30 January 2026

ADM Energy PLC

("ADM" or the "Company")

Subsidiary Financing Transaction, PLC Loan, Vega Legal Proceedings,

Update on Publication of Annual Results and Half-yearly Report

Issue of Equity and Admission

ADM Energy PLC (AIM: ADME; BER and FSE: P4JC), a natural resource investing company, provides the following updates in relatio to: (i) a senior secured financing transaction for US 1,000,000 entered into by its wholly owned subsidiary Vega Energy USA, Inc (â€œ**VEUSA**â€) with Shoreline Energies, LLC (â€œ**Lender**â€); (ii) a US 250,000 loan provided to the Company by an existing creditor; (iii) legal proceedings involving the Companyâ€™s wholly owned subsidiary, Vega Oil and Gas, LLC (â€œ**Vega**â€); and (iv) an update regarding the publication of its Annual Report and Financial Statements for its financial year ended 31 December 2024 (â€œ**2024 Annual Report**â€) and its Half-yearly Report for the six months ended 30 June 2025 (â€œ**2025 Half-yearly Report**â€).

Senior Secured Loan Facility

Further to the announcement of 14 January 2026 with respect to its ongoing financing discussions, the Companyâ€™s subsidiary company, VEUSA, has entered into a five-year senior secured loan facility (the â€œ**VEUSA Loan**â€) with Shoreline Energies, LLC (â€œ**Lender**â€) subject to restoration of trading in the Companyâ€™s shares.

Under the terms of the VEUSA Loan, VEUSA will receive US 1,000,000. In connection with the VEUSA Loan, the Lender has bee granted 1,373,806 five-year warrants over common stock in VEUSA (the â€œ**Warrant Instrument**â€) to acquire up to 1,373,806 common shares in VEUSA, at an exercise price of0.72791 per common share. If fully exercised, the Warrant Instrument would represent 51.0 per cent. of the issued common stock of VEUSA.

Pursuant to a share exchange agreement entered into between ADM, VEUSA and the Lender (the â€œ**Agreement**â€), the Lender has the right, subject to applicable regulatory requirements and the UK Takeover Code, to exchange VEUSA common shares acquired pursuant to the Warrant Instrument into ordinary shares of the Company at a ratio of 2,000 ordinary shares of the Company for each one VEUSA share. On a fully exchanged basis, and disregarding the restrictions described below, such exchange would result in the Lender holding an interest equivalent to approximately 51 per cent. of the current enlarged share capital of the Company.

Pursuant to the terms of the Agreement, Â the Lender (together with persons acting in concert with it) does not intend to acquire interests carrying 30 per cent. or more of the voting rights of the Company unless a waiver of Rule 9 of the UK City Code on Takeovers and Mergers (the â€œ**Takeover Code**â€) (â€œ**Rule 9 Waiver**â€) has been granted by the Takeover Panel (the â€œ**Panel**â€) and, where required, approved by independent shareholders. In the event that the Lender, together with any persons with whom it is acting in concert, were to acquire interest of greater than 30 per cent, in the absence of a Rule 9 Waiver, Â pursuant to the Takeover Code, the Lender may be required to make a mandatory cash offer for the entire issued share capital of the Company.

Accordingly, the Lender shall be entitled, at its sole discretion, at any time during the period of five years from the date of the VEUSA Loan, to exchange the common shares acquired in VEUSA, pursuant to the exercise of the Warrant Instrument, into ordinary shares of the Company up to an aggregate interest in shares carrying no more than 29.99 per cent. of the voting rights of the Company.

Key Terms of the VEUSA Loan

i. The VEUSA Loan may be used for purposes including, but not limited to, investments and capital requirements of its investee companies;
ii. The VEUSA Loan, together with all accrued and unpaid interests, shall be due and payable in five years from the date of signing the VEUSA Loan;
iii. The VEUSA Loan will accrue interest at a rate of 12 per cent. per annum, maturing on 14 December 2030;
iv. Interest payments are payable quarterly in arrears, in cash within 10 business days of the end of each fiscal quarter;
v. The VEUSA Loan shall be repaid on or before the maturity date. VEUSA will pay back the VEUSA Loan in regular quarterl instalments following the first anniversary of entering into the VEUSA Loan; and
vi. The VEUSA Loan and all obligations under the VEUSA Loan shall be secured by:
    a. 100 per cent. of the issued share capital of VEUSA; and
    b. 100 per cent. of the issued share capital of ADM 113 Limited (BVI); and

In addition, ADM Energy PLC has provided a corporate guarantee in favour of Shoreline in respect of VEUSAâ€™s obligations under the VEUSA Loan. Further, Shoreline has been granted observer rights for meetings of the Board of Directors of VEUSA and appointment rights over VEUSA in respect of a director and a Chief Financial Officer of VEUSA.

VEUSA may not make distributions or dividends to ADM without Shorelineâ€™s prior consent and VEUSA must have established a segregated operating bank account for all revenues and expenditures.

Shoreline Fee

Under the terms of the VEUSA Loan, the Company has agreed to pay Shoreline a Â£100,000 structuring fee, settled via the issue of 100,000,000 ordinary shares of 0.001 pence each (â€œ**Ordinary Shares**â€) at 0.1 pence per Ordinary Share (â€œ**Issue Price**â€) (â€œ**Structuring Fee Shares**â€).

Loan to ADM Energy PLC

In addition to the VEUSA Loan, the Company has entered into an unsecured loan agreement with an existing creditor, providing the

Company with US 250,000 (the â€œ**PLC Loan**â€).

The PLC Loan has been agreed between the parties and has been advanced to support the Companyâ€™s working capital requirements, including professional fees and costs associated with the completion of the Companyâ€™s audit and related corporate activity. The PLC Loan carries an interest rate of 30 per cent. per annum on the outstanding balance until such time as the PLC Loan balance is repaid.

Financing Conditions

Completion of the financing arrangements described in this announcement, together with the issue of equity contemplated herein and subsequent investment reorganisations (to be announced separately), is conditional upon the restoration of the Companyâ€™s ordinary shares to trading on AIM.

Vega Oil and Gas Legal Proceedings

The Board of the Company advises that Vega Oil and Gas, LLC (â€œ**Vega**â€), a wholly owned subsidiary of ADM Energy PLC, has commenced legal proceedings in the United States District Court for the Northern District of Texas against certain third parties in relation to the ownership and operation of a small number of oil and gas wells in Texas.

The proceedings relate to allegations that the defendants have improperly asserted control over, and received production revenues from, wells which Vega asserts it legally owns and in respect of which it holds the relevant working interests. Vega is seeking declaratory relief confirming its ownership and operating rights, together with ancillary relief including an accounting and damages.

The Board believes that Vega has strong legal grounds for its claims and is actively pursuing the matter. At this stage, it is not possible to determine the timing or ultimate outcome of the proceedings.

The Company will make further announcements to the market in due course.

Update on Publication of Annual Results and Half-year Report

On 14 January 2026 the Company provided an update on the publication of its 2024 Annual Report and its 2025 Half-year Report. The Company advises that with the Shoreline VEUSA Loan and the pending subsidiary investment reorganisation to be announced, the Company and its auditors are in a position to be able to finalise the 2024 Annual Report and its 2025 Half-year Report.

As such the Company expects that it will publish its 2024 Annual Report and the 2025 Half-year Report in the week commencing 2 February 2026 together with the restoration of trading in its shares. The Company will continue to make announcements regarding any developments that need to be disclosed in accordance with its obligations under the AIM Rules, whilst the temporary suspension is in place.

Financing Update

In the announcement on 2 October 2025, the Company advised that it was carefully monitoring its cash position, following low levels of cash flow, and as such, limited funds being returned to the Company by its investee companies in order to support the Companyâ€™s ongoing operations. Following the completion of the VEUSA Loan and the PLC Loan, the Company and its subsidiaries have received US 1,250,000 of funding in aggregate.

It is the intention of the Company that the proceeds of the VEUSA Loan and the PLC Loan will be used in order to finance the operations and expansion of the JKT facilities, provide capital for further investments in the Companyâ€™s portfolio of investments, make complementary investments in the oil production and reclamation sectors, with a focus on US onshore assets, and to provide working capital to the Company and its subsidiary companies.

Subject to (i) VEUSA achieving revenues, cash flow and other operating milestones in accordance with its 2026 operating budget; and, (ii) the written consent of the Lender, VEUSA anticipates providing funds to the PLC on a monthly basis.Â Funds will be provided as dividends or loans to the PLC and are expected to grow steadily as revenues and cash flow of VEUSA grow in 2026.

In addition, the Company has undertaken a reorganisation of certain investments in order to simplify its corporate structure and to increase its interest and revenue share, with the expectation of an increased cashflow being returned to the Company. An announcement related to this reorganisation will be made shortly.

It is the intention that the financing facilities and investment reorganisation will provide the Company with necessary short-term financing solutions. However the Board of the Company continues to explore longer-term solutions to better capitalise the Company and options to streamline its portfolio of investments, including, but not limited to: further future funded swap agreements; disposals of certain investments; and identifying further opportunities to joint venture, partner or collaborate with the Lender and other parties.

The Company will continue to hold discussions with key stakeholders to manage the financial position of the Company, and identify additional creditor reductions.Â

Admission and Total Voting Rights

Conditional on the restoration of the Companyâ€™s shares to trading on the AIM Market (â€œ**AIM**â€) of the London Stock Exchange (â€œ**LSE**â€), application will be made for the 100,000,000 Structuring Fee Shares to be admitted to trading on AIM, which is expected to occur on or around 12 February 2026 ("**Admission**"). The 100,000,000 Structuring Fee Shares will rank *pari passu* in all respects with the ordinary shares of the Company currently traded on AIM.

Following Admission, the Company's issued share capital will comprise 1,789,177,144 ordinary shares of 0.001 pence each. This number will represent the total voting rights in the Company and may be used by shareholders as the denominator for the calculation by which they can determine if they are required to notify their interest in, or a change to their interest in, the Company under the Financial

Conduct Authority's Disclosure and Transparency Rules.

Market Abuse Regulation (MAR) Disclosure

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 as it forms part ofÂ UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via Regulatory Information Service, this inside information is now considered to be in the public domain.

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About ADM Energy PLC

ADM Energy PLC (AIM: ADME; BER and FSE: P4JC) is a natural resources investing company with investments including a 100 interest in Vega Oil and Gas, LLC (â€œ**Vega**â€) and through Vega holds a 25% carried working interest in the Altoona Lease, California (â€œ**Altoona**â€); a 41.4% economic interest in JKT Reclamation, LLC (â€œ**JKT**â€); a 42.2% economic interest in OFX Technologies, LLC (www.ofxtechnologies.com) (â€œ**OFXT**â€), and through OFXT holds 100% of Efficient Oilfield Solutions, LLC (â€œ**EOS**â€); and, a 9.2% profit interest in the Aje Field, part of OML 113, which covers an area of 835kmÂ² offshore Nigeria. Aje has multiple oil, gas, and gas condensate reservoirs in the Turonian, Cenomanian and Albian sandstones with five wells drilled to date.Â Â

Forward Looking Statements

Certain statements in this announcement are, or may be deemed to be, forward-looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should", "envisage", "estimate", "intend", "may", "plan", "potentially", "expect", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward-looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.