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29 October 2025

Hydrogen Capital Growth Plc

("HGEN" or the "Company")

Publication of Circular and Notice of General Meeting

Recommended proposals for the managed realisation of the Company by the associated adoption of the New Investment Policy, the cancellation of share premium account and the adoption of a B Share Scheme to facilitate the return of capital to Shareholders and Notice of General Meeting

Further to the announcement of the Company on 30 July 2025, the Board of Directors of the Company (the "**Board**" or the "**Directors**") now puts forward details for the implementation of a managed realisation of the Company's remaining investments and return of capital to Shareholders (the "**Managed Realisation**").

A circular (the "**Circular**") to convene a general meeting (the "**General Meeting**") containing details of the Proposals in respect of the Managed Realisation is expected to be published today, 29 October 2025, and a copy of the Circular will be submitted to the National Storage Mechanism and will shortly be available for inspection at https://data.fca.org.uk/#/nsm/nationalstoragemechanism. The Circular will also be available on the Company's website at https://www.redwheel.com/uk/en/individual/hydrogen-capital-growth-plc/ and posted to the Company's shareholders (the "**Shareholders**") shortly.

The Proposals

To undertake the Managed Realisation, the Board is recommending for approval by Shareholders the adoption of a new investment objective and investment policy (the "**New Investment Policy**").

For the return of capital to Shareholders, the Board has concluded that the fairest and most efficient method shall be by means of one or more bonus issues of redeemable B Shares, to be immediately redeemed by the Company in consideration for a cash payment equal to the amount treated as paid up on the relevant B Shares (the "**B Share Scheme**"). Shareholder approval for the adoption of the B Share Scheme, which includes passing amendments to the Company's Articles, is therefore also being sought.

Alongside realisations, to assist in the creation of distributable reserves for returns of capital, Shareholders' approval is also being sought to cancel the entire amount standing to the credit of the Company's share premium account (the "**Cancellation**").

The Board is of the opinion that the Managed Realisation, the adoption of the New Investment Policy, the return of capital by the adoption and implementation of the B Share Scheme, and the Cancellation (the "**Proposals**") are in the best interests of the Company and its Shareholders as a whole.

Shareholders' attention is drawn to Part 5 of the Circular which sets out the material risks associated with the Proposals.

Background to and reasons for the Proposals

Listed investment companies focused on early-stage growth companies, such as the Company, have generally been trading at discounts to net asset value for a number of years, in part due to macro-economic factors which are outside of their control. More specific to the Company, however, the Board believes hydrogen-centric conditions have also played a role in widening its discount. 2025 has seen a series of hydrogen project delays and cancellations, as well as substantial US renewables policy changes, which have stifled growth, impacted market sentiment and the funding available to those companies operating in the hydrogen sector, including the Company's investee companies.

Whilst during the first half of 2025, there were reasons to remain optimistic with regard to the Company's portfolio and prospects, it has become an increasingly challenging environment for the Company's investee companies as well as the Company's position, particularly in relation to its own cash constraints.

The Board has remained increasingly cognisant of a number of factors which have impaired the Company's ability to grow, including its limited size and secondary market liquidity as well as diminishing available cash resources, which the Board believes, to one extent or another, have all contributed to the continuing discount to which the Ordinary Shares have traded to its Net Asset Value.

Review of strategy and options

As stated in the annual report for the period ended 31 December 2024, the Board had begun looking at a broad range of options for the Company.

Whilst the Board continues to believe the structural, long-term fundamentals of the sector, underpinned by governmental policy responses to climate change, energy security and air quality, remain positive overall, the persistent share price discount, the associated operational challenges and emerging near-term macro-economic uncertainties have increased the urgency with which the Board has considered all the options available to deliver Shareholder value.

It has been the case for some time that, with limited cash, the Company has not been in a position to provide additional funding or investment to any of its investee companies. Furthermore, the Company's working capital has been increasingly constrained through general running expenses. The previously announced transaction with Cordiant Capital Inc. (to acquire the previous investment adviser) was expected to have some potential benefits to the Company through the scale, optionality and support that a larger asset manager can bring. However, as announced in

April 2025, that transaction unfortunately did not proceed.

The Company announced in May that a wide range of options were being considered with confidential discussions underway with third parties. These included the sale of one or more investments to a strategic investor, a similar transaction to that envisaged with Cordiant Capital with another asset manager, and the potential for other funds (whether public or private) to co-invest with or enter into an alternative transaction with the Company.

The Board had also been exploring cost-cutting measures to reduce on-going running expenses and seek to preserve the Company's cash position which, as previously announced, was £1.6 million as at 30 June 2025. With the significant majority of the Company's expenses at the time being the previous investment advisory fee, the Board's focus was on seeking a reduction of the fee payable for investment advice. Unfortunately, the Company's proposals to reduce the investment advisory fee, which it believed would better reflect the current trends for similar fees in the market and provide more alignment, were not agreed. In addition, from the Company's discussions with other asset managers, an alternative was emerging - being to replace the investment adviser with an asset manager of larger scale and a more competitive investment advisory fee.

At the same time, Shore Capital and members of the Board attended site visits with a number of investee companies. Within a few weeks, visits had been made to Bramble, Cranfield and HiiROC without the previous investment adviser present. The Chairman also travelled to Estonia to see Elcogen's new high volume solid oxide fuel cell and electrolyser plant in Tallinn. What became very apparent from these visits and direct conversations with these investee companies and their management teams was that, whilst potential for these companies remained, they were, in a number of cases, in imminent need of further funding. Whilst processes were on-going in relation to potential funding rounds or the potential sales of part or all of the businesses, outcomes were looking distinctly uncertain, much more so than had been previously communicated to the Board.

As preparations for the Net Asset Value calculation as at 30 June 2025 progressed, the Board were looking closely at the assumptions used in the valuation process to better reflect on-going developments in certain investee companies. It was becoming increasingly clear to the Board that there was a divergence of views with the previous investment adviser with regard to the more conservative assumptions the Board felt were appropriate in the circumstances. In the Board's view, certain of the assumptions being proposed, whilst permitted by the relevant IPEV guidelines which the Company follows as part of its valuation policy, were too optimistic.

July 2025 also marked the fourth anniversary since the Company's IPO and the first point at which the Company could serve notice on the previous investment adviser. A review of the existing contractual arrangements uncovered the ability for the Company to terminate the appointment without needing to pay a sum in lieu of notice. This gave the Company a real option for change.

Without a reduction in the original investment advisory fee, the Company would have had a cash runway until early in the fourth quarter of 2025. This, together with the challenged valuation process outlined above and the realisation that a sale of an investment or any of the other options were not going to yield imminent results, meant that the change in investment adviser was, in the Board's view, becoming not only compelling, but necessary.

Balancing all of these factors, as announced on 30 July, the Board terminated the existing arrangements with its previous investment adviser, HydrogenOne Capital LLP, and alternative investment fund manager, FundRock Management Company (Guernsey) Limited, and the Board appointed a replacement investment adviser, RWC Asset Management LLP, and replacement alternative investment fund manager, Global Fund Management Services Limited. As an established investment management firm with c.US 18 billion under management, experienced in advising two London-listed investment trusts with combined net assets in excess of £1.2 billion, Redwheel brings scale and expertise in both public and private markets.

The Board also announced that, whilst discussions with third parties were continuing to be explored, it had determined that the best option for the Company going forward would be to formally pursue a managed realisation of the Company's remaining investments, as explained below.

Interim financial report, Net Asset Value and suspension of listing and trading

Following their appointment on 30 July 2025, Redwheel and GFM commenced work on establishing an independent reassessment of the Company's NAV as at 30 June 2025 ("**30 June NAV**"), including the appointment of an external independent valuation agent to provide support in assessing the value of the remaining assets.

The Redwheel team immediately began work, meeting investee companies to obtain information and fully understand the circumstances of each. Given the urgent need for funding in certain of these businesses, this also meant joining detailed negotiations in relation to certain investee companies with fast-evolving situations. The handover information which the Company requested from the previous investment adviser in early August relating to the Company's portfolio of investments was not received until early September. Furthermore, the fast-evolving situations within investee companies created further material valuation uncertainty, particularly against the last published Net Asset Value as at 31 March 2025. It became clear then that the Company would not be able to publish the 30 June NAV in the expected timeframe and therefore nor would it be able to publish the interim financial report for the six-month period to 30 June 2025 (the "**Interim Report**") by 30 September 2025. This led the Board to announce the temporary suspension to the listing and trading of the Ordinary Shares on 18 September 2025.

Redwheel, GFM and the Board have continued to work diligently and expediently to procure the information necessary for the Company's valuation process, and have made significant progress in doing so. The Board's expectation, as at the date of the Circular, is that the 30 June NAV and Interim Report will be published, together with the Company's NAV as at 30 September 2025 ("**30 September NAV**") in mid-November 2025.

Upon publication of the 30 June NAV, the Interim Report and the 30 September NAV, the Company intends to promptly apply to the FCA and the London Stock Exchange for the restoration of the listing and trading, respectively, of the Ordinary Shares.

Cash position and liquidity

Since Redwheel's appointment the Company has identified further cost savings, however, the Company's cash position remains challenging. The Company has working capital until early 2026 and is in advanced discussions with third parties regarding a number of options which could unlock funding for the Company. As previously announced, the Company's cash position as at 31 August 2025 was £1.2 million.

The Board is intensively engaged in securing the best outcome for Shareholders. The combination of challenges explained above which the Company has experienced goes some way to demonstrating the need for the Board to have taken the action it has. Alongside reducing costs and securing funding, the Board is also focused on securing as much value for Shareholders as possible through the Managed Realisation.

Adoption of the New Investment Policy

The Proposals include adopting the New Investment Policy in place of the existing investment objective and policy of the Company (the "**Existing Investment Policy**") to reflect the realisation strategy and the Company ceasing to make any new investments.

The Board and the Investment Adviser intend that, subject to the adoption of the New Investment Policy, the

The Board and the Investment Adviser intend that, subject to the adoption of the New Investment Policy, the Company will be managed under the proposed realisation process with the intention of realising its remaining assets in an orderly manner and with a view to firstly repaying any short-term borrowing which may be incurred and secondly making timely returns of remaining capital to Shareholders, whilst aiming to obtain the best achievable value for the Company's assets at the time of their realisations. It is currently anticipated that each individual investment would be sold at different times with the objective of maximising value. It is expected that optimal valuations would be achievable by concluding individual asset sales rather than as a package.

Following the realisation of all of the Company's remaining assets and the return of proceeds to Shareholders, in due course, the Company would seek Shareholder approval to cancel the Company's admission to trading on the Main Market of the London Stock Exchange and to appoint a liquidator to wind up the Company.

During the Managed Realisation process the Company would cease to make any new investments, including any follow-on investments, except where to undertake capital expenditure is with the prior written consent of the Board and where, in the opinion of the Board (in its absolute discretion): (i) failure to make such investment or expenditure would amount to breach of contract; and/or (ii) where investment or expenditure is necessary to protect or enhance an asset's realisable value or to assist an orderly disposal. For the avoidance of doubt, the Board is aware of no such requirement as at the latest practicable date prior to the publication of the Circular.

Any cash received by the Company as part of the Managed Realisation prior to repayment of any short-term borrowing incurred and distribution to Shareholders will be held by the Company as cash in Sterling on deposit and/or in liquid cash equivalent securities (including direct investment in UK treasuries and/or gilts, funds holding such investments, money market or cash funds and/or short-dated corporate bonds or funds that invest in such bonds). The Company would be permitted to invest no more than 15 per cent. of its total assets (at the time of investment) in any single cash-equivalent fund or instrument, other than in treasuries or gilts (which shall be unconstrained).

Notwithstanding the proposed adoption of the B Share Scheme, under the New Investment Policy, the Board would retain the flexibility to undertake the return of cash to Shareholders at such time and in such manner as it may, at its discretion, determine (which may be by way of direct buybacks, tender offers, dividends or any other form of return).

The proposed amendments to the Company's existing investment objective and policy are considered a material change and, therefore, in accordance with the UK Listing Rules, the consent of Shareholders to the adoption of the New Investment Policy is being sought. The UK Listing Rules also require any proposed material changes to the Company's published investment objective and policy to be submitted to the FCA for prior approval and the FCA has confirmed its approval of the New Investment Policy prior to the publication of the Circular.

Part 2 of the Circular sets out the proposed New Investment Policy in full.

Borrowing policy

The Company's current investment policy allows the Company to take on debt for general working capital purposes or to finance investments and/or acquisitions, subject to a limit of 25 per cent. of the Company's gross asset value, measured at the time of drawing down or acquiring the debt.

Whilst the Company currently has no outstanding borrowings, as part of a managed realisation strategy, the Company would like to retain the flexibility to take on new borrowings for general working capital and/or liquidity purposes, or where the Board believes such borrowings are necessary to avoid a breach of contract or to protect or enhance an investment's realisable value as part of the orderly realisation of the Company's assets.

The New Investment Policy therefore specifies that the Company may take on short-term debt for such purposes, subject to a limit of 25 per cent. of the Company's prevailing net asset value, measured at the time of drawing down the debt. Net proceeds from realisations will be used to repay borrowings prior to any returns of capital to Shareholders.

B Share Scheme

Advantages of returning cash via B Shares

A common method for returning capital to shareholders at scale is via tender offer. The advantages of returning cash by a B Share Scheme rather than by a tender offer are as follows:

(a) It reduces costs and professional fees for the Company, as it is currently anticipated that additional general meetings and circulars are not necessary to effect any future returns of capital, as would be the case for future tender offers. If the Resolutions are passed at the General Meeting, details of any future Return of Capital will be notified to Shareholders through a Regulatory Information Service.

(b) Subject to any change in existing United Kingdom tax law, no stamp duty will be payable on any Return of Capital, in contrast to a tender offer where stamp duty at the rate of 0.5 per cent. of the tender price is payable.

(c) In addition, an on-market tender offer was considered to be unattractive as each tender offer could require an application to the Takeover Panel for a waiver of the mandatory obligation under Rule 9 of the Takeover Code. This is because at the date of the Circular INEOS Offshore BCS Limited ("**INEOS**") is understood to control approximately 19.40 per cent. of the Company's voting rights and should, therefore, INEOS not to participate in any individual tender offer in proportion to its holding, the percentage of voting rights it controls would increase, which could trigger the obligation for it to make a cash offer for the Company should it reach 30 per cent.

(d) In light of the capital returns under the B Share Scheme being mandatory and applicable to all Shareholders on a pro rata basis, all Shareholders are treated equally and would be able to participate in the B Share Scheme, and the mandatory nature means greater certainty for the Company than is the case with optional tender offers.

(e) Subject to the Cancellation becoming effective, Shareholders should not be required to take any further action to participate in any returns of capital (but this will be dependent on the amount and nature of the Company's distributable reserves from time to time).

Consequences of the Resolutions not being approved

In the event that the Resolutions to be proposed at the General Meeting are not passed by the Shareholders, the Company will continue to operate under the existing investment objective and investment policy of the Company and will continue to operate with the existing articles of association of the Company, and the Company will not have adopted the B Share Scheme. The Directors would not be permitted to cancel the share premium account. The Directors would in this scenario consider proposals for the future of the Company and update the Shareholders accordingly, but expect that any alternative proposals will be likely to result in an increase in costs and therefore a reduction in any amounts that are returned to shareholders following realisations.

General Meeting

The Proposals are subject to Shareholder approval. A notice convening the General Meeting to approve the Proposals, that is to be held at 10.00 a.m. on 1 December 2025 at the offices of Gowling WLG (UK) LLP at 4 More London Riverside, London, SE1 2AU, is set out at the end of the Circular.

The Board considers that the Proposals are in the best interests of Shareholders as a whole. Accordingly, the Board

The Board considers that the Proposals are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. The Directors, who in aggregate have an interest in 60,100 Ordinary Shares (representing approximately 0.05 per cent. of the Company's issued share capital as at 27 October 2025 (being the latest practicable date prior to the publication of the Circular)), intend to vote their entire beneficial holdings in favour of the Resolutions to be proposed at the General Meeting.

The Board therefore unanimously recommends that Shareholders VOTE IN FAVOUR of the Resolutions to be proposed at the General Meeting.

Expected timetable of events

The anticipated dates and sequence of events relating to the implementation of the Managed Realisation are set out below:

Publication of the Circular	29 October 2025
Latest time and date for receipt of proxy appointments and instructions for the General Meeting	10.00 a.m. 27 November 2025
General Meeting	10.00 a.m. on 1 December 2025
Announcement of the results of General Meeting	1 December 2025

Unless otherwise defined, all definitions used in this announcement will have the same meaning as described in the Circular.

- Ends -

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