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**11 June 2025**

**Rosebank Industries plc**

**Publication of Admission Document**

Further to the announcements on 6 June 2025, Rosebank has today published the Admission Document, which will be posted to shareholders and contains the Notice of General Meeting.

The acquisition of ECI constitutes a reverse takeover for the purposes of Rule 14 of the AIM Rules and, accordingly, is conditional upon, among other things, the approval of Rosebank's shareholders. Rosebank's shareholders will also be asked to approve the Transaction Resolutions in addition to the renewal of certain standing authorities to allot shares and disapply pre-emption rights based on the Enlarged Share Capital. Accordingly, the General Meeting will be convened for 11:00 a.m. (London time) on 1 July 2025 at the offices of Investec Bank plc, 30 Gresham Street, London, EC2V 7QP.

In addition to the Institutional Capital Raise and the Connected Persons Subscription, Rosebank is proposing to raise up to approximately £6.7 million (before expenses) by way of the Open Offer at the issue price of £3.00 per share. Further details in relation to the Open Offer are provided in the Admission Document.

Following the publication of the Admission Document, and in accordance with AIM Rule 14, the Company's ordinary shares will be restored to trading on AIM from 7:30 a.m. on 11 June 2025.

The Admission Document is available on the Company's website at: <https://www.rosebankindustries.com/>

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Capitalised terms used in this announcement have the meanings given to them in the announcement on 6 June 2025, unless the context provides otherwise.

The person responsible for arranging for the release of this announcement on behalf of Rosebank is Joff Crawford.

**Expected timetable of principal events**

|  |                          |
|--|--------------------------|
| Suspension of the Company's Existing Ordinary Shares from trading on AIM | 2 June 2025              |
| Announcement of the Acquisition and Capital Raise                        | 7.00 a.m. on 6 June 2025 |

|   |                            |
|---|----------------------------|
| Record Date for entitlements under the Open Offer   | 9 June 2025                |
| Ex-Entitlement Date for the Open Offer  | 11 June 2025               |
| Publication of the Admission Document (including Notice of General Meeting), Application Form (if applicable) and the Form of Proxy                                     | 11 June 2025               |
| Existing Ordinary Shares recommence trading on AIM  | 11 June 2025               |
| Open Offer Entitlements credited to stock accounts in CREST of CREST shareholders   | 12 June 2025               |
| Recommended latest time and date for requesting withdrawal of Open Offer Entitlements from CREST  | 4.30 p.m. on 23 June 2025  |
| Latest time and date for depositing Open Offer Entitlements into CREST  | 3.00 p.m. on 24 June 2025  |
| Latest time and date for splitting of Application Forms (to satisfy bona fide market claims only)   | 3.00 p.m. on 25 June 2025  |
| Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments   | 11.00 a.m. on 27 June 2025 |
| 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 27 June 2025 |
| General Meeting   | 11.00 a.m. on 1 July 2025  |
| Announcement of the results of the Open Offer   | 1 July 2025                |
| Admission and commencement of dealings in the New Ordinary Shares on AIM  | 8.00 a.m. on 3 July 2025   |
| Expected date for CREST accounts to be credited (where applicable), in relation to Capital Raise  | 3 July 2025                |
| Despatch of definitive share certificates, in relation to the Capital Raise   | by 17 July 2025            |
| Acquisition Completion, Readmission and commencement of dealings in the Enlarged Share Capital on AIM   | Expected during Q3 2025    |

### Open Offer

Subject to the terms and conditions of the Open Offer, Shareholders on the Record Date who have not been able to participate in the Institutional Capital Raise or the Connected Persons Subscription will have the opportunity to apply for up to 19 times their holding of Existing Ordinary Shares at the Record Date in addition to their Basic Entitlement of Open Offer Shares at the Issue Price, payable in cash in full on application.

Each Shareholder's Basic Entitlement has been calculated on the basis of 1 Open Offer Share at the Issue Price for every 9 Existing Ordinary Shares held at the Record Date.

### Important information

This announcement has been issued by, and is the sole responsibility of, Rosebank Industries plc.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose whatsoever on the completeness, accuracy or fairness of the information or opinions contained in this announcement.

Nothing in this announcement constitutes legal, financial, tax or other advice or takes into account the particular investment objectives, financial situation, taxation position or needs of any person.

This announcement is not for publication, release or distribution, directly or indirectly, in whole or in part, in or into or from the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa or any other state or jurisdiction in which such publication, release or distribution would be unlawful. This announcement and the information contained herein is not intended to and does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in the United States, Australia, Canada, New Zealand, Japan, the Republic of South Africa or any other state or jurisdiction in which such an offer would be unlawful.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States, absent registration or an applicable exemption from registration. The Company has no intention to register any part of the Capital Raise in the United States or make a public offering of securities in the United States.

This announcement is being distributed only to: (a) in a EEA Member State, persons who are 'qualified investors' as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended (the "EU Prospectus Regulation") ("Qualified Investors"); (b) in the United Kingdom, persons who are 'qualified investors' as defined in Article 2(e) of the EU Prospectus Regulation as it forms part of the domestic law of the United Kingdom by virtue of the European Union

respected regulation as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") who are: (i) persons having professional experience in matters relating to investments who fall within the definition of 'investment professionals' in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended ("FSMA")) in connection with the sale of any securities of the Company may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"); and (c) in Australia, the following persons to whom a disclosure document is not required to be provided under Part 6D.2 of the *Corporations Act 2001* (Cth) ("Corporations Act"): (i) "sophisticated investors" within the meaning of section 708(8) of the Corporations Act; or (ii) "experienced investors" meeting the criteria in section 708(10) of the Corporations Act; or (iii) "professional investors" within the meaning of section 708(11) of the Corporations Act) (all such persons together being referred to as "Wholesale Investors"). This announcement must not be acted on or relied on: (i) in the United Kingdom, by persons who are not Relevant Persons; (ii) in any EEA Member State, by persons who are not Qualified Investors; and (iii) in Australia, by persons who are not Wholesale Investors. Any investment or investment activity to which this announcement relates is available only to or will be engaged only with: (i) Relevant Persons in the United Kingdom; (ii) Qualified Investors in any EEA Member State; and (iii) Wholesale Investors in Australia. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

Each of: (i) the Company; and (ii) Barclays Bank PLC ("Barclays"), BNP PARIBAS ("BNPP"), Citigroup Global Markets Limited ("Citigroup") and Investec Bank plc ("Investec") (together, the "Banks"), and in each case, their respective affiliates as defined under Rule 501(b) of Regulation D under the Securities Act ("affiliates"), expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

No representation or warranty, express or implied, is made or given by or on behalf of the Company, the Banks, or any of their respective parent or subsidiary undertakings or the subsidiary undertakings of any such parent undertakings, or any of such person's directors, officers, affiliates, agents, advisers, employees, or any other person, as to the accuracy, completeness or fairness of the information or opinions contained in this announcement and no responsibility or liability is accepted for any such information or opinions.

Each of Investec, Barclays and Citigroup are authorised by the Prudential Regulation Authority (the "PRA") and regulated in the UK by the PRA and the Financial Conduct Authority (the "FCA"). BNPP is authorised and regulated by the European Central Bank and the *Autorité de contrôle prudentiel et de résolution*, and is authorised by the PRA and is subject to regulation by the FCA and limited regulation by the PRA. Each Bank is acting exclusively for the Company and no one else in connection with the Placing and Admission. They will not regard any other person (whether or not a recipient of this announcement) as their client in relation to the Placing and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Placing and Admission or any transaction or arrangement referred to in this announcement.

In connection with the Admission and the Placing, the Banks, and any of their respective affiliates, may take up a portion of the New Ordinary Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Ordinary Shares and other securities of the Company or related investments in connection with the Admission, the Placing, or otherwise. Accordingly, references to the New Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by the Banks, and any of their respective affiliates acting in such capacity. In addition, the Banks, and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of New Ordinary Shares. Further to any contractual obligations that may be in place between the Company and the Banks, in the event that the Bank or their respective affiliates subscribe for New Ordinary Shares in the Institutional Capital Raise which are not taken up by relevant subscribers, the Banks and their respective affiliates may for a limited period co-ordinate disposals of such shares in accordance with applicable law and regulation. Neither the Banks, nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

#### **Information to distributors**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product

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 retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 the FCA Handbook Conduct of Business Sourcebook; 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 New Ordinary Shares.

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

#### **Notice to Canadian Investors**

The distribution of Placing Shares in Canada is to be made on a private placement basis only, exempt from the requirement that the Company prepare and file a prospectus with the relevant Canadian securities regulatory authorities and only to those who are both "accredited investors" within the meaning of National Instrument 45-106 - Prospectus Exemptions (or section 73.3(1) of the Securities Act (Ontario), as applicable) and "permitted clients" within the meaning of National Instrument 31-103 - Registration Requirements, Exemptions and Ongoing Registrant Obligations. In connection with any such sale made to investors in the Placing that are located in Canada, the Placee will be required to provide a signed investor qualification statement, confirming its eligibility to participate in the Placing.

The Company is not a "reporting issuer", as such term is defined under applicable Canadian securities legislation, in any province or territory of Canada, its securities are not listed on any stock exchange in Canada and there is currently no public market for the Placing Shares in Canada. The Company currently does not intend to file a prospectus or similar document with any securities regulatory authority in Canada qualifying the resale of the Placing Shares to the public in any province or territory of Canada or listing its securities on any stock exchange in Canada. Therefore, there will be no public market in Canada for the Placing Shares and the resale or transfer of the Placing Shares will be subject to restrictions. Accordingly, any resale of the Placing Shares of the Company must be made in accordance with applicable securities laws, and which may require resales to be made in accordance with exemptions from registration and prospectus requirements.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this offering memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

The Announcement is not, and under no circumstances is it to be construed as, an advertisement or a public offering of the Placing Shares in Canada. No securities commission or similar regulatory authority in Canada has reviewed or in any way expressed an opinion about the Placing Shares and any representation to the contrary is an offence.

#### **Forward looking statements**

This announcement includes statements that are, or may be deemed to be, 'forward-looking statements'. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms 'believes', 'estimates', 'plans', 'projects', 'anticipates', 'expects', 'intends', 'may', 'will', or 'should', or, in each case, their negative or other variations or comparable terminology.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause the Company's actual results to differ materially from those indicated in these

important factors that could cause the Group's actual results to differ materially from those indicated in these statements. These factors include, but are not limited to, those described in Appendix III to this announcement. Any forward-looking statements in this announcement reflect the Company's current views, intentions, beliefs or expectations with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity.

These forward-looking statements speak only as at the date of this announcement. Subject to any applicable obligations, the Company undertakes no obligation to update publicly or review any forward looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or individuals acting on behalf of the Company or the Group are expressly qualified in their entirety by this paragraph. Prospective investors should specifically consider the factors identified in this announcement which could cause actual results to differ before making an investment decision.

For the avoidance of doubt, the contents of the Company's website or any website directly or indirectly linked to the Company's website are not incorporated by reference into, and do not form part of, this announcement.

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