General Meeting. The Placing is also conditional upon the Placing Agreement between the Company, Peel Hunt and Zeus becoming unconditional and not being terminated in accordance with its terms.

Settlement and Admission

The Placing Shares, Subscription Shares and REX Retail Shares will, when issued, be credited as fully paid and will be issued subject to the Company's articles of association and will rank pari passu in all respects with the existing issued ordinary shares in the capital of the Company, including the right to receive all dividends and other distributions declared, made or paid on or in respect of such shares by reference to a record date falling after their issue. Application will be made to the London Stock Exchange for the Placing Shares, the Subscription Shares and the REX Retail Offer Shares to be admitted to trading on AIM ("Admission").

It is expected that Admission of the Firm Placing Shares and Subscription Shares will occur at 8.00 a.m. on 13 June 2024 ("First Admission"). Subject to the passing of the Fundraising Resolutions, it is expected that Admission of the Conditional Placing Shares and such number of the REX Retail Offer Shares as are subscribed for will occur at 8.00 a.m. on or around 1 July 2024 ("Second Admission").

General Meeting

The Circular containing a notice convening the General Meeting will be posted to shareholders over the coming days. The General Meeting to be convened on 28 June 2024. Further details will be set out in the Circular.

A further announcement will confirm the posting date, other key dates in connection with the Fundraising and the availability of the Circular on the Company's website.

Related Party Transactions

As certain directors of the Company, being the Subscribing Directors, are considered to be "related parties" as defined under the AIM Rules, their participation in the Subscription constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules.

Further details of the Subscription are set out below and at the end of this announcement:

Director	Title	Number of Subscription Shares
Gary Bullard	Chair and Non-Executive Director	266,667
Adam Bond	Chief Executive Officer	266,667
Peter Dixon-Clarke	Chief Financial Officer	66,666
Monika Biddulph	Non-Executive Director	66,666
Aggregate Subscription		666,666

As such, Gerry Agnew and Duncan Neale, who are not participating in the Fundraising and are therefore considered to be independent for the purposes of the Subscription consider, having consulted with the Company's Nominated Adviser, Peel Hunt, that the terms of the Subscription are fair and reasonable insofar as the Company's shareholders are concerned.

Total Voting Rights

Following First Admission, the Company's enlarged issued ordinary share capital will be 822,220,437 ordinary shares, with no shares held in treasury. This figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

Adam Bond, Chief Executive of AFC Energy, said:

"We are pleased to announce the successful completion of our oversubscribed Placing and Subscription, subject to shareholder approval at the upcoming General Meeting. I would like to thank all our existing and new shareholders for supporting this raise and we welcome the participation of our retail investors through the REX Retail Offer. We look forward to reporting on the build out of our inventory and delivery of H-Power Generators into the field as we continue our drive to displace diesel generators and be at the forefront of the industry as the transition gains momentum."

Capitalised terms in this announcement shall, unless the context demands otherwise, bear the meanings given to such terms in the announcement of the Fundraising made via RNS on 10 June 2024 (RNS Number: 8584R).

For further information, please contact:

AFC Energy plc
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Peter Dixon-Clarke (CFO)

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About AFC Energy

AFC Energy is a leading provider of hydrogen energy solutions, to provide clean electricity for on and off grid power applications. The Company's dual cell technology is now deployable as electric vehicle chargers, off-grid decentralised power systems for construction and temporary power with emerging opportunities across maritime, data centres and rail as part of a portfolio approach to the decarbonisation of society's growing electrification needs. The Company's proprietary ammonia cracking technology further highlights emerging opportunities across the distributed hydrogen production market with a focus on hydrogen's role in supporting the decarbonisation of hard to abate industries.

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No action has been taken by the Company, Peel Hunt, Zeus or any of their respective affiliates, or any person acting on its or their behalf that would permit an offer of the New Shares or possession or distribution of this announcement or any other offering or publicity material relating to such New Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company, Peel Hunt and Zeus to inform themselves about, and to observe, such restrictions.

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The Placing has not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing, or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offence in the United States.

This announcement has not been approved by the London Stock Exchange.

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This announcement does not constitute a recommendation concerning any investor's investment decision with respect to the Fundraise. Any indication in this announcement of the price at which Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. The price of shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the shares. Past performance is no guide to future performance. This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Placing Shares. The contents of this

announcement are not to be construed as legal, business, financial or tax advice. Each investor or prospective investor should consult their or its own legal adviser, business adviser, financial adviser or tax adviser for legal, business, financial or tax advice.

No statement in this announcement is intended to be a profit forecast or profit estimate for any period, and no statement in this announcement should be interpreted to mean that earnings, earnings per share or income, cash flow from operations or free cash flow for the Company for the current or future financial years would necessarily match or exceed the historical published earnings, earnings per share or income, cash flow from operations or free cash flow for the Company.

Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this announcement should seek appropriate advice before taking any action.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement.

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NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM

1	Details of the person discharging managerial responsibilities / person closely associated						
a)	Name	Gary Bullard					
2	Reason for the notification						
a)	Position/status	Chair and Non-Executive Director					
b)	Initial notification /Amendment	Initial Notification					
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor						
a)	Name	AFC Energy PLC					
b)	LEI	213800SRJST19GNS9U35					
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted						
a)	Description of the financial instrument, type of instrument Identification code	Ordinary Shares of 0.1 pence each in the Company. ISIN: GB00B18S7B29					
b)	Nature of the transaction	Purchase of ordinary shares					
c)	Price(s) and volume(s)	<table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>15 pence</td><td>266,667</td></tr></table>		Price(s)	Volume(s)	15 pence	266,667
Price(s)	Volume(s)						
15 pence	266,667						
d)	Aggregated information - Aggregated volume - Price	266,667 15 pence					
e)	Date of the transaction	11 June 2024					
f)	Place of the transaction	London Stock Exchange, AIM					

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Adam Bond
2	Reason for the notification	
a)	Position/status	Chief Executive Officer
b)	Initial notification /Amendment	Initial Notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	AFC Energy PLC

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e)	Date of the transaction	11 June 2024					
f)	Place of the transaction	London Stock Exchange, AIM					

1	Details of the person discharging managerial responsibilities / person closely associated						
a)	Name	Peter Dixon-Clarke					
2	Reason for the notification						
a)	Position/status	Chief Financial Officer					
b)	Initial notification /Amendment	Initial Notification					
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor						
a)	Name	AFC Energy PLC					
b)	LEI	213800SRJST19GNS9U35					
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15 pence	66,666						
d)	Aggregated information - Aggregated volume - Price	66,666 15 pence					
e)	Date of the transaction	11 June 2024					
f)	Place of the transaction	London Stock Exchange, AIM					

1	Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Monika Biddulph
2	Reason for the notification	
a)	Position/status	Non-Executive Director
b)	Initial notification /Amendment	Initial Notification
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	

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a)	Name	AFC Energy PLC					
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e)	Date of the transaction	11 June 2024					
f)	Place of the transaction	London Stock Exchange, AIM					

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