

Tender Offer, Proposed Cancellation & Notice of GM

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Hydrogen Group PLC
08 September 2020

FOR IMMEDIATE RELEASE

8 September 2020

Hydrogen Group plc ("Hydrogen", the "Group" or "Company")
Proposed cancellation of admission of Ordinary Shares to trading on AIM
Tender Offer to purchase up to 19,105,406 Ordinary Shares at 40p per Ordinary Share
and
Notice of General Meeting

The Company today announces that a circular (the "**Circular**") will be sent to Shareholders later today detailing the following proposals:

- the proposed cancellation of the admission to trading of the Ordinary Shares on AIM (the "**De-Listing**"); and
- a tender offer, closing at 1.00 p.m. on 30 September 2020, for up to 19,105,406 Ordinary Shares, representing approximately 56 per cent. of the Company's issued share capital being the Ordinary Shares that the Concert Party are not currently interested in, at 40 pence per Ordinary Share (the "**Tender Offer**") (together the De-Listing and Tender Offer are the "**Proposals**").

Unless otherwise stated, terms used in this announcement have the same meanings as given to them in the Circular.

The Circular sets out the terms of the Tender Offer and incorporates a notice of a General Meeting. A Proxy Form and Tender Form for use by Shareholders who hold their Ordinary Shares in certificated form in connection with the General Meeting and Tender Offer, respectively, are also being despatched with the Circular.

The Proposals are also conditional on the Acceptance Condition being satisfied in relation to the Tender Offer, that is, receipt of valid tenders in respect of at least 5,053,458 Ordinary Shares. The 5,053,458 Ordinary Shares represent approximately 15.2 per cent. of the issued ordinary share capital of the Company on the basis that the 175,000 options under the Share Option Scheme are exercised but excluding the Ordinary Shares held in treasury and held by the Company's EBT. If the Acceptance Condition is satisfied by 1.00 p.m. on the Closing Date the Concert Party would hold more than 50 per cent. of the issued ordinary share capital of the Company following completion of the Proposals.

The Panel has confirmed that any buy-back by the Company of Ordinary Shares, pursuant to its existing authorities, at or below the Tender Offer Price following this announcement shall, for the purposes of satisfaction of the Acceptance Condition, be treated as if validly tendered under the Tender Offer. The Company reserves the right, if approved by the Independent Directors, to make such purchases during the Tender Offer period.

If the Proposals do not proceed for any reason, Qualifying Shareholders will not receive the Tender Price for any of their Ordinary Shares and will not be able to achieve an exit at that stage from their investments in the Company.

Background

Following the successful acquisition and integration of Argyll Scott, in 2017, the Board has continued to focus on driving organic growth whilst seeking to accelerate development and scale of the Group in order to benefit from its quotation, generating value for its Shareholders whilst increasing the liquidity of the Company's shares.

Over the last two years, the Board has examined a number of corporate actions, but due to a variety of factors, the Company has been unable to successfully execute any further acquisitions. In 2019, the Board engaged professional advisers to review all strategic options for the Group with a view to enhancing the Company's ability to deliver on its potential and afford Shareholders an opportunity to realise value for their investment. The process was terminated in the third quarter of 2019. In the opinion of the Board, the Company is not of a scale to attract sufficient interest from institutional and other investors and therefore it is difficult to create a more liquid market for its shares to effectively or economically utilise its quotation. Furthermore, the Company has been unable to fully utilise its quotation on AIM to issue ordinary shares either as consideration or to raise fresh capital to execute acquisitions.

For the reasons outlined in the Circular, the Board are of the view that the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM outweighs the benefits of a public quotation.

The Board is however mindful that not all Shareholders will be able or willing to continue to own Ordinary Shares following the De-Listing. The Tender Offer provides shareholders a means to realise their investment in the Company for cash at 40 pence per Ordinary Share. The Tender Offer will be financed from the Group's existing cash resources and invoice discount facilities. Taking into account the financial capacity of the Group's balance sheet, the Concert Party has irrevocably committed not to accept the Tender Offer in respect of 14,051,949 Ordinary Shares, which will afford Shareholders the opportunity to tender their entire interest in the Ordinary Shares for cash should they so choose. As noted above, it is a condition of the Proposals that the Concert Party's interest would exceed 50% of the Company's voting rights following the Tender Offer. Depending on the level of take-up the Concert Party could come to hold 100% of the Company's issued share capital. Accordingly, the Proposals are being treated as an offer under the Takeover Code.

De-Listing

Pursuant to Rule 41 of the AIM Rules, the Directors have notified the London Stock Exchange of the intention to cancel the admission of Ordinary Shares to trading on AIM, subject to Shareholder approval. Under the AIM Rules, the De-Listing can only be effected by the Company after securing a special resolution of Shareholders in a general meeting (being not less than 75 per cent. of the votes cast).

The Resolutions seek (amongst other matters) the approval of Shareholders for the De-Listing. Assuming that the Resolutions are approved and the Acceptance Condition being met, it is proposed that the De-Listing will take place by 8.00 a.m. on 19 October 2020.

Tender Offer

The Board recognises that not all Ordinary Shareholders will be able or willing to continue to own Ordinary Shares following the De-Listing. Subject to the Tender Conditions (including the Acceptance Condition) being satisfied, Qualifying Shareholders will therefore have the opportunity to tender all or some of their Ordinary Shares at the Record Date pursuant to the Tender Offer.

Under the Tender Offer, Shore Capital will purchase up to 19,105,406 Ordinary Shares (representing approximately 58 per cent. of the Company's voting rights, excluding Ordinary Shares held in treasury and Ordinary Shares held by the EBT) from Qualifying Shareholders at 5 pence per share. The Tender Offer Price represents:

- a premium of approximately 42.9 per cent. over the closing mid-market price of an Ordinary Share on 7 September 2020, being the Latest Practicable Date;
- a premium of approximately 25.6 per cent. over the three-month average closing price of an Ordinary Share on 7 September 2020, being the Latest Practicable Date;
- a premium of approximately 18.6 per cent. over the six-month average closing price of an Ordinary Share on 7 September 2020, being the Latest Practicable Date; and
- a premium of approximately 8.6 per cent. over the nine-month average closing price of an Ordinary Share on 7 September 2020, being the Latest Practicable Date.

Circumstances in which the Tender Offer may not proceed

There can be no guarantee that the Tender Offer will take place. The Tender Offer is conditional on the passing of the Resolutions at the General Meeting by the requisite majorities. The Tender Offer is also conditional on receipt of valid tenders in respect of at least 5,053,458 Ordinary Shares (representing approximately 15.2 per cent. of the issued ordinary share capital of the Company (on the basis that the 175,000 options under the Share Option Scheme are exercised and the resulting Ordinary Shares are tendered pursuant to the Tender Offer, but excluding the 545,521 Ordinary Shares held in treasury and the 807,051 Ordinary Shares held by the EBT) as at the Latest Practicable Date and 26.5 per cent. of the issued ordinary share capital of the Company (excluding any Ordinary Shares held by the Concert Party, Ordinary Shares held in treasury and Ordinary Shares held by the EBT) as at the Latest Practicable Date) by 1.00 p.m. on the Closing Date, so that the Concert Party will exercise more than 50 per cent. of the voting rights in the Company following completion of the Tender Offer and the cancellation of the Ordinary Shares repurchased thereunder, in order to satisfy the Acceptance Condition.

If the Tender Offer does not occur for any reason, Qualifying Shareholders will not receive the Tender Price for each of their Ordinary Shares and will not be able to achieve an exit at that stage from their investments in the Company.

The Concert Party

In order to provide Shareholders the ability to realise their holding in full as part of the Tender Offer, the Executive Directors, being Ian Temple (CEO) and John Hunter (COO / CFO), together with the following founder investors and founder directors of Hydrogen and Argyll Scott, who are being treated as "acting in concert" for the purposes of the Takeover Code (together, the "**Concert Party**") have entered into irrevocable undertakings not to tender 14,051,949 Ordinary Shares in respect of their personal interests. The current holdings of the Concert Party, directly or through their close families and related trusts, are as follows:

Name	Number of Ordinary Shares	Percentage of the Company's existing issued share capital¹	Percentage of the Company's total Voting Rights²
<i>Executive Directors</i>			
Ian Temple	4,060,726	12.02%	12.31%
John Hunter	1,646,872	4.87%	4.99%
<i>Other</i>			
Christopher Cole	2,463,946	7.29%	7.47%
Brian Hamill	2,324,815	6.88%	7.05%
Shane Sibraa	1,897,074	5.61%	5.75%
Charles Marshall	1,658,516	4.91%	5.03%
Total	14,051,959	41.59%	42.60%

Notes:

1. Excluding the 545,521 Ordinary Shares currently held in treasury.
2. Excluding the 545,521 Ordinary Shares currently held in treasury and 807,051 Ordinary Shares held by the EBT.

Irrevocable undertakings

The Directors and certain Shareholders holding in aggregate 15,701,355 Ordinary Shares, representing approximately 47.6 per cent. of the Company's voting rights (excluding Ordinary Shares held in treasury and Ordinary Shares held by the EBT) as at the date of this announcement have irrevocably agreed to vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of General Meeting

Implementation of the Proposals, including the Tender Offer, is conditional, inter alia, upon all of the Resolutions being passed at the GM to be held at Hydrogen Group plc, 30-40 Eastcheap, London EC3M 1HD at 11.00 a.m. on 25 September 2020.

Recommendation

As referenced above, the Company is not of a scale to attract sufficient interest from institutional and other investors and therefore it is difficult to create a more liquid market for its shares to effectively or economically utilise its quotation. Furthermore, the Company has been unable to fully utilise its listing on AIM to issue ordinary shares either as consideration or to raise fresh capital to execute acquisitions. The Directors also believe that De-Listing will allow the Company greater flexibility to execute its strategy whilst reducing its cost base. As such, the Board believes that the De-Listing is in the best interests of Shareholders. The Directors unanimously recommend that you vote in favour of the De-Listing, and the Tender Offer to be conducted by Shore Capital and subsequent repurchase by the Company under the Repurchase Agreement, as the Board (and persons connected or associated with them or members of their family), intend to do, in relation to their respective interests of 7,357,004 Ordinary Shares in aggregate, representing approximately 22.3 per cent. of the Ordinary Shares currently in issue (excluding the 545,521 Ordinary Shares held in treasury and the 807,051 Ordinary Shares held in the EBT).

Under the rules of the Takeover Code, the Independent Directors are required to obtain independent financial advice on the terms of the Tender Offer and to make known to Shareholders the substance of such advice and their own opinion on the Tender Offer.

The Independent Directors believe that the following points should be taken into account by Shareholders when considering whether to retain their Ordinary Shares or accept the Tender Offer.

The price of the Tender Offer represents a premium of 42.9 per cent. to the Company's closing share price on 7 September 2020 (being the Latest Practicable Date). The Tender Offer represents a premium of approximately 18.6 per cent. to the Company's six month average share price of 33.7 pence and a premium of approximately 8.6 per cent. to the Company's nine month average share price of 36.8 pence. The six months average daily volume is 38,262 Ordinary Shares and the nine months average daily volume is 37,382 Ordinary Shares. Upon De-Listing there would no longer be a formal market mechanism enabling Shareholders to trade their Ordinary Shares.

In 2019, the Board engaged professional advisers to review all strategic options for the Group with a view to enhancing the Company's ability to deliver on its potential and afford Shareholders an opportunity to realise value for their investment. The process was terminated in the third quarter of 2019. Since that time, trading has been adversely affected particularly with the onset of COVID-19 in the first quarter of 2020. The Independent Directors therefore believe that it is unlikely that the Company would receive any offers that represent a greater premium than that of the Tender Offer Price.

The Company will fund the Tender Offer from its existing cash resources and invoice discount facilities. Dependent on the level of take-up of the Tender Offer, the Company's balance sheet could be materially weakened due to the reduction of the cash position. The Company operates in recruitment where activity levels and trading performance are strongly affected by changes in economic confidence. Approximately 60 per cent. of the Group's Net Fee Income for the last financial year came from permanent placements on which the Company has limited visibility. As a result of the Tender Offer the Company will financially be less well positioned to manage any material deterioration in trading performance.

Upon De-Listing, the Company would no longer be subject to, and its Shareholders would consequently lose the protections afforded by, certain corporate governance regulations which apply to the Company currently. In particular, the Company would no longer be subject to the AIM Rules.

Following the Transaction, the Concert Party will legally and beneficially own in excess of 50 per cent. of the issued share capital and voting rights in the Company. As a result, the Concert Party will be able to pass or defeat any ordinary resolution of the Company requiring a simple majority of those attending and voting in person or by proxy at the meeting, including, amongst other things the election of directors and authorising the directors to issue equity securities. In addition, dependent on the level of take up under the Tender Offer, the Concert Party may legally and beneficially own in excess of 75 per cent. of the issued share capital and voting rights in the Company. Should this occur, the Concert Party will be able to pass or defeat any special resolution of the Company.

There can be no guarantee that, after the Tender Offer closes at 1.00 p.m. on 30 September 2020 (or at such later time as specified in an announcement of any extension to the Tender Offer period through a Regulatory Information Service), the board of the Company would be prepared to make a subsequent tender offer to acquire any Ordinary Shares, or that the Concert Party would be prepared to make any offer to acquire any Ordinary Shares in which it does not already have an interest. Nor can there be any guarantee as to the price of any such tender offer by the Company or potential offer by the Concert Party.

Accordingly, any Shareholder who does not accept the Tender Offer may find it difficult to sell their Ordinary Shares after the Tender Offer closes and the De-Listing takes effect, may not receive regular information from the Company, would not benefit from regulatory compliance with governance procedures (other than under the Companies Act 2006), nor enjoy the protections afforded by the AIM

Rules. Furthermore, there is no guarantee that the Company or any other purchaser would be willing to buy Ordinary Shares after the Tender Offer has closed and, if they were, any price offered might not reflect the underlying value of the Company's assets.

Shareholders who anticipate greater value in the Ordinary Shares whilst recognising and being willing to accept the risks associated with remaining as a minority investor in an unlisted company controlled by the Concert Party may wish not to accept the Tender Offer and to remain as minority Shareholders of a private company.

In the opinion of the Independent Directors, Shareholders should carefully consider their own individual circumstances in deciding whether or not to accept the Tender Offer. In the absence of any immediate prospect to sell their Ordinary Shares once the Tender Offer closes and the De-Listing has occurred, Shareholders should balance their desire for a cash realisation now or in the immediate foreseeable future, against the uncertain future of remaining a holder of a private company, with the concurrent lack of transparency and protections that this affords them.

The Independent Directors, who have been so advised by Shore Capital as to the financial terms of the Tender Offer, consider the terms of the Tender Offer to be fair and reasonable. In providing advice to the Directors, Shore Capital has taken into account the commercial assessments of the Independent Directors. Accordingly, the Independent Directors unanimously recommend that Shareholders tender, or procure the tender, of their Ordinary Shares in the Tender Offer, as the Independent Directors intend to do, or procure to be done, in respect of their own beneficial holdings (or those of their close relatives and related trusts) of 1,649,406 Ordinary Shares, in aggregate, representing approximately 5.0 per cent. of the Company's voting rights (excluding the 545,521 Ordinary Shares held in treasury and the 807,051 Ordinary Shares held by the EBT) as at the date of this announcement.

Notwithstanding the Independent Directors' recommendation above, Shareholders should only make a decision as to whether to tender all or any of their Ordinary Shares based on, among other things, their view of the Company's prospects and their own individual circumstances, including their tax position and are recommended to seek advice from their duly authorised independent advisers.

If Shareholders are in any doubt about the action that they wish to take in respect of the Tender Offer, they should consult an independent financial adviser without delay.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of proposed De-Listing and Tender Offer, posting of the Circular, Proxy Form and Tender Form to Shareholders	Tuesday, 8 September 2020
Latest date for receipt of Proxy Form (to be received no later than 48 hours before the General Meeting)	11.00 a.m. on Wednesday, 23 September 2020
General Meeting ¹	11.00 a.m. on Friday, 25 September 2020
Latest time and date for receipt of Tender Forms and TTE Instructions in relation to the Tender Offer (i.e. close of Tender Offer)	1.00 p.m. on Wednesday, 30 September 2020
Closing Date ²	1.00 p.m. on Wednesday, 30 September 2020
Record Date for Tender Offer	6.00 p.m. Wednesday, 30 September 2020
Announcement of results of the Tender Offer by Shore Capital and the Company	Thursday, 1 October 2020
Tender Offer declared unconditional (" Unconditional Date "), purchase of Ordinary Shares under the Tender Offer and completion of the repurchase from Shore Capital	Friday, 2 October 2020
CREST accounts credited in respect of Tender Offer proceeds for uncertificated Ordinary Shares	by Friday, 16 October 2020
Cheques despatched in respect of Tender Offer proceeds for	by Friday, 16 October 2020

certificated Ordinary Shares

Despatch of share certificates in respect of any revised holdings of Ordinary Shares following the Tender Offer, and any Ordinary Shares held in CREST not tendered pursuant to the Tender Offer

by Friday, 16 October 2020

Earliest date for De-Listing / Cancellation of admission of Ordinary Shares from AIM

8.00 a.m. on Monday, 19 October 2020

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.

All times are references to London time.

All events in the above timetable following the GM are conditional, inter alia, upon the approval of the Resolutions.

The De-Listing requires the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.

Notes

- 1. The timetable assumes that there is no adjournment of the General Meeting or extension(s) of the Closing Date. If there is an adjournment of the General Meeting or extension(s) of the Closing Date, all subsequent dates are likely to be later than those shown.*
- 2. This date may be extended in accordance with the terms and conditions of the Tender Offer set out in Part II of the Circular. If the Acceptance Condition is satisfied, the Tender Offer will remain open for acceptance for at least 14 days after the Tender Offer is declared unconditional, which may extend the Closing Date and therefore the time by which Qualifying Shareholders who have not tendered their Ordinary Shares in the Tender Offer may do so if they wish.*
- 3. Subject to and following the Tender Offer becoming unconditional, settlement of the consideration to which any Qualifying Shareholder is entitled pursuant to valid tenders accepted by Shore Capital will be made (i) in the case of acceptances of the Tender Offer received, valid and complete in all respects, by the Unconditional Date, within 14 days of the Unconditional Date; or (ii) in the case of acceptances of the Tender Offer received, valid and complete in all respects, after such date but while the Tender Offer remains open for acceptance as referred to in Note 2 above, within 14 days of the date on which the 14 day period referred to in Note 2 above expires.*

As a consequence of this announcement, an 'Offer Period' (as defined by the Code) has now commenced in respect of the Company and the attention of shareholders is drawn to the disclosure requirements of Rule 8 of the Code, which are summarised below.

Pursuant to Rule 2.9 of the Code, the Company confirms that there are 34,334,927 ordinary shares of £0.01 in issue with International Securities Identification Number GB00B1DJTV45.

Enquiries:

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Edward Mansfield / James Thomas / Michael McGloin

Important Notices

Shore Capital and Corporate Limited ("SCC"), which is authorised and regulated by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules. Shore Capital Stockbrokers Limited ("SCS"), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as broker to the Company in the United Kingdom for the purposes of the AIM Rules. SCC and SCS are acting exclusively for the Company and no one else and will not be responsible to anyone, other than the Company, for providing the protections afforded to customers of SCC and SCS or for advising any other person on the transactions and arrangements described in this announcement. Shore Capital makes no representation or warranty, express or implied, as to the contents of this announcement and Shore Capital does not accept any liability whatsoever for the accuracy of or opinions contained (or for the omission of any material information) in this announcement and shall not be responsible for the contents of this announcement. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Shore Capital may have under FSMA or the regulatory regime established thereunder.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction. Any offer (if made) will be made solely by certain documentation which will contain the full terms and conditions of any offer (if made), including details of how such offer may be accepted. This announcement has been prepared in accordance with English law and the Code and information disclosed may not be the same as that which would have been prepared in accordance with laws outside the United Kingdom. The release, distribution or publication of this announcement in jurisdictions outside the United Kingdom may be restricted by the laws of the relevant jurisdictions and therefore persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction.

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 "anticipates", "believes", "could", "estimates", "expects", "intends", "may", "plans", "projects", "should" or "will", or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this announcement reflect the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group and its operations and results of operations. Other than in accordance with its legal or regulatory obligations (including under the AIM Rules, the Disclosure Guidance and Transparency Rules, the Market Abuse Regulation and the rules of the London Stock Exchange), the Company is not under any obligation and the Company expressly disclaims any intention or obligation (to the maximum extent permitted by law) to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Notice for US shareholders

The Tender Offer relates to securities in a non-US company which is registered in the UK and is subject to the disclosure requirements, rules and practices applicable to companies listed in the UK, which differ from those of the United States in certain material respects. This announcement and the Circular have been prepared in accordance with UK style and practice for the purpose of complying with English law and the AIM Rules, and US Shareholders should read this entire announcement and the Circular, including Part II (Terms and Conditions of the Tender Offer) of the Circular. The financial information relating to the Company incorporated by reference in the Circular, which is available for review on the Company's website, has not been prepared in accordance with generally accepted accounting principles in the United States and thus may not be comparable to financial information relating to US companies.

The Tender Offer is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act. The Tender Offer will be extended into the United States in accordance with the requirements of Regulation 14E under the US Exchange Act to the extent applicable. Certain provisions of Regulation 14E under the US Exchange Act are not applicable to the Tender Offer by virtue of Rule 14d-1(d) under the US Exchange Act. US Shareholders should note that the Ordinary Shares are not listed on a US securities exchange and the Company is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the US Securities and Exchange Commission thereunder.

It may be difficult for US Shareholders to enforce certain rights and claims arising in connection with the Tender Offer under US federal securities laws since the Company is located outside the United States and all of its officers and directors reside outside the US. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It also may not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

The receipt of cash pursuant to the Tender Offer by a Shareholder who is a US person may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Shareholder is urged to consult his, her or its independent professional adviser immediately regarding the tax consequences of tendering any Ordinary Shares in the Tender Offer.

To the extent permitted by applicable law and in accordance with normal UK practice, the Company, Shore Capital or any of their respective affiliates, may make certain purchases of, or arrangements to purchase, Ordinary Shares outside the United States during the period in which the Tender Offer remains open for participation, including sales and purchases of Ordinary Shares effected by Shore Capital acting as market maker in the Ordinary Shares. These purchases, or other arrangements, may occur either in the open market

at prevailing prices or in private transactions at negotiated prices. In order to be excepted from the requirements of Rule 14e-5 under the US Exchange Act by virtue of Rule 14e-5(b)(10) thereunder, such purchases, or arrangements to purchase, must comply with applicable English law and regulation, including the AIM Rules, and the relevant provisions of the US Exchange Act. Any information about such purchases will be disclosed as required in the UK and the United States and, if required, will be reported via a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

While the Tender Offer is being made available to Shareholders in the United States, the right to tender Ordinary Shares is not being made available in any jurisdiction in the United States in which the making of the Tender Offer or the right to tender such Ordinary Shares would not be in compliance with the laws of such jurisdiction.

Neither this announcement nor the Circular has been approved, disapproved or otherwise recommended by the US Securities and Exchange Commission or any US state securities commission and such authorities have not confirmed the accuracy or determined the adequacy of this announcement or the Circular. Any representation to the contrary is a criminal offence in the United States.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables or forms may vary slightly and figures shown as totals in certain tables or forms may not be an arithmetic aggregation of the figures that precede them.

No forecasts or estimates

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

Disclosure requirements of the Takeover Code (the "Code")

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on website

A copy of this announcement will, subject to certain restrictions relating to persons resident in restricted jurisdictions, be available on the Company's website at <https://www.hydrogengroup.com/investor-relations/> by no later than 12 noon on the Business Day following the date of this announcement. For the avoidance of doubt, the content of the website referred to above is not incorporated into and does not form part of this announcement.

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