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Powerhouse Energy Group PLC
23 April 2026

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Powerhouse Energy Group plc
("Powerhouse" or the "Company")

Conditional Placing to Raise £400,000
Proposed Capital Reorganisation
Proposed Increase of Authority to Allot Shares
Proposed Disapplication of Pre-Emption Rights
and
Notice of General Meeting

Powerhouse Energy Group plc (AIM: PHE), a UK company pioneering integrated technology that converts non-recyclable waste into low carbon energy with its revenue generating engineering consulting subsidiary ("Engsolve"), is pleased to announce that it is shortly posting a circular to shareholders (the "Circular") detailing the Board's proposal to raise gross proceeds of £400,000 through the issue of 200 million Placing Shares at the Placing Price of 0.2 pence per share (the "Placing").

The Placing is conditional, *inter alia*, on shareholder approval of a capital reorganisation, pursuant to which the issued share capital of the Company will be subdivided and reclassified such that each Existing Ordinary Share will result in one new ordinary share of 0.01 pence each in the capital of the Company ("New Ordinary Shares") and one new deferred share of 0.49 pence each in the capital of the Company (the "Deferred Shares") (the "Capital Reorganisation"). Assuming the capital reorganisation is approved, existing unused share authorities will be used to satisfy the various share issues contemplated in this announcement.

The Placing has been undertaken by Turner Pope Investments (TPI) Limited ("Turner Pope"), acting as sole Placing Agent and who will be appointed as Joint Broker, alongside Longspur Capital Limited, on Admission.

Highlights of the Placing

- Conditional Placing to raise £400,000 through the issue of 200 million Placing Shares to new and existing institutional and other investors at 0.2 pence per share
- The net proceeds of the Placing will be primarily used as follows:
  - Ballymena - Progress planning and permitting activities, develop FEED package to allow tenders for EPCm and work towards FID
  - Research and Development - Continue work on development of alternative outputs from DMG, i.e. investigate alternative fuels, etc. as well as adding additional equipment to the FTU process to prove at scale
  - Working Capital to include additional projects, sales and marketing, strengthening C-Suite
- Proposed Retail Offer to be launched imminently to raise up to £0.25 million through the issue of up to 125 million Retail Offer Shares at 0.2 pence per share
  - Net proceeds from the Retail Offer will be used to augment the Company's working capital position, and further investment into its projects

Notice of General Meeting

The Circular contains the Notice of General Meeting ("GM") to be held at the offices of Blake Morgan LLP at 6 New St Square, London EC4A 3DJ, at 12.00 p.m. on 14 May 2026.

The Placing and Retail Offer are conditional, inter alia, on the Capital Reorganisation being approved by Shareholders (by way of the passing of a Resolution in order to affect the proposed Capital Reorganisation at the GM).

If the Resolution is not passed, the Placing and the Retail Offer will not complete and the Company will not receive the Placing or Retail Offer proceeds. The Company has current cash resources of approximately £0.5 million, which is sufficient for its planned activities through to end July 2026. Accordingly, completion of the Placing and the Retail Offer is seen as very important in furthering the Company's cash runway through to the end of 2026 and ultimately allowing it to pursue its planned strategy. The Company received no interest in undertaking a fundraise at a price greater than or equal to its current nominal value (0.5 pence). Shareholders are therefore strongly encouraged to vote in favour of the Resolution.

The Board is also proposing to increase the authority to allot shares and disapply pre-emption rights over a total of 1,438,996,422 New Ordinary Shares, representing approximately 30 per cent. of the Company's share capital as enlarged by the Placing and the expected maximum size of the Retail Offer. This Share Authority Increase, if approved, would be in addition to any existing unused share authorities (which expire at the conclusion of the 2026 AGM) post completion of the Placing, the Retail Offer and the issue of warrants to Turner Pope (see below). This additional authority is being sought to give the Board flexibility to undertake a future fundraising, if and when market conditions are appropriate, up until the conclusion of the 2027 AGM without the financial and time expense of having to convene a further general meeting. The resolution approving the Share Authority Increase is conditional upon the Capital Reorganisation resolution being approved, but the resolution approving the Capital Reorganisation (and therefore the Placing and Retail Offer) is not conditional upon the passing of the Share Authority Increase resolution.

therefore the Placing and Retail Offer) is not conditional upon the passing of the Share Authority Increase resolution.

The Directors believe that the Capital Reorganisation, to facilitate,*inter alia*, completion of the Placing and the Retail Offer to be in the best interests of the Company and its Shareholders as a whole and recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate beneficial holdings amounting to 0.45 per cent. of the Existing Ordinary Shares.

Paul Emmitt, Powerhouse CEO, commented:

"These funds will enable us to continue to execute our strategy, progress our technology and help us bring our first project on stream and we would like to thank all those investors who have committed to the conditional Placing. We are very pleased to be able to include our existing shareholders in this raise through the Retail Offer and thank them for their continued support."

Admission and Total Voting Rights and issue of Warrants

Application will be made to the London Stock Exchange for admission of the New Ordinary Shares, the Placing Shares and the Retail Offer Shares to trading on AIM. It is expected that Admission will become effective and dealings in the New Ordinary Shares, the Placing Shares and the Retail Offer Shares will commence on AIM at 8.00 a.m. on or around 18 May 2026 ("Admission").

The Placing Shares and Retail Offer Shares will be issued fully paid and will rank *pari passu* in all respects with the Company's other New Ordinary Shares.

Following Admission, and on the basis that the Retail Offer is subscribed for in full, the total number of Ordinary Shares in the capital of the Company in issue will be 4,796,654,741, all with voting rights. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company's share capital pursuant to the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

In connection with the Placing and Retail Offer, Turner Pope will be issued up to 32,500,000 share purchase warrants, with an exercise price of 0.2 pence, and an expiry term of 3 years from Admission.

Posting of the Circular

Extracts from the Circular in connection with the Capital Reorganisation can be found below. Capitalised terms used, but not otherwise defined, in this announcement have the meanings given to them in the Circular.

The full Circular will shortly be available at the Company's website at:

https://www.powerhouseenergy.co.uk/

-ENDS-

For more information, please visit www.phegroup.com or contact:

Powerhouse Energy Group plc Paul Emmitt, CEO Ben Brier, CFO	Via Tavistock below
Strand Hanson Limited (Nominated & Financial Adviser and Joint Broker) Ritchie Balmer / Rob Patrick / Edward Foulkes	+44 (0) 207 409 3494
Turner Pope Investments (TPI) Limited (Placing Agent) Andrew Thacker / Guy McDougall	+44 (0) 203 657 0050
Longspur Capital Limited (Financial Adviser & Joint Broker) Adam Robertson	+44 (0) 203 940 6608
Tavistock (Financial PR) Simon Hudson / Nick Elwes / Saskia Sizen	+44 (0) 207 920 3150 powerhouse@tavistock.co.uk

About Powerhouse Energy Group plc
Powerhouse Energy has developed a process technology which can utilise waste plastic, end-of-life-tyres, and other waste streams to convert them efficiently and economically into syngas from which valuable products such as chemical precursors, hydrogen, electricity, heat and other industrial products may be derived. PHE's process produces low levels of safe residues and requires a small operating footprint, making it suitable for deployment at enterprise and community level.

Powerhouse also incorporates Engsolve Ltd, which is a revenue generating business offering Engineering Services across all sectors, with speciality services in the development of new technologies and clean energy.

LETTER FROM THE NON-EXECUTIVE CHAIRMAN

1 Introduction

The Company announced on 22 April 2026 a proposed placing to raise gross proceeds of £400,000 through the issue

The Company announced on 23 April 2026 a proposed placing to raise gross proceeds of £400,000 through the issue of 200,000,000 Placing Shares at the Placing Price of 0.20 pence per Placing Share. The Placing is conditional, *inter alia*, on the Capital Reorganisation being approved by Shareholders (by way of the passing of the Capital Reduction Resolution in order to effect the proposed Capital Reorganisation at the forthcoming General Meeting).

The Company is also announcing a conditional Retail Offer to retail investors in the United Kingdom to raise gross proceeds of up to £250,000 at the Placing Price of 0.20 pence per Retail Offer Share.

The net proceeds of the Placing will be primarily used to further the Company's cash runway and ultimately to allowing it to pursue its planned strategy.

The Existing Ordinary Shares have in recent months frequently been trading on AIM at a price close to or more recently below their nominal value of 0.5 pence per share. The issue of new shares by a company under the Companies Act at a price below their nominal value is prohibited by English company law and accordingly the ability of the Company to raise funds by way of the issue of further equity has been inhibited.

Accordingly, the Directors are seeking Shareholders' authority to implement the Capital Reorganisation to create a differential between the nominal value of the ordinary shares in the capital of the Company and their market price to facilitate future share issues and the Placing.

If the Capital Reorganisation Resolution is not passed, the Placing will not complete and the Company will not receive the Placing proceeds. The Company has current cash resources of approximately £0.5 million, which is sufficient for its planned activities through to end July 2026. Accordingly, completion of the Placing is seen as very important in furthering the Company's cash runway through to the end of the year and ultimately allowing it to pursue its planned strategy. The Company received no interest at undertaking a fundraise at a price of no lower than its current nominal value. Shareholders are therefore strongly encouraged to vote in favour of the Resolutions.

2 Proposed Capital Reorganisation

As at 24 April 2026, being the latest practicable date prior to the publication of this document, the total issued ordinary share capital of the Company was £22.4 million divided into 4,471,654,741 Existing Ordinary Shares.

It is proposed that in relation to the Company's share capital to effect the Capital Reorganisation, each of the 4,471,654,741 Existing Ordinary Shares will be subdivided and reclassified into one New Ordinary Share of 0.01 pence and one New Deferred Share of 0.49 pence each.

The Existing Deferred Shares shall not be subject to the Capital Reorganisation.

As a consequence of, and immediately following, the Capital Reorganisation becoming effective, each Shareholder's holding of New Ordinary Shares will be the same as the number of Existing Ordinary Shares held by them on the Record Date. Therefore, each Shareholder's proportionate interest in the Company's issued ordinary share capital will, and thus the aggregate value of their holding should, remain unchanged as a result of the Capital Reorganisation.

The New Ordinary Shares will continue to carry the same rights as attached to the Existing Ordinary Shares. The New Deferred Shares will carry the same rights as the Existing Deferred Shares, as set out in the Articles and as summarised below.

The last day of trading on AIM in the Existing Ordinary Shares is expected to be 15 May 2026.

If approved, following the Capital Reorganisation becoming effective, and assuming no shares are issued between 24 April 2026 (being the latest practicable date prior to the printing of this document) and the date the Capital Reorganisation becomes effective (expected to be 8.00 a.m. on 18 May 2026), the Company's issued ordinary share capital, excluding the Placing Shares, will still comprise 4,471,654,741 New Ordinary Shares.

If the Capital Reorganisation is approved, the New Ordinary Shares will be admitted to trading on AIM.

No new share certificates representing the New Ordinary Shares will be sent to Shareholders who hold Existing Ordinary Shares in certificated form. Accordingly, share certificates for the Existing Ordinary Shares will remain valid, and will only be replaced by share certificates for New Ordinary Shares when the old share certificates are surrendered for cancellation following the transfer, transmission or other disposal of New Ordinary Shares.

Shareholders who hold their Existing Ordinary Shares in uncertificated form through CREST should expect to see the security description updated for the existing ISIN (GB00B4WQVY43), in order to reflect their holding in New Ordinary Shares. The ISIN will remain unchanged.

The Existing Deferred Shares, and the New Deferred Shares created, pursuant to the Capital Reorganisation, will have negligible economic value and will not, or in the case of the Existing Deferred Shares do not, carry any rights to vote or receive dividends. The New Deferred Shares will not be admitted to trading on AIM or any other investment exchange, will not be transferable (other than as specified in the Articles), and no share certificates will be issued in respect of them nor will CREST accounts be credited.

In addition, holders of the Existing Deferred Shares and the New Deferred Shares will only be entitled to a payment on a return of capital or on a winding up of the Company after each holder of a New Ordinary Share has received a payment of an amount equal to the amount paid up on that share and a further payment of £100 on each such New Ordinary Share.

The Resolution pertaining to the Capital Reorganisation will be proposed as a special resolution, numbered Resolution 1.

3 Share Authority Increase

The Board is proposing to increase the existing authority to allot shares and disapply pre-emption rights over a total

of 1,438,996,422 New Ordinary Shares (if the Capital Reduction occurs) or 1,438,996,422 Existing Ordinary Shares (if the Capital Reduction does not occur), representing approximately 30 per cent. of the Company's share capital as enlarged by the Placing and Retail Offer (assuming it is fully subscribed). The authorities sought under Resolutions 1 and 3 are required to provide the Board with a limited degree of flexibility (in order to avoid the expense and delay caused by any further general meetings having to be convened) to undertake further share issuances during the period to the 2027 AGM, if appropriate.

The Board is seeking an extension to their authority to issue shares as set out in Resolutions 1 and 3 of the Notice of General Meeting.

4 Placing

The Company announced on 23 April 2026 a conditional placing to raise gross proceeds of £400,000 by way of issuing 200,000,000 Placing Shares at the Placing Price. The Placing is conditional, *inter alia*, on the Capital Reorganisation being approved by Shareholders.

The Placing has been conditionally carried out by Turner Pope Investments (TPI) Ltd ("TP"), as placing agent for the Company, and the Company has entered into a placing agreement (conditional, *inter alia*, on the Capital Reorganisation Resolution having been duly passed) with TP on 22 April 2026 pursuant to which TP, as placing agent to the Company, has procured placees for the Placing Shares at the Placing Price.

Application will be made for the New Ordinary Shares and the Placing Shares to be admitted to trading on AIM. It is expected that admission to trading on AIM will become effective in respect of the New Ordinary Shares and Placing Shares at 8.00 a.m. on or around 18 May 2026. Following admission to trading on AIM of both the New Ordinary Shares and the Placing Shares, the Company's voting share capital will comprise 4,671,654,741 New Ordinary Shares (including the Placing Shares).

The Company has sufficient existing authorities/approvals to issue and allot (and disapply pre-emption rights in respect of such proposed issue and allotment of) the Placing Shares, such authorities/approvals having been granted at the Company's last AGM held on 10 July 2025.

5 Options and Warrants

Following the Placing becoming unconditional, and the issue and allotment of the Placing Shares and the Retail Shares, TP shall be granted the Broker Warrants in connection to it acting as the Company's placing agent in respect of the Placing.

All existing Options and Warrants, following the Capital Reorganisation becoming effective, will be over New Ordinary Shares rather than Existing Ordinary Shares.

6 General Meeting

This General Meeting will be held at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ, at 12.00 p.m. on 14 May 2026. Full details of the meeting and the Resolution that will be put to Shareholders are set out in the enclosed Notice of General Meeting.

If you cannot attend the General Meeting in person, your vote is still important and I would urge you to complete, sign and return the enclosed Form of Proxy to be received by 12.00 p.m. on 12 May 2026 by the Company's registrar, Neville Registrars Limited. The result of the voting on the Resolution will be announced via a Regulatory Information Service and posted on the Company's website after the meeting.

We are asking shareholders to approve the Resolution, further details of which are set out below and will be considered at the General Meeting.

7 Action to be Taken

Holders of Existing Ordinary Shares will find enclosed with the circular a Form of Proxy for use by them at the General Meeting. Whether or not you are able to attend the General Meeting, holders of Existing Ordinary Shares are requested to complete the enclosed Form of Proxy and return it to the Company's registrars, as soon as possible and, in any event, so as to arrive by 12.00 p.m. on 12 May 2026. The completion and return of a Form of Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so. Shareholders are reminded that if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

8 Documents Available

Copies of the circular will be available to the public, free of charge, at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for one month from the date of this document. The circular will also be available on the Company's website, https://www.powerhouseenergy.co.uk/.

9 Recommendation

The Directors believe that the Capital Reorganisation and the Share Authority Increaseare in the best interests of the Company and its Shareholders as a whole, and recommend that you vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their aggregate beneficial holdings amounting to 0.45 per cent. of the Existing Ordinary Shares.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Placing	23 April 2026
Launch of Retail Offer	23 April 2026
Latest time and date for receipt of completed Forms of Proxy	12.00 p.m. on 12 May 2026
General Meeting	12.00 p.m. on 14 May 2026
Capital Reorganisation Record Date	6.00 p.m. on 15 May 2026
Expected date of admission and commencement of dealings in the New Ordinary Shares following the Capital Reorganisation	8.00 a.m. on 18 May 2026
Expected date of admission and commencement of dealings in the Placing Shares following the Capital Reorganisation	8.00 a.m. on 18 May 2026
Expected date CREST accounts credited with New Ordinary Shares following the Capital Reorganisation	18 May 2026
Expected date CREST accounts credited with Placing Shares	18 May 2026

Notes:

References to time in this announcement are to London time. In the event that the times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement on a Regulatory Information Service of the London Stock Exchange.

DEFINITIONS

"Act"	the Companies Act 2006 (as amended)
"Admission"	admission to trading on AIM of the New Ordinary Shares in accordance with the AIM Rules
"AIM"	the AIM Market operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published from time to time by the London Stock Exchange
"Articles"	the articles of association of the Company
"Board" or **"Directors"**	the directors of the Company
"Capital Reorganisation"	the proposed sub-division and reclassification of each Existing Ordinary Share into 1 New Ordinary Share and 1 New Deferred Share, further details of which are set out in paragraph 2 of the letter from the Non-Executive Chairman in this announcement
"certificated" or "**in certificated form"**	A share or security which is not in uncertificated form (that is, not in CREST)
"Company"	Powerhouse Energy Group plc, a company incorporated in England and Wales with company registered number 03934451
"CREST"	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No.1/3755) (as amended)
"Euroclear"	Euroclear UK & International Limited, the operator of CREST
"Existing Deferred Shares"	the 17,373,523 deferred shares of 4.5 pence, the 9,737,353 deferred shares of 4 pence, and the 388,496,747 deferred shares of 0.5 pence, each in the capital of the Company
"Existing Ordinary Share(s)"	the 4,471,654,741 ordinary shares of 0.5 pence each in the capital of the Company in issue at the date of this document
"Existing Shareholder(s)"	holder(s) of Existing Ordinary Shares
"Form of Proxy"	the form of proxy enclosed with the circular for use by holders of Existing Ordinary Shares in connection with the General Meeting
"General Meeting"	the general meeting of the Company to be held at 12.00 p.m. on 14 May 2026, notice of which is attached to this document
"London Stock Exchange"	London Stock Exchange plc
"New Deferred Share(s)"	the new deferred shares of 0.49 pence each in the capital of the Company in issue arising from the proposed Capital Reorganisation following the passing, and coming into effect, of the Resolutions relating to the Capital Reorganisation
"New Ordinary Share(s)"	the new ordinary shares of 0.01 pence each in the capital of the Company arising from the Capital Reorganisation following the passing, and coming into effect, of the

	following the passing, and coming into effect, of the Capital Reorganisation Resolution
"Notice of General Meeting"	the notice of General Meeting set out at the end of this document
"Options"	the outstanding options to purchase Existing Ordinary Shares
"Placing"	the placing (conditional on, *inter alia*, the Resolution required to give effect to the Capital Reorganisation having been duly passed at the General Meeting) as announced by the Company on 23 April 2026 whereby the Placing Shares are to be issued at the Placing Price
"Placing Agent Warrants"	the warrants (over 10 per cent. of the New Ordinary Shares to be issued to pursuant to the Placing and Retail Offer to be granted to Turner Pope Investments (TPI) Ltd (once the Placing and Retail Offer have become unconditional and been effected)) in connection to Turner Pope Investments (TPI) Ltd acting as the Company's placing agent in respect of the proposed Placing
"Placing Price"	0.20 pence per Placing Share
"Placing Shares"	the 200,000,000 New Ordinary Shares (following the Capital Reorganisation) to be issued in relation to the Placing
"Record Date"	the record date for the Capital Reorganisation being 6.00 p.m. on 15 May 2026
"Regulatory Information Service"	a regulatory information service operated by the London Stock Exchange as defined by the AIM Rules
"Retail Offer"	the offer of New Ordinary Shares to retail investors in the United Kingdom, made available through one or more intermediaries, details of which are set out in the Company's Launch of Retail Offer announcement
"Retail Offer Shares"	the New Ordinary Shares (following the Capital Reorganisation) to be issued by the Company pursuant to the Retail Offer
"Resolutions"	the resolutions set out in the Notice of General Meeting in order to give effect to the Capital Reorganisation and Share Authority Increase
"Share Authority Increase"	the proposed increase of authority to allot shares and to disapply pre-emption rights
"Shareholder(s)"	a holder of shares in the Company
"UK"	the United Kingdom of Great Britain and Northern Ireland
"uncertificated" or **"in uncertificated form"**	recorded on the relevant register of the share security concerned 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
"Warrants"	the outstanding warrants to purchase Existing Ordinary Shares
"£"	the legal currency of the UK

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