

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the content of this document or the action you should take, you are recommended to seek your own personal financial advice from your own stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the United Kingdom 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.

If you have sold or otherwise transferred all of your shares in Chariot Limited prior to the Ex-entitlement Date, please forward this document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was made for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your shares in Chariot Limited prior to the Ex-entitlement Date, you should contact your stockbroker, bank or other agent through whom the sale or transfer was effected and refer to the instructions regarding split applications set out in the accompanying Application Form. However, this Circular and/or any accompanying documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

CHARIOT LIMITED

(incorporated and registered in Guernsey with registered number 47532)

Acquisition Funding of Material Oil Production Offshore Angola

Proposed Placing of and Subscription for 1,132,275,133 New Ordinary Shares

and Open Offer of up to 225,449,336 New Ordinary Shares at 1.4 pence per New Ordinary Share

Grant of up to 1,357,724,469 Warrants to subscribe for Ordinary Shares

and

Notice of General Meeting

Nominated Advisor

Cavendish Capital Markets Limited

Bookrunner

H&P Advisory Limited

The Open Offer Shares are to be admitted to trading on AIM, a primary multilateral trading facility. Under the Public Offers and Admissions to Trading Regulations 2024, which took effect on 19 January 2026, offers of securities that are admitted to trading on, or which are conditional upon admission to, a primary multilateral trading facility such as AIM are exempt from the general prohibition on public offers of securities in the United Kingdom. Accordingly, the Company is not required to publish a prospectus approved by the Financial Conduct Authority in connection with the Open Offer.

The Placing Shares are only available to qualified investors or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Therefore no part of the Fundraising constitutes an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the prospectus rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA and has not been pre-approved by the FCA pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body and has not been approved for the purposes of section 21 of FSMA.

The Guernsey Financial Services Commission takes no responsibility for the financial soundness of the Company or for the correctness of any of the statements made or the opinions expressed with regard to it. The London Stock Exchange has not approved the content of this document.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this Circular explaining the background to, and reasons for, the Fundraising and the recommendation by the Directors to the Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting, referred to below, and to the Risk Factors set out in Part 2 of this Circular.

Copies of this document will be available free of charge until immediately after the close of the General Meeting at the offices of Haynes and Boone CDG LLP, Alder Castle, 10 Noble Street, London, EC2V 7JX during normal business hours and on the Company's website.

The Directors of the Company, whose names appear on page 5 of this document, have taken all reasonable care to ensure that the facts stated in this document are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in this document. All the Directors accept responsibility accordingly.

The Open Offer Shares, the Open Offer Warrants, the Open Offer Entitlements and the Excess Entitlements are being offered in the Open Offer only outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended ("Securities Act"). The New Ordinary Shares, the Warrants, the Open Offer Entitlements and the Excess Entitlements have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States.

The Existing Ordinary Shares are admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. In particular, the price of securities and income from them can go down as well as up.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM, a market operated by the London Stock Exchange. It is expected that Admission will become effective and that dealings will commence in the New Ordinary Shares on 12 March 2026. The New Ordinary Shares will be issued free of encumbrances and will, on issue, rank *pari passu* in all respects with the Existing Ordinary Shares in issue, including the right to receive all dividends and distributions declared, made or paid after the date of issue. None of the Warrants will be admitted to trading on AIM or any other stock exchange.

Applications under the Open Offer may only be made by the Qualifying Shareholders with a registered office in, or who are resident in, the United Kingdom originally entitled thereto or by a person entitled by virtue of a *bona fide* market claim arising out of the sale or transfer of Existing Ordinary Shares prior to the date on which the relevant Existing Ordinary Shares are marked "ex" the entitlement by the London Stock Exchange. Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purposes of calculating entitlements under the Open Offer.

If the Basic Entitlements and Excess Entitlements are for any reason not enabled by 24 February 2026 or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for its Basic Entitlement and Excess Entitlement credited to its stock account in CREST. Qualifying CREST Shareholders who are CREST Sponsored Members should refer to their CREST Sponsors regarding the action to be taken in connection with this document and the Open Offer. The Application Form is personal to Qualifying Non-CREST Shareholders and cannot be transferred, sold or assigned except to satisfy *bona fide* market claims. No Application Form will be sent to any person with a registered office in, or who is resident in, any jurisdiction outside the United Kingdom.

The latest time for acceptance and payment under the Open Offer is 11.00 a.m. on 9 March 2026. The procedure for application is set out in Part 3 of this document and, in respect of the Qualifying Non-CREST Shareholders, the Application Form.

Notice of a General Meeting of the Company, to be held at the offices of Haynes and Boone CDG LLP, Alder Castle, 10 Noble Street, London, EC2V 7JX at 11.00 a.m. GMT on 11 March 2026, is set out at the end of this document.

A Form of Proxy is enclosed. To be valid, a Form of Proxy should be completed, signed and returned so as to be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible, but in any event so as to be received not later than 11.00 a.m. on 9 March 2026. Please refer to the detailed notes contained in the Notice of GM and the Form of Proxy. Shareholders who hold their Shares in uncertificated form may also use the CREST voting service to appoint a proxy electronically. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Alternatively, you can vote via the Investor Centre app or online at <https://uk.investorcentre.mpms.mufg.com/>.

The distribution of this Circular in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any other jurisdiction should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the laws of such jurisdiction. This document does not constitute an offer or invitation to purchase or subscribe for any securities or a

solicitation of an offer to buy any securities pursuant to this document or otherwise in any jurisdiction in which such offer or solicitation is unlawful. For the avoidance of doubt, such restricted jurisdictions include, but are not limited to, the United States, Australia, Canada, Japan and the Republic of South Africa. This document has been prepared to comply with English law and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers as to the matters described in this document.

This Circular does not constitute, advertise or relate to an “offer to the public” (as defined in the South African Companies Act, 2008 (“**South African Companies Act**”)) for the sale of or subscription for, or the solicitation of an offer to acquire or subscribe for, the New Ordinary Shares or the Warrants. This Circular does not, nor is it intended to, constitute a prospectus registered under the South African Companies Act and accordingly, does not comply with the substance and form requirements for prospectuses set out in the South African Companies Act and the South African Companies Regulations, 2011, and has not been approved by, and/or registered with the South African Companies and Intellectual Property Commission. Nothing in this Circular should be viewed, or construed, as ‘advice’ as that term is used in the South African Financial Markets Act 2012 and/or the South African Financial Advisory and Intermediary Services Act, 2002, and nothing in this Circular should be construed as constituting the canvassing for, or marketing or advertising of, financial services.

H&P is authorised and regulated in the United Kingdom by the FCA and is acting as bookrunner exclusively for the Company and no one else and will not be responsible to any other person for providing protections afforded to its customers nor for providing advice in relation to the contents of this document. No representation, warranty, express or implied, is made by the Bookrunner for the accuracy of any information or opinions contained in this document or the omission of any material information, nor has the Bookrunner authorised the contents of this document for any purpose and no liability whatsoever is accepted by the Bookrunner. The Bookrunner expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

Cavendish, which is authorised and regulated in the United Kingdom by the FCA, is acting at the Company’s nominated advisor for the purposes of the AIM Rules. Cavendish is acting exclusively for the Company and no one else and will not be responsible to any other person for providing protections afforded to their customers nor for providing advice in relation to the contents of this document. No representation, warranty, express or implied, is made by Cavendish for the accuracy of any information or opinions contained in this document or the omission of any material information, nor has Cavendish authorised the contents of this document for any purpose and no liability whatsoever is accepted by the Bookrunner. Cavendish expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

This document contains statements about the Company that may be deemed to be “forward-looking statements”. All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “should”, “anticipates”, “estimates”, “projects”, or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects, etc.

These forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual result, performance or achievements of any person, or industry, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code on Takeovers and Mergers, the POATRs and/or FSMA), the Company does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

The Company prepares its financial statements in U.S. dollars and therefore certain figures relating to the Fundraising have been expressed in U.S. dollars.

Where appropriate, figures in this document have been converted into pounds sterling for information purposes only using the following exchange rate:

Pound sterling to U.S. dollars – 1.35

This document is dated 23 February 2026.

TABLE OF CONTENTS

DIRECTORS, COMPANY SECRETARY AND ADVISERS	5
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	6
KEY STATISTICS	7
DEFINITIONS	8
PART 1 LETTER FROM THE CHAIRMAN	14
PART 2 RISK FACTORS	23
PART 3 TERMS AND CONDITIONS OF THE OPEN OFFER	32
PART 4 QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER	54
PART 5 ADDITIONAL INFORMATION	61
PART 6 NOTICE OF GENERAL MEETING	65

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Andrew Hockey, <i>Non-Executive Chairman</i> Adonis Pouroulis, <i>Chief Executive Officer</i> Julian Maurice-Williams, <i>Chief Financial Officer</i> Duncan Wallace, <i>Technical Director</i> Chris Zeal, <i>Non-Executive Director</i>
Company Secretary	Oak Fund Services (Guernsey) Limited
Registered Office	Oak House Hirzel Street St Peter Port Guernsey GY1 2NP
Nominated Adviser	Cavendish Capital Markets Limited One Bartholomew Close London EC1A 7BL
Bookrunner	H&P Advisory Limited 3rd Floor 7-10 Chandos Street London W1G 9DQ
UK Legal Advisers to the Company in relation to the Fundraising	Haynes and Boone CDG LLP Alder Castle 10 Noble Street London EC2V 7JX
Legal Advisers to the Nominated Adviser and Bookrunner	K&L Gates LLP One New Change London EC4M 9AF
Registrar	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL
Receiving Agent	MUFG Corporate Markets Corporate Actions Central Square 29 Wellington Street Leeds LS1 4DL

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2026

Record date of Open Offer	6.30 p.m. on 19 February
Ex-entitlement date for Open Offer	7.00 a.m. on 20 February
Posting of Circular, Form of Proxy and Application Form	23 February
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts of Qualifying CREST Shareholders in CREST	As soon as possible after 8.00 a.m. on 24 February
Latest recommended time and date for requesting withdrawal of Open Offer entitlements from CREST	4.30 p.m. on 3 March
Latest time and date for depositing Open Offer Entitlements into CREST	3.00 p.m. on 4 March
Latest time and date for splitting application forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 5 March
Latest time and date for receipt of Open Offer application forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 9 March
Latest time and date for receipt of Forms of Proxy /CREST/Proxymity and electronic voting Instructions on Investor Centre	11.00 a.m. on 9 March
Announcement of results of Open Offer	10 March
General Meeting	11.00 a.m. on 11 March
Announcement of results of General Meeting	Following General Meeting on 11 March
Admission of the New Ordinary Shares and date of grant of the Warrants	8.00 a.m. on 12 March
New Ordinary Shares credited to CREST Members' accounts in respect of the Placing Shares, Subscription Shares and Open Offer Shares	12 March
Expected date for despatch of definitive share certificates for New Ordinary Shares in certified form	by 19 March
Expected date for crediting of the Warrants to be issued in uncertificated form to CREST and expected date of despatch of warrant certificates for Warrants to be issued in certificated form	within 4 weeks of Admission

Each of the times and dates above is subject to change. Any such change will be notified by an announcement on a Regulatory Information Service. References in this document are to London time.

KEY STATISTICS

Mid-market closing price per Existing Ordinary Shares on 18 February 2026 (being the last practicable date preceding the announcement date of the proposed Fundraising)	1.625 pence
Basis of Open Offer	1 Open Offer Share for every 7 Existing Ordinary Shares
Issue Price per New Ordinary Share	1.4 pence
Number of Existing Ordinary Shares in issue on the Record Date	1,578,145,352
Number of New Ordinary Shares to be issued by the Company pursuant to the Placing and Subscription	1,132,275,133
Number of Placing and Subscription Warrants to be issued	1,132,275,133
Maximum number of New Ordinary Shares to be issued pursuant to the Open Offer [#]	225,449,336
Maximum aggregate number of New Ordinary Shares to be issued pursuant to the Fundraising if full take up under the Open Offer [#]	1,357,724,469
Maximum number of Open Offer Warrants available [#]	225,449,336
Basis of Warrants	1 Warrant for every New Ordinary Share issued
Maximum number of Warrants to be issued in aggregate [#]	1,357,724,469
Exercise price per share under each Warrant	2.4 pence
Enlarged Share Capital on Admission if no take up under the Open Offer [*]	2,710,420,485
Enlarged Share Capital on Admission if full take up under the Open Offer ^{*#}	2,935,869,821
Enlarged Share Capital if full take up under the Open Offer and exercise of the maximum number of Warrants ^{*#}	4,293,594,290
Gross proceeds of the Placing and Subscription	\$21.4 million (£15.9 million)
Maximum aggregate gross proceeds under the Open Offer [#]	\$4.3 million (£3.2 million)
Maximum aggregate gross proceeds of the Fundraising [#]	\$25.7 million (£19.0 million)
ISIN of the Ordinary Shares	GG00B2R9PM06
SEDOL of the Ordinary Shares	B2R9PM0
ISIN for Basic Entitlements	GG00BQWPM313
ISIN for Excess Entitlements	GG00BQWPM420
ISIN Code for the Warrants	GG00BQWPQR37

* Assumes that no outstanding share awards are exercised, and no other Ordinary Shares are allotted, between the date of this Circular and Admission and/or the date of exercise of the Warrants (as applicable).

Assumes full take up of the Open Offer.

The statistics above assume the passing of the Resolutions at the General Meeting and therefore the Admission of all New Ordinary Shares pursuant to the Fundraising.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Acquisition”	the proposed acquisition by Etu Energias of a 20 per cent. working interest in Block 14 and a 10 per cent. interest in Block 14K;
“ACWA”	ACWA Power Company (Saudi Listed Joint Stock Company);
“Admission”	admission of the New Ordinary Shares issued pursuant to the Placing, the Subscription and the Open Offer to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	together, the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
“Anchois”	the gas field located in the Company’s Lixus Licence, Morocco;
“Application Form”	the application form enclosed, in the case of Qualifying Non-CREST Shareholders, with this Circular for Qualifying Non-CREST Shareholders to apply for Open Offer Shares;
“Basic Entitlement”	the <i>pro rata</i> entitlement of Qualifying Shareholders to subscribe for 1 Open Offer Share for every 7 Existing Ordinary Shares registered in their name as at the Record Date, on and subject to the terms of the Open Offer;
“Block 14”	the deepwater asset named Block 14 offshore Angola;
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document;
“Bookrunner” or “H&P”	H&P Advisory Limited, whose registered office is at 3rd Floor, 7-10 Chandos Street, London, W1G 9DQ;
“Business Day”	any day on which banks are usually open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
“Cavendish”	Cavendish Capital Markets Limited, whose registered office is at One Bartholomew Close, London, EC1A 7BL;
“Chariot Morocco”	Chariot Oil & Gas Holdings (Morocco) Limited, a company incorporated and registered in England with company number 11793685 and a wholly owned subsidiary of Chariot;
“Circular” or “this document”	this document;
“City Code on Takeovers and Mergers”	the UK City Code on Takeover and Mergers, as amended from time to time;
“Company” or “Chariot”	Chariot Limited, a company incorporated and registered in Guernsey with company number 47532;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear;

“CREST Manual”	the compendium of documents entitled CREST Manual issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual and the CREST Glossary of Terms;
“CREST Member”	a person who has been admitted to Euroclear as a member (as defined in the CREST Order);
“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities (Guernsey) Regulations 2009 (as amended from time to time);
“CREST Sponsor”	a CREST participant admitted to CREST as a CREST Sponsor;
“CREST Sponsored Member”	a CREST Member admitted to CREST as a sponsored member;
“E & P”	exploration and production;
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company on Admission following the issue of the New Ordinary Shares;
“Etana”	Etana Energy (Pty) Limited;
“Etu Energias”	Etu Energias S.A., and a reference to “Etu Energias” shall include such of its affiliates as the context requires;
“Euroclear”	Euroclear UK & International Limited;
“EU”	the European Union;
“EUWA”	European Union (Withdrawal) Act 2018 (as amended);
“Excess Application Facility”	the arrangement, documented in the Application Form, pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer;
“Excess CREST Open Offer Entitlement”	in respect of each Qualifying CREST Shareholder, his entitlement (in addition to his Basic Entitlement) to apply for Open Offer Shares pursuant to the Excess Application Facility, which is conditional on him taking up his Basic Entitlement in full and which may be subject to scaling back in accordance with the provisions of this Circular;
“Excess Entitlement”	in respect of a Qualifying Shareholder, his entitlement to apply for Open Offer Shares pursuant to the Excess Application Facility and which may be subject to scaling back in accordance with the provisions of this Circular;
“Excess Shares”	Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility;
“Ex-entitlement Date”	the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 20 February 2026;
“Existing Ordinary Shares”	the 1,578,145,352 Ordinary Shares in issue at the date of this Circular, all of which are admitted to trading on AIM and being the entire issued ordinary share capital of the Company;
“FCA”	the Financial Conduct Authority;

“Form of Proxy”	the form of proxy attached to this document for use by Shareholders in connection with the GM;
“FSMA”	Financial Services and Markets Act 2000, as amended;
“Fundraise” or “Fundraising”	together, the Placing, the Subscription and the Open Offer;
“GFSC Handbook”	The Guernsey Financial Services Commission Handbook on Countering Financial Crime (AML/CFT/CPF);
“GM” or “General Meeting”	the general meeting of the Company to be held at the offices of Haynes and Boone CDG LLP, Alder Castle, 10 Noble Street, London, EC2V 7JX at 11.00 a.m. GMT on 11 March 2026, notice of which is set out in Part 6 of this document;
“Group”	the Company and its subsidiaries at the date hereof and “Group Company” shall be construed accordingly;
“Investec”	Investec Bank Limited;
“Issue Price”	1.4 pence per New Ordinary Share;
“Lixus” or “Lixus Licence”	the Lixus offshore licence, Morocco;
“London Stock Exchange”	London Stock Exchange Group plc;
“Loukos” or “Loukos Licence”	the Loukos onshore licence, Morocco;
“MAR”	means the Market Abuse Regulation (EU Regulation 596/2014), as it forms part of UK domestic law by virtue of the EUWA and as amended from time to time;
“Money Laundering Regulations”	the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, the Criminal Justice Act 1993, the Proceeds of Crime Act 2002, the GFSC Handbook, POCL and the other relevant enactments as referred to in the GFSC Handbook;
“MUFG Corporate Markets”	a trading name of MUFG Corporate Markets (UK) Limited, a division of MUFG Pension & Market Services whose registered office is at MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
“MW”	Megawatt;
“New Ordinary Shares”	the new Ordinary Shares in the capital of the Company to be issued in connection with the Fundraising;
“Norfund”	The Norwegian Government Investment Fund for Developing Countries;
“Notice of GM” or “Notice of General Meeting”	the notice of General Meeting in Part 6 which forms part of this document;
“ONHYM”	Office National des Hydrocarbures et des Mines;
“Open Offer”	the invitation to Qualifying Shareholders to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in this document and, in the case of Qualifying Non-CREST Shareholders only, the Application Form;

“Open Offer Entitlement”	the entitlement of Qualifying Shareholders to subscribe for Open Offer Shares allocated to Qualifying Shareholders on the Record Date pursuant to the Open Offer;
“Open Offer Shares”	the New Ordinary Shares being made available to Qualifying Shareholders pursuant to the Open Offer, up to a maximum of 225,449,336 New Ordinary Shares;
“Open Offer Warrants”	warrants to subscribe for up to in aggregate 225,449,336 new Ordinary Shares at the Warrant Exercise Price, to be issued to Qualifying Shareholders who are issued Open Offer Shares, further details of which are set out in paragraph 5 of Part 5;
“Ordinary Shares”	the ordinary shares of 1 penny each in the capital of the Company;
“Overseas Shareholder”	a Shareholder with a registered address outside of the United Kingdom;
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant;
“PKBB”	PKBB BEN-P-OP1X;
“Placees”	the placees subscribing for Placing Shares pursuant to the Placing;
“Placing”	the proposed placing by H&P, as bookrunner and agent for the Company, of the Placing Shares;
“Placing and Open Offer Agreement”	the conditional placing and open offer agreement dated 19 February 2026 between H&P, Cavendish and the Company, details of which are set out in paragraph 5 of Part 5;
“Placing and Subscription Warrants”	warrants over 1,132,275,133 new Ordinary Shares, being the Placing Warrants and the Subscription Warrants, or any of them;
“Placing Shares”	the New Ordinary Shares to be allotted pursuant to the Placing on the terms of the Placing and Open Offer Agreement;
“Placing Warrants”	warrants to subscribe for new Ordinary Shares at the Warrant Exercise Price, to be issued to Placees, further details of which are set out in paragraph 5 of Part 5;
“POATR”	the Public Offers and Admissions to Trading Regulations 2024;
“POCL”	the Criminal Justice (Proceeds of Crime) (Bailiwick of Guernsey) Law, 1999 as amended;
“Project Nour”	the Company’s green hydrogen project in Mauritania;
“Qualifying CREST Shareholders”	Qualifying Shareholders holding Ordinary Shares in uncertificated form in CREST at the Record Date;
“Qualifying Non-CREST Shareholders”	Qualifying Shareholders holding Ordinary Shares in certificated form at the Record Date;
“Qualifying Shareholders”	holders of Ordinary Shares on the register of members of the Company at the Record Date, excluding Shareholders in the United States, Shareholders with a registered address in or who are resident in any Restricted Jurisdiction and any Shareholder that is designated or otherwise subject to sanctions under the Russia (Sanctions) (EU Exit) Regulations 2019, Council Regulation (EU) No 269/2014 or U.S. Executive Order 14024 (in each case, as amended);

“Receiving Agent”	MUFG Corporate Markets, whose registered office is at Central Square, 29 Wellington Street, Leeds, LS1 4DL;
“Record Date”	6.30 p.m. on 19 February 2026;
“Regulatory Information Service”	has the meaning given under the AIM Rules;
“Renewable Power”	the Company’s renewable power business stream;
“Resolutions”	the resolutions to be proposed at the GM, as set out in the Notice of GM;
“Restricted Jurisdiction”	each and any of Australia, Canada, Japan, the Republic of South Africa and the United States and any other jurisdiction where the extension or the availability of the Open Offer would breach any applicable law;
“Rissana” or “Rissana Licence”	the Rissana offshore licence, Morocco;
“Securities Act”	U.S. Securities Act of 1933, as amended;
“Shareholders”	holders of Existing Ordinary Shares;
“Shell Facilities”	the acquisition financing package of up to US\$170 million;
“Shell Trading”	Shell Western Supply and Trading Ltd;
“SPA”	the sale and purchase agreement to be entered into by Etu Energias in connection with the purchase of a 20 per cent. working interest in Block 14 and a 10 per cent. interest in Block 14K;
“Standard Bank”	The Standard Bank of South Africa Limited;
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“Subscribers”	certain investors who have each subscribed for New Ordinary Shares at the Issue Price;
“Subscription”	the subscription for the Subscription Shares at the Issue Price by the Subscribers;
“Subscription Agreements”	the agreements between the Company and each of the Subscribers relating to the Subscription;
“Subscription Shares”	the New Ordinary Shares to be allotted pursuant to the Subscription on the terms of the Subscription Agreements;
“Subscription Warrants”	warrants to subscribe for new Ordinary Shares at the Warrant Exercise Price, to be issued to Subscribers, further details of which are set out in paragraph 5 of Part 5;
“TEH2”	TotalEnergies H2, a majority owned subsidiary of Total Energies;
“Total Energies”	Total Energies SE;
“Transaction”	the proposed funding provided by the Company to Etu Energias in connection with Etu Energias’ acquisition of a 20 per cent. and 10 per cent. respective working interest in Blocks 14 and 14K offshore Angola;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;

“uncertificated” or “uncertificated form”	recorded on the relevant register or other record of the Ordinary Shares or other 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;
“United States” or “U.S.”	the United States of America, the District of Columbia and all territories and possessions thereof;
“Upstream Oil & Gas”	the Company's upstream oil and gas core business stream;
“USE”	unmatched stock event;
“Warrant Exercise Period”	the period commencing on the date of grant of the Warrants and ending at 5.00 p.m. (London time) on 9 April 2029;
“Warrant Exercise Price”	the exercise price for each Warrant of 2.4 pence per Ordinary Share, which represents a premium of approximately 47.7 per cent. to the closing mid-market price of 1.625 pence per Ordinary Share on 18 February 2026, being the last trading day immediately preceding the date of the announcement of the Fundraising;
“Warrant Instrument”	the warrant instrument executed by the Company on 19 February 2026 pursuant to which the Warrants will be granted;
“Warrants”	together the Placing Warrants, the Subscription Warrants and the Open Offer Warrants, or any of them;
“£”, “pounds sterling”, “sterling” “pence” or “p”	the lawful currency of the United Kingdom;
“\$” or “US\$” or “US dollars”	the lawful currency of the United States; and
“€”	the lawful currency of the members states of the European Union that have adopted and retained a common single currency through the monetary union of the Eurozone.

PART 1

LETTER FROM THE CHAIRMAN

CHARIOT LIMITED

(incorporated and registered in Guernsey with registered number 47532)

Directors:

Andrew Hockey, *Non-Executive Chairman*
Adonis Pouroulis, *Chief Executive Officer*
Julian Maurice-Williams, *Chief Financial Officer*
Duncan Wallace, *Technical Director*
Chris Zeal, *Non-Executive Director*

Registered Office:

Oak House
Hirzel Street
St Peter Port
Guernsey
GY1 2NP

23 February 2026

Dear Shareholder

Acquisition Funding of Material Oil Production Offshore Angola

Proposed Placing of and Subscription for 1,132,275,133 New Ordinary Shares and Open Offer of up to 225,449,336 New Ordinary Shares at 1.4 pence per New Ordinary Share

Grant of up to 1,357,724,469 Warrants to subscribe for Ordinary Shares

and

Notice of General Meeting

1 Introduction

On 19 February 2026, Chariot announced its intention to provide acquisition funding for an oil producing asset offshore Angola. To part finance the acquisition, Chariot has conditionally raised US\$21.4 million (£15.9 million), less expenses through the Placing of, and Subscription for, 1,132,275,133 New Ordinary Shares at the Issue Price of 1.4 pence each. The Company further proposes to make an Open Offer to Qualifying Shareholders to raise up to US\$4.3 million (£3.2 million) by the issue of up to a further 225,449,336 New Ordinary Shares pursuant to the Open Offer, in each case at an issue price of 1.4 pence per share.

In addition, investors in the Fundraising will receive one Warrant for every New Ordinary Share issued pursuant to the Fundraising. Each Warrant shall entitle the relevant warrant holder to subscribe for one Ordinary Share at an exercise price of 2.4 pence and will expire on 9 April 2029.

Highlights

- Chariot is working alongside Shell Trading to support Etu Energias S.A. ("**Etu Energias**"), a 100 per cent. owned Angolan E & P company, to secure a material interest in producing assets offshore Angola
- Chariot is providing funding to Etu Energias in connection with Etu Energias' acquisition of a working interest in Block 14 and Block 14K offshore Angola with production of circa 8,000 barrels of oil per day ("**bopd**") ("**Transaction**")
- As a result of the Transaction, and in exchange for providing the initial funding, Chariot will be entitled to the economics associated with material production from the working interest to be acquired equivalent to up to 4,000 bopd

- In addition to the funding provided by Chariot, Shell Western Supply and Trading Ltd (“**Shell Trading**”) is providing an acquisition financing package of up to US\$170m (the “**Shell Facilities**”) in return for future offtake barrels
- This marks a new era for Chariot’s upstream business by introducing an economic exposure to a producing asset with strong cashflow into the portfolio
- As part of the Subscription, certain Directors and senior managers of the Company intend to subscribe for Subscription Shares for approximately US\$2.7 million (£2.0 million), of which Adonis Pouroulis intends to subscribe for approximately US\$2.5 million (£1.9 million)
- As part of the Fundraising, the Company proposes to raise up to US\$4.3 million (£3.2 million) by the issue of Open Offer Shares pursuant to an Open Offer to Qualifying Shareholders at the Issue Price. The Open Offer will be on the basis of 1 Open Offer Share for every 7 Existing Ordinary Shares held¹
- In addition, investors in the Fundraising will receive one Warrant for every New Ordinary Share issued pursuant to the Fundraising. The Warrants will have an exercise price of 2.4 pence and will expire on 9 April 2029

The net proceeds of the Fundraising will be used to:

- Part finance the acquisition of the working interest;
- Cover the costs involved with the Transaction; and
- Provide additional corporate working capital.

The Board is grateful for the continued support received from Shareholders, and accordingly wishes to offer Qualifying Shareholders the opportunity to participate in the Fundraising through the Open Offer, whereby the Company proposes to issue up to 225,449,336 New Ordinary Shares to Qualifying Shareholders at the Issue Price. Qualifying Shareholders who successfully participate in the Open Offer will also receive one Open Offer Warrant for every Open Offer Share issued to them. Any funds raised through the Open Offer will be used to supplement the Group’s working capital. Further details on the use of proceeds are set out in the paragraph headed ‘Use of Proceeds’ below. Further details on the specific work planned by the Company and rationale for the Fundraising are set out in paragraph 2 of this Part 1.

The Transaction, the entirety of the Fundraising and the grant of Warrants are each conditional, *inter alia*, upon the passing of Resolutions by Shareholders at the General Meeting, notice of which is set out in Part 6 of this document, and Admission becoming effective.

Admission of the New Ordinary Shares issued pursuant to the Placing, Subscription and Open Offer to trading on AIM is expected to occur no later than 8.00 a.m. on 12 March 2026 or such later time(s) and/or date(s) as the Bookrunner and Company may agree. None of the Warrants will be admitted to trading on AIM or any other stock exchange.

The purpose of this letter is to outline the reasons for, and to explain the terms of, the Acquisition, the Transaction and the grant of the Warrants to explain why the Board considers the Transaction, the Fundraising and the grant of the Warrants to be in the best interests of the Company and Shareholders as a whole and to seek your approval to the Resolutions at the forthcoming General Meeting, to be held at the offices of Haynes and Boone CDG LLP, Alder Castle, 10 Noble Street, London, EC2V 7JX at 11.00 a.m. GMT on 11 March 2026.

Background to and Reasons for the Fundraising

Upstream Oil & Gas

Funding Acquisition of Producing Asset, Offshore Angola

Chariot is working alongside Shell Trading to support Etu Energias, a 100 per cent. owned Angolan E & P company, to secure a material interest in producing assets offshore Angola.

¹ In the event that the rate of British Pounds Sterling to United States Dollars fluctuates significantly before the date of the Circular, the number of Open Offer Shares issued may change.

Etu Energias is buying a 20 per cent. working interest in Block 14 and 10 per cent. interest in Block 14K, for a base consideration of US\$195 million, with an economic effective date of 1 January 2025. A deposit payment of US\$12 million in cash is payable on signature of the sale and purchase agreement to be entered into by Etu Energias and the balance, which is net of working capital and interim period adjustments between the economic effective date and date of closing of the Transaction, is to be paid at completion. Contingent payments of up to US\$115 million which relate primarily to Brent crude oil pricing exceeding thresholds between 2026 and 2028 and production milestones that relate to the PKBB discovery may also become payable.

In order for Chariot to be exposed to the economics associated with material production from the working interest to be acquired equivalent to up to 4,000 bopd, Chariot intends to provide US\$12 million in cash as well as financing related transaction costs. This funding will be repayable from future cashflows. Shell Trading will be providing the Shell Facilities of up to US\$170 million, with the size of the Shell Facilities adjusted for interim adjustments relative to the final consideration at close of the SPA, in return for future offtake barrels from the arrangement. Under the Shell Facilities certain covenants must be satisfied prior to cash distributions. The absence of early repayment financial penalties enables refinancing on completion to accelerate these distributions, while Shell Trading continues to offtake the crude leveraging on its strong franchise. This combination of the Shell Facilities and Chariot's funding contribution means that the Transaction is fully financed and enables Chariot to gain exposure to the economics of a producing asset.

The funding provided by Chariot will be repayable from future cashflows from the asset, after servicing the Shell Facilities. Once the funding provided by Chariot has been repaid, which is expected to be paid back within a reasonable period, Chariot will subsequently share future cashflows with Etu Energias equivalent to up to 4,000 bopd. Shell Trading's financing, legal documentation and secured bank account gives Chariot certainty of title over cash deposits and its future cashflows.

Asset overview and development upsides

Block 14 is a mid to late-life producing asset located offshore Angola, operated by Chevron which holds a 31 per cent. interest, with Sonangol holding 20 per cent. and Azule Energy and Etu Energias holding 20 per cent. and 29 per cent. respectively. Block 14K is an adjacent unitized area which crosses the Angolan and Republic of Congo maritime border and ties back to Block 14. Block 14K is operated by Trident Energy holding 15.75 per cent., with Chevron holding 15.5 per cent., Etu Energias holding 14.5 per cent., Sonangol and Azule Energy each holding 10 per cent., SNPC holding 7.5 per cent. and Total E & P holding 26.75 per cent.

Chevron has operated Block 14 since 1995 and due to a recent extension through to 2038, there are now 13 years left on the licence term. The fields on Block 14 have cumulatively produced over 900MMbbls of high-quality crude since first oil in 1999 and current production is approximately 40 kbopd. The baseline production decline case underpins the value of the asset which is expected to deliver strong future cashflows over the medium term from the existing fields and good fiscal terms further sustain the fundamentals. There are material upsides on Block 14, notably further development of the PKBB discovery, as well as additional neighbouring discoveries that can utilise existing production and processing infrastructure. Block 14K produces circa 1kbopd on a gross basis and this licence does not expire until 2030. Current producing reserves from the assets are estimated to be 93MMbbls.

Completion of Etu Energias' acquisition of the working interests is subject to governmental and third-party consents in Angola and the Republic of Congo. Closing of the acquisition is expected in H2 2026. Chariot will then be exposed to the economics with a base case indicative net NPV10 in excess of US\$100 million at a US\$60/bbl oil price.

With the bulk of the financing being provided by a super major and one of the world's largest energy traders in Shell Trading, a highly regarded in-country operator in Etu Energias which brings the opportunity and strong local knowledge and Chariot with its funding support and technical capability, the Transaction provides a desirable opportunity for future cashflows.

Other Upstream Assets

Across the wider Group, Chariot remains committed to progressing plans across its Moroccan portfolio.

Offshore Morocco, Chariot has been working on re-scoping the Anchois gas development to optimise a development plan with substantially reduced capex requirements. Chariot sees material economic value in this asset and there are further mapped prospects within the Lixus licence that could potentially augment production from the Anchois gas field or offer standalone development opportunities. The surrounding Rissana licence has a portfolio of giant scale prospects and leads with both oil and gas targets, including drill-ready prospects covered by existing 3D seismic data. Murphy Oil Corporation, a global independent E & P company, has recently secured acreage adjacent to Chariot's blocks and with other upstream companies continuing to show interest in exploration acreage in-country, Rissana could offer an attractive farm-out opportunity for new entrants. Chariot is in discussions with parties interested in the Loukos onshore acreage and, whilst this is not a core area of focus, the Company is assessing its next steps for this licence. The strategy for Chariot's Moroccan portfolio is to identify partners to collaborate, secure funding and progress each asset. Commercial fundamentals in Morocco are helped by strong market demand and attractive fiscal terms, and domestic gas has strategic value.

Further Portfolio Expansion

Chariot also has a new venture pipeline that covers a range of production, development and exploration opportunities in Africa. The focus for portfolio expansion is on highly prospective basins, projects with low entry costs and available financing options, and overlooked assets where Chariot can look to leverage its network and experience. The Company is still progressing its multi-billion-barrel opportunity in Namibia where it currently holds a ten percent back in right in its previously operated 2714 A&B blocks. This process has been delayed but management is encouraged by the progress made to date and, whilst there is no certainty that the target acreage will be secured, further updates will be provided as required.

Renewable Power

Chariot's Renewable Power business is creating two future revenue streams from power generation and electricity trading and, having closed material financing transactions at the subsidiary level over the past months, now holds material stakes in both trading and generation assets in South Africa.

Trading

Chariot Generation and Trading Pty Limited (a subsidiary held between Chariot and its strategic equity partner Mahlako A Phahla Financial Services ("**Mahlako**")), holds a 34 per cent. economic interest in Etana Energy (Pty) Limited ("**Etana**"), its electricity trading business in South Africa. Etana is focused on providing competitive, sustainable end-to-end energy solutions through the connecting of power generation projects to commercial and industrial users by wheeling electricity across South Africa's national grid. This is a highly scalable business model and Etana will be supplying competitively priced, cleaner power to some of the country's largest commercial and industrial users. Etana is now fully financed having secured US\$175 million in guarantee finance and equity investments from major institutions including British International Investment plc, GuarantCo Ltd. and Norfund. Further, Etana now has four renewable projects with a generation portfolio of nearly 300MW direct offtake under construction.

Generation

Chariot's involvement in Etana also unlocks the Company's direct equity participation in several significant renewable generation projects in South Africa which will provide an important second revenue stream. As announced in December, Chariot now holds a material stake in two wind farms, which are expected to produce 190MW alongside Acciona Energia (lead sponsor) and H1 Holdings, and this power generation is directly linked into the offtake customers as part of Etana's wheeling capacity. This was supported by a significant financing which totalled circa US\$100 million net to Chariot's share of the projects and was completed at the subsidiary level alongside Mahlako, Standard Bank and Investec which indicated further institutional support for the business.

Partnership with ACWA

As announced in October 2025, Chariot has signed a memorandum of understanding with ACWA, one of the world's largest renewable energy companies, to explore the creation of a southern African sustainable energy business. The partnership is aiming to develop, own and operate assets across renewable energy, battery storage and gas-to-power, with the energy generated sold to national grids, corporate customers and energy traders, emulating the Etana business model.

Other projects

Chariot continues to work across its onsite renewable energy projects to supply into mining operations and also on Project Nour its green hydrogen asset in Mauritania which it is co-developing in partnership with TEH2 (80 per cent. owned by TotalEnergies and 20 per cent. owned by the EREN Groupe S.A.).

Looking forward

Securing this economic exposure offshore Angola represents the first step in the transformation of Chariot's upstream business. Anticipated cashflows resulting from the Transaction would help underpin the implementation of future growth plans. The Chariot team is also building out a leading platform across Renewable Power, with recent transactions underpinning both the valuation and foundations for future growth. Fundamentally, management is focused on creating material value both now and over the long term and the forward-looking plan, as outlined in 2025, is to demerge and split the Group. Both these entities are now well geared for growth and management is actively working on the best way to deliver maximum value and monetise these businesses.

Use of Proceeds

The net proceeds of the issue of the Placing and the Subscription are expected to be used to:

Part finance the acquisition of the working interest	US\$12.0 million (£8.8 million)
Cover the costs involved with the Transaction	US\$4.0 million (£3.0 million)
Provide additional corporate working capital	US\$4.0 million (£3.0 million)

Total **US\$20.0 million (£14.8 million)**

Any funds raised though the Open Offer, and any other funds received by way of the Fundraising that are not used to part finance the acquisition of the working interest, will be used to supplement the Group's working capital. As at 31 December 2025, the unaudited cash balance of the Company was US\$1.2 million. Combined with the funds raised and the potential monetisation of the renewables business the Company forecasts sufficient working capital to reach first cashflows from the Transaction.

2 The Issue Price and the Placing

The Issue Price of 1.4 pence per New Ordinary Share represents a discount of approximately 13.8 per cent. to the closing mid-market price of 1.625 pence per Ordinary Share on 18 February 2026, being the last trading day immediately preceding the date of the announcement of the Fundraising.

In structuring the Fundraising, the Directors have had regard, among other things, to the current market conditions, the level of the Company's share price and the importance of pre-emption rights to Shareholders.

After considering these factors, the Directors have concluded that the structure of the Fundraising is the most suitable option available to the Company and its Shareholders. In particular, the Directors have concluded that the Open Offer component of the Fundraising provides an opportunity for all Qualifying Shareholders to participate by subscribing for Open Offer Shares *pro rata* to their current holding of Ordinary Shares and to have the opportunity to request Ordinary Shares in excess of their *pro rata* holding as an Excess Entitlement, to be allocated at the discretion of the Directors.

The Company has entered into a Placing and Open Offer Agreement, further details of which can be found in paragraph 5 of Part 5 of this document.

Pursuant to the Placing, Placing Shares have been conditionally placed with certain institutional and other investors, subject to the passing of the Resolutions at the General Meeting and the Placing and Open Offer Agreement not having been terminated in accordance with its terms.

In addition, the Company will issue Placing Warrants to Placees on the basis of one Placing Warrant for every New Ordinary Share issued and subject to the terms of the Warrant Instrument. Further details of the Warrants and the Warrant Instrument are set out in paragraph 5 of Part 5.

The Board is, as always, mindful that unexpected events, including operational outcomes or events outside the Board's control, may result in the proceeds of the Fundraising being deployed in a differing manner to that set out above or on a differing timescale to that currently envisaged.

3 Subscription

The Subscribers have subscribed for New Ordinary Shares at the Issue Price pursuant to the Subscription on the terms of the Subscription Agreements.

As part of the Subscription, Adonis Pouroulis, Andrew Hockey, Julian Maurice-Williams and Duncan Wallace, each being a Director of the Company, have conditionally subscribed for, in aggregate, 133,703,701 New Ordinary Shares.

In addition, the Company will issue Subscription Warrants to Subscribers on the basis of one Subscription Warrant for every New Ordinary Share issued and subject to the terms of the Warrant Instrument. Further details of the Warrants and the Warrant Instrument are set out in paragraph 5 of Part 5.

The Subscription is conditional on the Placing becoming unconditional, the passing of the Resolutions at the General Meeting and the Placing and Open Offer Agreement not having been terminated in accordance with its terms.

In accordance with the Company's Non-Executive Directors' Restricted Share Unit Plan, and subject to Admission of his Subscription Shares, Andrew Hockey will receive a matching share award which would vest in equal instalments over the three years following Admission.

4 Principal Terms of the Open Offer

The Company is offering Qualifying Shareholders the opportunity to subscribe for Open Offer Shares on a pre-emptive basis by launching the Open Offer to issue up to 225,449,336 New Ordinary Shares to Qualifying Shareholders at the Issue Price.

In addition, the Company will issue Open Offer Warrants to Qualifying Shareholders who are issued Open Offer Shares on the basis of one Open Offer Warrant for every New Ordinary Share issued and subject to the terms of the Warrant Instrument. Further details of the Warrants and the Warrant Instrument are set out in paragraph 5 of Part 5.

The Open Offer is conditional on the passing of the Resolutions at the General Meeting, the Placing becoming unconditional and the Placing and Open Offer Agreement becoming unconditional in all respects.

Basic Entitlement

On and subject to the terms and conditions of the Open Offer, the Company invites Qualifying Shareholders to apply for their Basic Entitlement of Open Offer Shares at the Issue Price. Each Qualifying Shareholder's Basic Entitlement has been calculated on the following basis:

1 Open Offer Share for every 7 Existing Ordinary Shares

held at 6.30 p.m. on the Record Date, being 19 February 2026. Basic Entitlements will be rounded down to the nearest whole number of Ordinary Shares.

Excess Entitlement

Qualifying Shareholders are also invited to apply for additional Open Offer Shares (up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer) as an Excess Entitlement. The Excess Entitlement will be allocated at the full discretion of the Directors. Any Open Offer Shares not issued to a Qualifying Shareholder pursuant to their Basic Entitlement will be apportioned between those Qualifying Shareholders who have applied for an Excess Entitlement at the discretion of the Directors. If excess applications are received for more than the total number of Open Offer Shares available following take-up of Open Offer Entitlements, such applications will be scaled back in such manner as the Directors may determine in their absolute discretion. Therefore, excess applications may not be satisfied in full.

No Qualifying Shareholder shall be required to subscribe for more Open Offer Shares than he has specified on the Application Form or through CREST. Qualifying Shareholders who hold fewer than 7 Ordinary Shares at the Record Date will not be able to apply under the Excess Application Facility.

Open Offer Warrants

The Company will issue Open Offer Warrants to Qualifying Shareholders on the basis of one Open Offer Warrant for every Open Offer Share issued to them. The Company may issue Open Offer Warrants over up to a maximum of 225,449,336 Ordinary Shares under the Open Offer.

Holders of the Open Offer Warrants may exercise the Open Offer Warrants during the Warrant Exercise Period at the Warrant Exercise Price and subject to the terms of the Warrant Instrument. Further details of the Warrants and the Warrant Instrument are set out in paragraph 5 of Part 5.

Overseas Shareholders

Neither the Open Offer Shares, the Open Offer Warrants, the Open Offer Entitlements nor the Excess Entitlements have been, nor are they intended to be, registered or qualified for sale in any Restricted Jurisdiction. Accordingly, unless otherwise determined by the Company and effected by the Company in a lawful manner, the Application Form will not be sent to Existing Shareholders with registered addresses in any Restricted Jurisdiction since to do so would require compliance with the relevant securities laws of that jurisdiction. The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares which appears to the Company or its agents or professional advisers to have been executed, effected or dispatched in a manner which may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents or professional advisers believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of share or warrant certificates, or in the case of a credit in CREST, to a CREST member whose registered address would be, in a Restricted Jurisdiction.

Neither the Open Offer Shares, the Open Offer Warrants, the Open Offer Entitlements nor the Excess Entitlements are available in the United States.

Notwithstanding the foregoing and any other provision of the Circular or the Application Form, the Company reserves the right to permit any Qualifying Shareholder to apply for Open Offer Shares if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Part 3 of this Circular, together with the accompanying Application Form in the case of Qualifying Non-CREST Shareholders, contains the terms and conditions of the Open Offer.

If a Qualifying Shareholder does not wish to apply for Open Offer Shares, he should not complete or return the Application Form or send a USE message through CREST. In addition to being diluted as a result of the Placing and Subscription, Shareholders who do not take up their full entitlement of Open Offer Shares may be further diluted as a result of the Open Offer.

5 Warrant Instrument and the Warrants

The Company constituted a Warrant Instrument pursuant to which, subject to and conditional on Admission and the passing of the Resolutions, the Company shall grant Warrants to Placees, Subscribers and Qualifying Shareholders who are issued Open Offer Shares, to subscribe for, in aggregate, up to 1,357,724,469 Ordinary Shares during the Warrant Exercise Period at the Warrant Exercise Price.

Upon exercise of the Warrants, the resulting new Ordinary Shares will be subject to the Company's articles of incorporation, be credited as fully paid and will rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

None of the Warrants will be admitted to trading on AIM or any other stock exchange.

Further details of the Warrant Instrument and the Warrants are set out in paragraph 5 of Part 5.

6 Working Capital

The Company is of the opinion that, taking into account the net proceeds of the Fundraising, the working capital available to the Group will be sufficient for the Group's present requirements, that is, for at least the next 12 months following the date of Admission.

7 Risk Factors and Additional Information

The attention of Shareholders is drawn to the risk factors set out in Part 2 of this document, and the information contained in Parts 3, 4 and 5 of this document which provide additional information on the Open Offer and the Company.

8 General Meeting

The Board is seeking the approval of Shareholders at the General Meeting for the Transaction and to allot the New Ordinary Shares and grant the Warrants.

The Notice of GM, which is to be held at the offices of Haynes and Boone CDG LLP, Alder Castle, 10 Noble Street, London, EC2V 7JX at 11.00 a.m. GMT on 11 March 2026, is set out at Part 6 of this document. At the General Meeting, the following Resolutions will be proposed:

- 1 Resolution 1, which is an ordinary resolution to approve the Transaction and any connected transaction;
- 2 Resolution 2, which is an ordinary resolution to authorise the Directors to allot, or enter into agreements to allot, relevant securities up to an aggregate nominal amount of £27,154,489.38 being equal to 2,715,448,938 new Ordinary Shares (i.e. the maximum number of Ordinary Shares that may be allotted pursuant to or in connection with the Fundraising and exercise of the Warrants); and
- 3 Resolution 3, which is conditional on the passing of Resolution 2 and is a special resolution to authorise the Directors to allot, or enter into agreements to allot, equity securities up to an aggregate nominal amount of £27,154,489.38 (i.e. the maximum number of Ordinary Shares that may be allotted pursuant to or in connection with the Fundraising and exercise of the Warrants) on a non-pre-emptive basis.

The authorities to be granted pursuant to the Resolutions shall expire on the date falling 12 months from the date they are passed (unless renewed, varied or revoked by the Company prior to or on that date by special resolution) and are in addition to the authorities granted at the Company's last annual general meeting.

9 Action to be Taken

General Meeting

Shareholders are urged to complete and return the enclosed Form of Proxy as soon as possible.

To be valid, a Form of Proxy should be completed, signed and returned so as to be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible, but in any event so as to be received not later than 11.00 a.m. on 9 March 2026. Please refer to the detailed notes contained in the Notice of GM and the Form of Proxy.

Open Offer

Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares must complete the Application Form enclosed with this document in accordance with the instructions set out in paragraph 3 of Part 3 of the Circular and on the accompanying Application Form and return it with the appropriate payment to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to arrive no later than 11.00 a.m. on 9 March 2026.

If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form or send a USE message through CREST. Shareholders are nevertheless requested to complete and return the Form of Proxy.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 3 of Part 3 of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 5 of Part 3 of this document by no later than 11.00 a.m. on 9 March 2026.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

10 Irrevocable Undertakings

The Company has received irrevocable undertakings to vote in favour of the Resolutions from Directors who hold, in aggregate, 148,525,141 Ordinary Shares, representing approximately 9.4 per cent. of the Existing Ordinary Shares.

Accordingly, the Company is in receipt of irrevocable undertakings to vote in favour of the Resolutions in respect of 148,525,141 Ordinary Shares representing in aggregate 9.4 per cent. of the Existing Ordinary Shares.

11 Recommendation

The Directors believe that the Transaction, the Fundraising, the grant of the Warrants and the passing of the Resolutions are in the best interests of the Company and Shareholders, taken as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions, as those Directors who hold Ordinary Shares will do in respect of their Ordinary Shares in the Company, representing approximately 9.4 per cent. of the Existing Ordinary Shares.

The Transaction, the Fundraising and the grant of the Warrants are each conditional, *inter alia*, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, neither the Transaction, the Placing, the Subscription, the Open Offer nor the grant of the Warrants will proceed.

Yours faithfully

Andrew Hockey

Non-Executive Chairman

PART 2

RISK FACTORS

An investment in Ordinary Shares involves a high degree of risk. Accordingly, prospective investors and Shareholders should carefully consider the risks set out below before making a decision to invest in the Company. The investment offered in this document may not be suitable for all of its recipients. Potential investors and Shareholders are accordingly advised to consult a professional adviser authorised under FSMA, who specialises in advising on the acquisition of shares and other securities, before making any investment decision. A prospective investor should consider carefully whether an investment in the Company is suitable in light of his or her personal circumstances and the financial resources available to him or her.

Prospective investors and Shareholders should carefully consider the risks described below before making a decision to invest in the Company. This Part 2 contains what the Directors believe to be the principal risk factors associated with an investment in the Company. However, the risks listed do not purport to be an exhaustive summary of the risks affecting the Group and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors or which the Directors deem immaterial may also have an adverse effect on the Group. In particular, the Company's performance may be affected by changes in market or economic conditions and in legal, regulatory and tax requirements.

If any of the following risks were to materialise, the Group's business, financial condition, results or future operations could be materially adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of his or her investment.

This document contains forward-looking statements that involve risks and uncertainties. The Group's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Group which are described below and elsewhere in this document. Prospective investors and Shareholders should carefully consider the other information in this document.

There can be no certainty that the Group will be able to successfully implement its strategy.

1 Risks relating to the Transaction

The Transaction might not complete

The Company intends to provide funding to Etu Energias in connection with the Acquisition. To effect the Acquisition, Etu Energias must enter into a conditional SPA. In the event that the SPA is not entered into, the Acquisition will not proceed. The SPA, once entered into, will still be subject to certain conditions, including regulatory approvals which, if not satisfied on a timely basis or (where applicable) waived, may then lead to the SPA being terminated in accordance with its terms.

Upon signing the SPA, Etu Energias will pay a \$12 million deposit, funded by the Company through the Fundraising ("**Deposit**"). In the event that the SPA is terminated or the Acquisition does not otherwise proceed, the Deposit may, depending on the reason for termination, be paid into a secured bank account and subsequently be repaid to the Company. In certain very unlikely circumstances, however, the Deposit may not be repaid to Etu Energias and this in turn would mean that Chariot would not be repaid the Deposit notwithstanding termination of the SPA. Should the Acquisition not proceed and the Deposit not be repaid, this could have a material adverse effect on the Group's business, results of operations and/or financial condition.

Timing of completion of the SPA will impact the economic benefit of the interest

The base consideration payable by Etu Energias in respect of the Acquisition is US\$195 million, with an economic effective date of 1 January 2025. A deposit payment of US\$12 million in cash is payable on signature of the SPA to be entered into by Etu Energias and the balance, which is net of working capital and interim period adjustments between the economic effective date and date of closing of the Transaction, is to be paid at completion. Contingent payments of up to US\$115 million which relate primarily to Brent

crude oil pricing exceeding thresholds between 2026 and 2028 and production milestones that relate to the PKBB discovery may also become payable.

In order for the Company to be exposed to the economics associated with material production from the working interest to be acquired equivalent to up to circa 4,000 bopd, the Company intends to provide \$12 million in cash to Etu Energias as well as financing related transaction costs. This funding will be repayable from future cashflows. Shell Trading will be providing the Shell Facilities of up to \$170 million, with the size of the Shell Facilities adjusted for interim adjustments relative to the final consideration at close of the SPA, in return for future offtake barrels from the arrangement. The purchase price payable at completion of the SPA will therefore be adjusted up or down, as appropriate, to reflect revenues received and costs incurred during the period from the economic date to completion of the Acquisition.

The funding provided by Chariot will be repayable from future cashflows from the asset, after servicing the Shell Facilities. Once the funding provided by Chariot has been repaid, Chariot will subsequently share future cashflows with Etu Energias equivalent to up to 4,000 bopd. There can however be no guarantee that the future cashflows will be sufficient to repay the funding provided by Chariot or service the Shell Facilities, which could have a material adverse effect on the Group's business, results of operations and/or financial condition.

Under the Shell Facilities certain covenants must be satisfied prior to cash distributions. In the event that such covenants are not satisfied, the Company may not receive cash distributions which could have a material adverse effect on the Group's business, results of operations and/or financial condition.

Non-operated risk

The Group will be exposed to economics associated with material production from the working interest to be acquired by Etu Energias pursuant to the Acquisition. The Company cannot control decisions made in respect of the underlying asset. The Company's receipt of cashflows derived from the asset will be dependent on the operator to conduct operations efficiently, safely and in compliance with applicable laws and regulations. Decisions regarding development, production, capital expenditure, operating expenditure and abandonment will be made by the operator or by the joint venture participants collectively, and the Company may not be able to prevent decisions being made that are contrary to the Company's preferred strategy or interests. Should the operator or any other party take a course of action that could result in unplanned material costs, or should there be any mismanagement of the project by the operator, this may have a material impact on the Group's available cashflows which in turn could have a material adverse effect on the Group's business, results of operations and/or financial condition.

Due diligence

The Company has carried out detailed due diligence in connection with the Transaction. This may not, however, have revealed all defects in the physical condition or ownership of the assets. There is no guarantee that the Company will be able to recover all or a substantial proportion of any losses suffered. If the assets do not perform as expected, this could adversely impact the Enlarged Group's ability to implement its business plan or realise the anticipated benefits of the Transaction.

2 Risks relating to the Ordinary Shares and the Fundraising

Investment risk

An investment in a share which is traded on AIM, such as the Ordinary Shares, may be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend on there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise their investment in the Company and they may lose all of their investment.

Investors should be aware that the market price of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore be unable to recover their original investment and could lose their entire investment. This volatility could be attributable to various facts and events, including the availability of information for determining the market value of an investment in the Company, any regulatory or economic changes affecting the Group's operations, variations in the Group's operating results, developments in the Group's business or its competitors, or changes in market sentiment towards the Ordinary Shares. In

addition, the Group's operating results and prospects from time to time may be below the expectations of market analysts and investors.

Market conditions may affect the Ordinary Shares regardless of the Group's operating performance or the overall performance of the sector in which the Group operates. Share market conditions are affected by many factors, including general economic outlook, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand and supply for capital. Accordingly, the market price of the Ordinary Shares may not reflect the underlying value of the Group's net assets, or its trading performance and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Group while others of which may be outside the Group's control.

If the Group's revenues do not grow, or grow more slowly than anticipated, or if its operating or capital expenditures exceed expectations and cannot be adjusted sufficiently, the market price of its Ordinary Shares may decline. In addition, if the market for the securities of companies in the same sector or the stock market in general experiences a loss in investor confidence or otherwise falls, the market price of the Ordinary Shares may fall for reasons unrelated to the Group's business, results of operations or financial condition. Therefore, investors might be unable to resell their Ordinary Shares at or above the Issue Price.

Future need for access to capital and dilution

The Group may need to raise further funds to carry out the implementation of its business plan.

Any additional equity financing may be dilutive to Shareholders, and project or debt financing, if available, may involve restrictions in on-going financing and operating activities. In addition, there can be no assurance that the Group will be able to raise additional funds when needed or that such funds will be available on terms favourable to it. If the Group is unable to obtain additional financing as needed it may be required to reduce the scope of its operations or anticipated expansion and/or cease trading.

Shareholders may also be substantially diluted by the exercise of the Warrants over the course of the three years following Admission, in particular if they do not participate in the Open Offer.

Investment in publicly traded securities

Investment in securities traded on AIM is perceived to involve a higher degree of risk and be less liquid than investment in companies whose securities are listed on the "Official List" of the FCA in the UK and traded on the London Stock Exchange's main market for listed securities. An investment in the Ordinary Shares traded on AIM may be difficult to realise. AIM has been in existence since 1995 and is a market designed for small and growing companies, but its future success and liquidity as a market for Ordinary Shares cannot be guaranteed.

Potentially volatile share price and liquidity

The share prices of companies traded on AIM can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are traded and the price at which investors may realise their investment in the Company may be influenced by a significant number of factors, some specific to the Group and its operations and some which affect quoted companies generally.

These factors could include the performance of the Group, large purchases or sales of Ordinary Shares, legislative changes and general economic, political or regulatory conditions.

Conditional nature of the Fundraising and Fundraising not underwritten

The Fundraising is conditional and there is no guarantee that the conditions of any element of the Fundraising will be satisfied. The Fundraising is not underwritten. If any element of the Fundraising does not proceed then the Company will not receive the proceeds in respect of that element of the Fundraising.

3 General Risks

Economic conditions and current economic weakness

Any economic downturn either globally or locally in any area in which the Group operates may have an adverse effect on the Group. A more prolonged economic downturn may lead to an overall decline in the value of the Group's assets, restricting the Group's ability to deliver on its strategy.

The current level of market risk is relatively high given geo-political unrest and a slowdown in the growth of emerging economies. If economic conditions remain uncertain, the Group might see lower levels of growth than in the past, which could have an adverse impact on the Group's operations and business results.

Changes in tax laws or their interpretation could affect the Group's financial condition or prospects

The nature and amount of tax which the Group expects to pay and the reliefs expected to be available to the Group are each dependent upon a number of assumptions, any one of which may change and which would, if so changed, affect the nature and amount of tax payable and reliefs available. In particular, the nature and amount of tax payable is dependent on the availability of relief under tax treaties in a number of jurisdictions and is subject to changes to the tax laws or practice in any of the jurisdictions affecting the Group. Any limitation in the availability of relief under these treaties, any change in the terms of any such treaty or any changes in tax law, interpretation or practice could increase the amount of tax payable by the Group.

Future political conditions in the UK may result in the government adopting materially different taxation policies which could affect the petroleum industry. In the event that there are any such changes, it could lead to new investments being less attractive, prevent the Group from achieving further growth, or affect the Group's current and future tax position and financial condition. In addition, tax authorities could challenge the Group's filed tax returns leading to additional taxes and tax penalties; the UK tax authorities may under certain conditions change a tax payer's tax assessment up to twenty years after the tax year.

Force majeure

The economics of the Group's projects may be adversely affected by risks outside the control of the Group, including labour unrest, civil disorder, war, subversive activities, sabotage, fires, floods, acts of God, explosions or other catastrophes or epidemics.

Currency fluctuations could materially adversely affect the Group's results

As the Group's potential future revenue streams may come from abroad, exchange rate fluctuations could have a material adverse effect on the Group's profitability or the price competitiveness of its products. There can be no guarantee that the Group would be able to compensate for, or hedge against, such adverse effects and therefore, adverse exchange rate movements could have a material adverse effect on the Group's business, results of operations and/or financial condition.

Foreign exchange

The cash raised in the Fundraising will be denominated in sterling, whilst it is expected that the majority of the Group's financial obligations will be denominated in United States dollars. This may result in additions to the Group's reported costs. The Group may not engage in foreign exchange hedging to minimise such exchange rate risk.

4 Risks related to the oil and gas industry

Oil pricing and demand

The global oil market is characterised by significant price volatility and the extent to which oil from Etu Energias' interest can be commercially exploited following completion of the Acquisition will depend upon prevailing international oil prices and whether commercial agreements for sale and delivery of crude oil volumes can be executed at competitive prices.

The price of and demand for oil is highly dependent on a number of factors, including worldwide supply and demand levels, the production and pricing decisions of other major oil-producing nations, geopolitical tensions in oil-producing regions, energy policies, refining capacity, the availability and cost of transportation, global economic and political developments, currency exchange rates and the volatile trading patterns of the commodity futures markets. Oil prices have fluctuated widely in recent years and may continue to do so in the future. Lower oil prices will adversely affect the Group's future cashflow, revenues, business or financial condition and the future valuation of its reserves. In periods of sharply lower oil prices, future production may be deferred due to lower cash flows. In addition, the demand for and supply of oil worldwide may affect the level of future production.

Gas pricing and demand

The natural gas market in Morocco is developing and the extent to which gas from the Anchois gas development can be marketed by the Chariot and ONHYM Partnership may depend upon its ability to execute commercial agreements for sale and delivery of natural gas volumes at competitive prices, access infrastructure and provide economic alternatives to existing and planned energy sources. Whilst appraisal and subsequent development will lead to construction of infrastructure to initially serve the domestic Moroccan market, the ability of the Partnership to grow its production and supply beyond Morocco may depend on its ability to access to certain other key infrastructure such as the Mahgreb-Europe Gas pipeline (GME) which are owned by third parties. Localized competition for industrial contracts with other gas producers and alternative power sources such as solar and hybrid power could adversely impact pricing and future profits.

The price of and demand for gas is highly dependent on a number of factors, including worldwide supply and demand levels, energy policies, weather, competitiveness of alternative energy sources, global economic and political developments and the volatile trading patterns of the commodity futures markets. Gas prices have fluctuated widely in recent years and may continue to do so in the future. Lower gas prices will adversely affect the Group's future revenues, business or financial condition and the future valuation of its reserves. In periods of sharply lower commodity prices, the Group may curtail future production and capital spending projects and may defer or delay drilling wells because of lower cash flows. In addition, the demand for and supply of gas worldwide may affect the Group's level of future production.

The exploration for, development and production of, oil, gas and other natural resources is technically challenging and involves a high degree of risk

The operations of the Group may be disrupted by a variety of risks and hazards which are beyond the control of the Group, including environmental hazards, industrial accidents, occupational and health hazards, technical failures, labour disputes, political unrest and conflicts, unusual or unexpected geological formations, flooding, earthquake and extended interruptions due to inclement or hazardous weather conditions, explosions and other accidents. Offshore operations carry particular risks including severe weather and sea conditions, the risk of oil spills and the complexity and cost of deploying and maintaining offshore drilling and production equipment. These risks and hazards could also result in damage to, or destruction of wells or production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. Given the Group's focus on growth, its projects may require the construction and commissioning of production facilities and other forms of infrastructure for the Group to realise their full potential. Delays in the construction and commissioning of these projects or other technical difficulties may result in the Group's current or future projected target dates for production being delayed or further capital expenditure being required. If the Group fails to meet its work and/or expenditure obligations, the rights granted under its licences/agreement with the relevant governments may be forfeited and the Group may be liable to pay large sums, which could jeopardise its ability to continue operations.

While the Group maintains insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Group will be able to obtain such insurance coverage at reasonable rates (or at all) or that any coverage it obtains will be adequate and available to cover any such claims.

Environmental regulation in relation to oil and natural gas

Oil remains a significant source of global energy demand and is a critical component of the Angolan economy. However, global initiatives to reduce carbon emissions, the accelerating transition to renewable

and alternative energy sources and potential changes to Angolan legislation or fiscal terms in response to climate-related pressures may adversely impact the long-term viability of oil projects, investor appetite for oil assets and the availability of financing for hydrocarbon developments. Any such developments could have a material adverse effect on the value of the Group's cashflows, business, financial condition and results of operations.

Natural gas is seen as a transitional energy fuel due to its lower carbon intensity when compared with coal and heavy fuel oils and the Anchois gas development has gained support from The Kingdom of Morocco to help meet its key national strategy of industrial development, the decarbonisation of its economy, diversification of the energy mix and the reduction of its dependence on imported fuels. Changes to current domestic Moroccan legislation as well as broader global initiatives leading to stricter targets on carbon emissions and faster uptake of alternative lower carbon energy sources may adversely impact on the viability of gas projects.

Exploration and drilling for hydrocarbons is speculative

Whilst development of Anchois is a key focus of the Group, further exploration and appraisal drilling activities may be undertaken. Drilling is speculative and may be unprofitable. The Group may not identify commercially exploitable deposits or successfully drill, complete or develop hydrocarbon reserves. Completed wells may never produce hydrocarbons, or may not produce sufficient quantities to be profitable or commercially viable. The Group may not be able to access funding required to undertake future development of reserves. An investment in the New Ordinary Shares is suitable only for individuals who are financially able to withstand a complete loss of their investment.

Estimates

This document contains estimates of reserves and resources. These estimates are based upon various assumptions and the process of estimating resources is complex. This process requires significant decisions and assumptions in the evaluation of available geological, geophysical, engineering and economic data for each reservoir and is therefore inherently imprecise.

Actual future production, oil and natural gas prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable gas reserves will most likely vary from those estimated. Any significant variance could materially affect the estimated quantities and present value of resources set forth in this document. The Group's properties may also be susceptible to hydrocarbon drainage from production by other operators on adjacent properties. In addition, the Group may adjust estimates of resources to reflect production history, results of exploration and development, prevailing oil and natural gas and resources prices and other factors, many of which are beyond its control.

Competition

The oil and gas industry is very competitive and the Group will face competition in the countries within which it will conduct its activities. Some of the Group's competitors have access to greater financial and technical resources which may convey to them a competitive advantage. In particular, oil operations offshore Angola are in direct competition with major international oil companies with significant resources in offshore exploration and production. As a result, the Group may not be able to gain access to future growth opportunities.

The oil and gas industry is characterised by rapid and significant technological advancements, and the Group may not be able to keep pace

As competitors use or develop new technologies, the Group may be placed at a competitive disadvantage over time or may be forced by competitive pressures to implement those new technologies at substantial cost. The Group may not be able to respond to these competitive pressures or implement new technologies on a timely basis or at an acceptable cost. Further, one or more of the technologies used by the Group now or in the future may become obsolete. In addition, new technology implemented by the Group may have unanticipated or unforeseen adverse consequences, either to its business or the industry as a whole.

5 Country specific risks

Economic and political

The Group's current and proposed interests are in Angola, Morocco, Mauritania, South Africa, Zambia, Namibia and Zimbabwe, where there may be a number of associated risks over which the Group will have no, or limited, control. These may include contract renegotiation, contract cancellation, economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of laws affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing and petroleum export licensing and export duties as well as government control over domestic oil and gas pricing.

Angola

Operations in Angola may be subject to political, economic and other uncertainties, including terrorism, military repression, war, piracy, civil unrest, natural disasters, changes in law or energy policy, nationalisation or expropriation, foreign exchange restrictions, currency instability, inflation and modifications to contractual rights.

Angola's political and governance environment presents a number of risks that could adversely affect the Group's operations, financial performance, or strategic objectives. Angola continues to experience heightened political tension, driven by economic pressures, public dissatisfaction, and constraints on civil liberties. Recent years have seen frequent protests, often linked to rising living costs, subsidy reforms, and perceived government inaction. Any escalation in civil unrest could disrupt business operations, supply chains or workforce mobility. Corruption remains a significant structural challenge within Angola's public sector. Despite ongoing reform efforts, multiple high-profile corruption cases have emerged in recent years.

Angola's regulatory environment is subject to frequent policy adjustments, often implemented with limited consultation or notice. Changes in taxation, licensing, foreign exchange controls, or sector-specific regulations may materially affect the Group's cost base, operating model, or ability to repatriate funds.

Legal

Morocco, Mauritania, South Africa, Zambia, Namibia, Zimbabwe, Angola and other jurisdictions in which the Group might operate in the future may have less developed legal systems than more established economies which could result in risks such as (i) effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute, being more difficult to obtain; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or (v) relative inexperience of the judiciary and courts in such matters. In certain jurisdictions, the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to the Group's licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that production sharing agreements, joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

6 Risks related to the Group

Early stage operations in Upstream Oil & Gas

The Group's Moroccan gas operations are at an early stage of development and future success will depend on the Directors' ability to successfully manage and exploit the Group's current asset portfolio and to take advantage of further opportunities which may arise. There can be no guarantee that the Group can or will be able to, or that it will be commercially advantageous for the Group to, develop the blocks in which the Group currently holds an interest.

Further, the Group currently has no gas assets producing positive cash flow and its ultimate success will depend on the Directors' ability to implement their strategy for the Group. Whilst the Directors are optimistic

about the Group's prospects, there is no certainty that sustainable revenue streams and sustainable profitability will be achieved. The Group will not generate any material income until production has successfully commenced or producing assets have been acquired and in the meantime the Group will continue to expend its cash reserves and may, in due course, need to raise debt or additional equity capital.

The Group's estimates of future cash operating costs are based on operating history and related field information. The Group has used this operating history, together with recent analysis as the basis for estimates of future production and future cash operating costs. For early stage projects, estimates of proven and probable reserves and cash operating costs are, to a large extent, based upon the interpretation of geological data and feasibility studies which derive estimates of cash operating costs based upon anticipated recoveries, expected recovery rates, comparable facility and equipment operating costs, anticipated environmental and climatic conditions and other factors. As a result, it is possible that actual cash operating costs and economic returns may differ materially from those estimated.

Oil producing asset

Following completion of the Transaction, the Company will have an economic exposure to a producing asset with established infrastructure and ongoing cash flows. However, the future success of these assets will depend on a number of factors, including the ability to maintain production levels from mature fields, the performance of existing wells and infrastructure and the successful execution of programmes to sustain or increase production. There can be no guarantee that the production will be maintained or increased, or that such production will generate the anticipated economic returns.

The asset to which the Transaction relates is subject to natural production decline. Estimates of future production levels, operating costs and reserves are based on available data and involve significant assumptions. Actual production, oil prices, revenues, taxes, development and operating expenditures and quantities of recoverable reserves may vary materially from those estimated. Any significant variance could adversely affect cash flows received by the Group and therefore its financial condition and results of operations. Additionally, abandonment and decommissioning obligations attach to the assets, and whilst existing provisions are stated to cover such costs, there is a risk that actual decommissioning costs may exceed these provisions.

Renewable Power

The operations of Chariot Renewable Power are still within the early stages of development, and as such there is no certainty of future success, including the long-term viability of the business strategy, or the ability to continue to secure commercial contracts on terms that the Group would consider reasonable. The Group also has an ongoing strategic partnership with Total Energies for power to mining projects, and although there is no indication of this partnership ending at this stage, the Group cannot guarantee how long the partnership will last, or that any of the terms of the partnership will not change in the future.

The countries the pipeline of projects are located in and future potential project locations are likely to carry all of the aforementioned geographic, economic, political and legal risks. Whilst the acquisition of political risk insurance is part of the mitigating strategy for development of projects, no assurance can be given that the Group will be able to obtain such insurance coverage at reasonable rates (or at all) or that any coverage it obtains will be adequate and available to cover any such claims. Once a project is signed and into development there is a certain amount of project execution risk involved due to the reliance on third party subcontractors to build and operate the infrastructure. Delays in the construction and commissioning of these projects, as well as ongoing operational or other technical difficulties may result in the Group's current or future projected profits being adversely affected, delayed or further capital expenditure being required.

Green Hydrogen

The Group's green hydrogen project in Mauritania, which is being developed in partnership with TEH2, is very early stage and its long-term success will depend on the demonstration of a market and establishment of demand for green hydrogen as an energy of the future, as well as on cutting edge technology that is still developing. The project is large in its scale and will likely involve multiple commercial partnerships and project finance to construct, hence all the aforementioned challenges of development and project execution apply.

Licences

The licences currently held by the Group and the associated petroleum agreements impose certain obligations on the Group to carry out an agreed work programme. If the Group is unable to deliver on its obligations through lack of funds or as a result of other circumstances the ownership of some or all of the Group's licences may be put at risk. The licences are also valid for a limited period and although renewal of the licences is possible in certain circumstances there is a risk that the licences may not be renewable. Further, there can be no guarantee that the new venture opportunity will be secured or that the new venture opportunity will be secured on terms that are commercially acceptable to the Group.

Dependence on key personnel

The success of the Group, in common with other businesses of a similar size, will be dependent on the expertise and experience of its directors and senior management. The loss of key personnel could harm the business or cause delay in the plans of the Group whilst management time is directed at finding suitable replacements. The future success of the Group is in part dependent upon its ability to identify, attract, motivate and retain staff with the requisite experience. Measures are in place and are under review to reward and retain key individuals and to protect the Group from the impact of staff turnover. However, risks in this area cannot be totally eliminated.

Reliance on third parties

The Group may contract with third parties for commercial evaluation and support, equipment and services. The failure of a third party to perform its obligations and quality could subject the Group to additional costs, delays or abandonment of the projects.

PART 3

TERMS AND CONDITIONS OF THE OPEN OFFER

Introduction

As explained in the letter from the Chairman set out in Part 1 of this document, the Company is proposing to raise up to US\$25.7 million (£19.0 million) less expenses by way of the Fundraising, of which up to US\$4.3 million (£3.2 million) will be raised via the Open Offer at the Issue Price to Qualifying Shareholders.

In addition, the Company will issue Open Offer Warrants to Qualifying Shareholders to whom Open Offer Shares are issued on the basis of one Open Offer Warrant for every Open Offer Share issued to them. Holders of Open Offer Warrants may exercise the Open Offer Warrants during the Warrant Exercise Period at the Warrant Exercise Price in accordance with the terms of the Warrant Instrument.

The purpose of this Part 3 is to set out the terms and conditions of the Open Offer. Up to 225,449,336 Open Offer Shares will be issued through the Open Offer. Qualifying Shareholders are being offered the right to subscribe for Open Offer Shares in accordance with the terms of the Open Offer.

The record date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Non-CREST Shareholders is 6.30 p.m. on 19 February 2026. Application Forms are enclosed with this document for Qualifying Non-CREST Shareholders and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST as soon as possible after 8.00 a.m. on 24 February 2026.

The Excess Application Facility will enable Qualifying Shareholders to apply for Excess Shares. Further details on the Excess Application Facility are set out in paragraph 3.1 of this Part 3 and in Part 4.

The latest time and date for receipt of a completed Application Form and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 9 March 2026 with Admission and commencement of dealings in Open Offer Shares expected to take place at 8.00 a.m. on 12 March 2026.

This document and, for Qualifying Non-CREST Shareholders only, the Application Form contain the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 3 of this Part 3 which gives details of the procedure for application and payment for the Open Offer Shares and any Excess Shares applied for pursuant to the Excess Application Facility.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with the other Ordinary Shares in issue, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

The Open Offer is an opportunity for Qualifying Shareholders to apply for, in aggregate, up to 225,449,336 Open Offer Shares *pro rata* (excepting fractional entitlements) to their current holdings at the Issue Price in accordance with the terms of the Open Offer.

Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Basic Entitlement to the extent that other Qualifying Shareholders do not take up their Basic Entitlement in full. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement as at the Record Date.

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Ordinary Shares prior to the Ex-entitlement Date is advised to consult his stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him/her by the purchasers under the rules of the London Stock Exchange.

1 The Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity under the Open Offer to subscribe for Open Offer Shares at the Issue Price *pro rata* to their holdings, payable in full on application. The Issue Price of 1.4 pence per New Ordinary Share represents a discount of approximately 13.8 per cent. to the closing mid-market price of 1.625 pence per Ordinary Share on 18 February 2026, being the last trading day immediately preceding the date of the announcement of the Fundraising.

Qualifying Shareholders have basic entitlements of:

1 Open Offer Share for every 7 Existing Ordinary Shares

registered in their name on the Record Date. Entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares, with fractional entitlements being aggregated and made available under the Excess Application Facility.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 6) and your Basic Entitlement (in Box 7).

If you are a Qualifying CREST Shareholder, application will be made for your Basic Entitlement and Excess CREST Open Offer Entitlement to be credited to your CREST account. Basic Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts on 24 February 2026. The Existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST. The Open Offer Warrants will also be capable of being settled in CREST, although these will not be admitted to trading on AIM or any other stock exchange. The Company will submit an application for the Open Offer Warrants to be admitted to CREST.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Basic Entitlement in full, to apply for further Open Offer Shares in excess of their Basic Entitlement. Further details in relation to the Excess Application Facility are set out below and in Part 4 of this document and, for Qualifying Non-CREST Shareholders, the Application Form. Qualifying CREST Shareholders will have their Basic Entitlement and Excess CREST Open Offer Entitlement credited to their stock accounts in CREST and should refer to paragraph 3.2 of this Part 3 for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, Open Offer Shares will be scaled back in such manner as the Directors may determine in their absolute discretion.

Please refer to paragraphs 2.1(f) and 2.2(k) of this Part 3 for further details of the Excess Application Facility.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess CREST Open Offer Entitlements will be credited through CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will not be issued by the Company as the Open Offer is not underwritten.

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part 3.

The Open Offer Shares will, when issued and fully paid, rank in full for all dividends and other distributions declared, made or paid after the date of this document and otherwise pari passu in all respects with the Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

Warrants to subscribe for Ordinary Shares

The Company will issue the Open Offer Warrants to Qualifying Shareholders on the basis of one Open Offer Warrant for every Open Offer Share issued to them.

Details of the Warrants and the Warrant Instrument are set out in paragraph 5 of Part 5.

2 Conditions and further terms of the Open Offer

The Open Offer is conditional on Admission of the Open Offer Shares by 12 March 2026 or such later date (being no later than 27 March 2026) as H&P and the Company may agree, the Resolutions being passed and the Placing and Subscription becoming unconditional.

If Admission of the Open Offer Shares does not occur, then all application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares and Open Offer Warrants taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form within five Business Days of Admission.

Open Offer Warrants will be issued to each Qualifying Shareholder in the same form as that Qualifying Shareholder's Open Offer Shares. Accordingly:

- (a) where Open Offer Shares are issued to a Qualifying Shareholder in uncertificated form and credited to a stock account maintained in CREST, the Open Offer Warrants to which such Qualifying Shareholder is entitled will subsequently be credited to the same CREST stock account within four weeks of Admission; and
- (b) where Open Offer Shares are issued to a Qualifying Shareholder in certificated form, warrant certificates in respect of the Open Offer Warrants to which such Qualifying Shareholder is entitled will be despatched to such Qualifying Shareholder (at the Qualifying Shareholder's risk) to the address shown on the register of members (or, in the case of joint holders, to the address of the first-named holder) within four weeks of Admission.

A Qualifying Shareholder who has been issued Open Offer Shares in both certificated and uncertificated form may receive Open Offer Warrants in both forms, corresponding to the form of the relevant Open Offer Shares issued pursuant to that Qualifying Shareholder's entitlements.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Admission is expected to occur at 8.00 a.m. on 12 March 2026, when dealings in the Open Offer Shares are expected to begin. None of the Open Offer Warrants will be admitted to trading on AIM or any other stock exchange.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will notify the London Stock Exchange and make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

3 Procedure for application and payment

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you are sent an Application Form in respect of your Open Offer Entitlement under the Open Offer or your Basic Entitlement and Excess CREST Open Offer Entitlement is credited to your CREST stock account, as detailed below.

Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in certificated form will receive the Application Form, enclosed with this document. The Application Form shows the number of their Existing Ordinary Shares held in certified form at the Record Date. It will also show Qualifying Shareholders their Basic Entitlement that can be issued in certificated form. Qualifying Shareholders who hold all their Existing Ordinary Shares in CREST will be issued Open Offer Shares and Open Offer Warrants in CREST.

Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be issued Open Offer Shares and Open Offer Warrants in uncertificated form to the extent that their entitlement to Open Offer Shares and Open Offer Warrants arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 3.2(f) of this Part 3.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Basic Entitlements and Excess CREST Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Basic Entitlements and Excess CREST Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to apply for Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form or send a USE message through CREST.

3.1 If you are a Qualifying Non-CREST Shareholder and have an Application Form in respect of your Basic Entitlement under the Open Offer

(a) *General*

Subject to paragraph 6 of Part 3 in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 6. It also shows the Basic Entitlement allocated to them set out in Box 7. Entitlements to Open Offer Shares are rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be aggregated and made available under the Excess Application Facility. Box 8 shows how much they would need to pay if they wish to take up their Basic Entitlement in full. Qualifying Non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Basic Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Basic Entitlement should they wish to do so by completing Box 3 on the Application Form. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement at the Record Date. The Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that Excess Applications by Qualifying Shareholders will be met in full or in part or at all.

The instructions and other terms set out in the Application Form, form part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

(b) *Bona fide market claims*

Applications by Qualifying Non-CREST Shareholders to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 5 March 2026. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should contact his broker or other professional adviser authorised under FSMA through whom the sale or purchase was effected as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser(s) or transferee(s).

Qualifying Non-CREST Shareholders who have sold all or part of their registered holding should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however, be forwarded to or transmitted in or into the United States of America or any other Restricted Jurisdiction, nor in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 3.2 below.

(c) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares (whether in respect of all or part of their Basic Entitlement or in addition to their Basic Entitlement under the Excess Application Facility) should complete the Application Form in accordance with the instructions printed on it. Qualifying Non-CREST Shareholders may only apply for Excess Shares if they have agreed to take up their Basic Entitlements in full. The Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Completed Application Forms should be posted to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL or returned by hand (during normal business hours only) to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL (during normal business hours only) so as to be received by MUFG Corporate Markets by no later than 11.00 a.m. on 9 March 2026. The Company reserves the right to treat any application not strictly complying with the terms and conditions of application as nevertheless valid. The Company further reserves the right (but shall not be obliged) to accept either Application Forms or remittances received after 11.00 a.m. on 9 March 2026. Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Multiple applications will not be accepted. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00 a.m. on 9 March 2026; or
- (ii) Applications in respect of which remittances are received before 11.00 a.m. on 9 March 2026 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

All documents and remittances sent by post by, to, from or on behalf of an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk.

(d) *Payments*

All payments must be in pounds sterling and made by cheque made payable to MUFG Corporate Markets Limited RE: Chariot Limited – Open Offer 2026 A/C and crossed "A/C Payee Only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or the British Isles which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the

exception of building society cheques where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque to confirm that the relevant Qualifying Shareholder has title to the underlying funds. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted.

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct MUFG Corporate Markets to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending clearance thereof). No interest will be paid on payments. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents and cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted. If the Open Offer does not become unconditional, no Open Offer Shares or Open Offer Warrants will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

If Open Offer Shares have already been issued to a Qualifying Non-CREST Shareholder and such Qualifying Non-CREST Shareholder's cheque is not honoured upon first presentation or such Qualifying Non-CREST Shareholder's application is subsequently otherwise deemed to be invalid, MUFG Corporate Markets shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares, and any Open Offer Warrants, and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of MUFG Corporate Markets, H&P, the Company or any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-CREST Shareholders.

(e) *Incorrect sums*

If an Application Form encloses a payment for an incorrect sum, the Company through MUFG Corporate Markets reserves the right:

- (i) to reject the application in full and return the cheque or refund the payment to the Qualifying Non-CREST Shareholder in question; or
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the Qualifying Non-CREST Shareholder in question, save that any sums of less than £1 will be retained for the benefit of the Company; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all of the Open Offer Shares referred to in the Application Form, refunding any unutilised sums to the Qualifying Non-CREST Shareholder in question, save that any sums of less than £1 will be retained for the benefit of the Company.

All monies received by MUFG Corporate Markets in respect of Open Offer Shares will be held in a separate non-interest bearing account.

(f) *The Excess Application Facility*

Provided they choose to take up their Basic Entitlement in full, the Excess Application Facility enables a Qualifying Non-CREST Shareholder to apply for Excess Shares. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box 3 of the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Excess Shares will be scaled back in such manner as the Directors may determine in their absolute discretion. No assurance can be given that Excess Applications will be met in full or in part or at all. Qualifying

Non-CREST Shareholders who wish to apply for Excess Shares must complete the Application Form in accordance with the instructions set out on the Application Form.

Should the Open Offer become unconditional and applications for Open Offer Shares exceed 225,449,336 Open Offer Shares, resulting in a scale back of applications, or should the Directors decide at their discretion to scale back the Open Offer for any other reason, each Qualifying Non-CREST Shareholder who has made a valid application for Excess Shares and from whom payment in full for the Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but not allocated to the relevant Qualifying Non-CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk.

Fractions of Excess Shares will not be issued under the Excess Application Facility and fractions of Excess Shares will be rounded down to the nearest whole number.

Qualifying Non-CREST Shareholders who hold fewer than 7 Ordinary Shares at the Record Date will not be able to apply under the Excess Application Facility.

(g) *Effect of application*

All documents and remittances sent by post by, to, from, or on behalf of or to an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk. By completing and delivering an Application Form the applicant:

- (i) represents and warrants to the Company that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or receiving Open Offer Warrants or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (iii) confirms to the Company that in making the application he is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information in relation to the Company contained in this document (including information incorporated by reference);
- (iv) represents and warrants to the Company that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlement;
- (v) represents and warrants to the Company that if he has received some or all of his Basic Entitlement from a person other than the Company he is entitled to apply under the Open Offer in relation to such Basic Entitlement by virtue of a *bona fide* market claim;
- (vi) requests that the Open Offer Shares and Open Offer Warrants to which he will become entitled, be issued to him on the terms set out in this document, the Application Form and the Warrant Instrument (as applicable) and subject to the Company's articles of incorporation;
- (vii) represents and warrants to the Company that he is not, nor is he applying on behalf of any person who is, in or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares, or the issue of Open Offer Warrants, is prevented by law and he is not applying with a view to re-offering, re-selling, taking-up, pledging, transferring, delivering or distributing any of the Open Offer Shares or Open Offer Warrants which are the subject of his application in any Restricted Jurisdiction or to, or for the benefit of a Shareholder who is a citizen or resident or which is a corporation,

partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares or issue of Open Offer Warrants is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer or having Open Offer Warrants issued to such person;

- (viii) represents and warrants to the Company that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (ix) confirms that in making the application he is not relying and has not relied on the Company or any person affiliated with the Company in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or you can contact them on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

(h) *Proxy*

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. However, you are encouraged to vote at the General Meeting by completing and returning the enclosed Form of Proxy.

A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares and Open Offer Warrants to which he is entitled in uncertificated form in CREST. Please see paragraph 3.2(f) below for more information.

3.2 If you have a Basic Entitlement credited to your stock account in CREST in respect of your entitlement under the Open Offer

(a) *General*

Subject to paragraph 6 of Part 3 in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Basic Entitlement equal to the maximum number of Open Offer Shares for which he is entitled to apply under the Open Offer plus the number of Excess Shares for which he is entitled to apply under the Excess CREST Open Offer Entitlement. Entitlements to Open Offer Shares will be rounded down to the nearest whole number. Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 225,449,336 Open Offer Shares, the Excess Entitlement of Qualifying CREST Shareholders will be scaled back in accordance with paragraph (k) below. Any fractional entitlements to Open Offer Shares arising will be aggregated and made available under the Excess Application Facility.

The CREST stock account to be credited will be an account under the Participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the Basic Entitlements and Excess CREST Open Offer Entitlements have been allocated.

If for any reason the Basic Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be

credited by, 5.00 p.m. on 24 February 2026, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Basic Entitlement and Excess CREST Open Offer Entitlement which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive an Application Form.

CREST members who wish to apply to acquire some or all of their entitlements to Basic Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact MUFG Corporate Markets on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Please note that MUFG Corporate Markets cannot provide financial advice on the merits of the Open Offer or as to whether applicants should take up their Basic Entitlements or to apply for Excess CREST Open Offer Entitlements. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market claims*

Each of the Basic Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Basic Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Basic Entitlements and Excess CREST Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Basic Entitlement and Excess CREST Open Offer Entitlements will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) and Excess CREST Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) *Unmatched Stock Event (“USE”) instructions*

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Basic Entitlements and their Excess CREST Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an USE instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of MUFG Corporate Markets under the Participant ID and member account ID specified below, with a number of Basic Entitlements and Excess CREST Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of MUFG Corporate Markets in respect of the amount specified in the USE Instruction which must be the full amount payable on application for the number of Open Offer Shares so applied for.

(d) *Content of USE instruction in respect of Basic Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to MUFG Corporate Markets);
- (ii) the ISIN of the Basic Entitlement. This is GG00BQWPM313;

- (iii) the CREST Participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Basic Entitlements are to be debited;
- (v) the Participant ID of MUFG Corporate Markets in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of MUFG Corporate Markets in its capacity as a CREST receiving agent. This is 22995CHA;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 9 March 2026; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 9 March 2026. In order to assist prompt settlement of the USE Instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 9 March 2026 in order to be valid is 11.00 a.m. on that day. In the event that the Placing, Subscription and Open Offer do not become unconditional by 8.00 a.m. on 12 March 2026 (or such later time and date as the Company and H&P determine being no later than 8.00 a.m. on 27 March 2026), the Open Offer will lapse, the Basic Entitlements admitted to CREST will be disabled and MUFG Corporate Markets will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) *Content of USE Instruction in respect of Excess CREST Open Offer Entitlements*

The USE Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess Shares for which application is being made (and hence being delivered to MUFG Corporate Markets);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GG00BQWPM420;
- (iii) the CREST Participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the Participant ID of MUFG Corporate Markets its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of MUFG Corporate Markets in its capacity as a CREST receiving agent. This is 22995CHA;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 9 March 2026; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 9 March 2026.

In order to assist prompt settlement of the USE Instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (x) a contract name and telephone number (in the free format shared note field); and
- (xi) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 9 March 2026 in order to be valid is 11.00 a.m. on that day.

In the event that the Placing, Subscription and Open Offer do not become unconditional by 8.00 a.m. on 12 March 2026 (or such later time and date as the Company and H&P determine being no later than 8.00 a.m. on 27 March 2026), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and MUFG Corporate Markets will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) *Deposit of Basic Entitlements into, and withdrawal from, CREST*

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Basic Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Basic Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer and entitlement to apply under the Excess Application Facility is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Basic Entitlement and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 9 March 2026. After depositing their Basic Entitlement into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by MUFG Corporate Markets.

In particular, having regard to normal processing times in CREST and on the part of MUFG Corporate Markets, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Basic Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 4 March 2026 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Basic Entitlements and Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 3 March 2026 in either case so as to enable the person acquiring or (as appropriate) holding the Basic Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Basic Entitlement and the entitlement to apply for Excess Shares under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 9 March 2026.

Delivery of an Application Form with the CREST deposit form duly completed, whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and MUFG Corporate Markets by the relevant CREST member(s) that it/they is/are not in breach of

the provisions of the notes under the paragraph headed “Instructions for depositing entitlements under the Open Offer into CREST” on page 2 of the Application Form, and a declaration to the Company and MUFG Corporate Markets from the relevant CREST member(s) that it/they is/are not in the United States or citizen(s) or resident(s) of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(g) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 9 March 2026 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 9 March 2026. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Proxy*

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action. They are, however, encouraged to vote at the General Meeting. Qualifying CREST Shareholders may appoint a proxy by completing and returning the enclosed Form of Proxy.

(j) *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through MUFG Corporate Markets, reserves the right: (i) to reject the application in full and refund the payment to the CREST member in question (without interest); (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question (without interest).

(k) *The Excess Application Facility*

The Excess Application Facility enables Qualifying CREST Shareholders, who have taken up all their Basic Entitlement in full, to apply for Excess Shares in excess of their Basic Entitlement as at the Record Date. If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Excess Shares will be scaled back in such manner as the Directors may determine in their absolute discretion. No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Excess CREST Open Offer Entitlements may not be sold or otherwise transferred. Subject as provided in paragraph 6 of this Part 3 in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with Excess CREST Open Offer Entitlements to enable applications for Excess Shares to be settled through CREST. Qualifying CREST Shareholders should note that, although the Basic Entitlement and the Excess CREST Open Offer Entitlement will be admitted to CREST, they will have limited settlement capabilities. Neither the Basic Entitlement nor the Excess CREST

Open Offer Entitlement will be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions above and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Basic Entitlement and the relevant Basic Entitlement be transferred, the Excess CREST Open Offer Entitlement will not transfer with the Basic Entitlement claim but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that an additional USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 225,449,336 Open Offer Shares, resulting in a scale back of applications under the Excess Application Facility, or should the Directors decide at their discretion to scale back the Open Offer for any other reason, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement and from whom payment in full for the excess Open Offer Shares has been received will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant’s sole risk by way of cheque or CREST payment, as appropriate. Fractions of Open Offer Shares will be aggregated and made available under the Excess Application Facility.

All enquiries in connection with the procedure for applications under the Excess Application Facility and your Excess CREST Open Offer Entitlement should be addressed to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or you can contact them on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Fractions of Excess Shares will not be issued under the Excess Application Facility and fractions of Excess Shares will be rounded down to the nearest whole number.

Qualifying CREST Shareholders who hold fewer than 7 Ordinary Shares at the Record Date will not be able to apply under the Excess Application Facility.

(l) *Effect of a valid application*

A CREST member who makes or is treated as making a valid application for some or all of his *pro rata* entitlement to the Open Offer Shares in accordance with the above procedures thereby:

- (i) represents and warrants to the Company and MUFG Corporate Markets that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or being issued Open Offer Warrants or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to MUFG Corporate Markets’ payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment,

discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);

- (iii) agrees with the Company and MUFG Corporate Markets that all applications under the Open Offer and contracts resulting therefrom, and only non-contractual obligations related thereto, under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
 - (iv) confirms to the Company and MUFG Corporate Markets that in making the application he is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to the Company contained in this document (including information incorporated by reference);
 - (v) represents and warrants that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements;
 - (vi) represents and warrants to the Company and MUFG Corporate Markets that if he has received some or all of his Open Offer Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Open Offer Entitlement by virtue of a *bona fide* market claim;
 - (vii) requests that the Open Offer Shares and Open Offer Warrants to which he will become entitled be issued to him on the terms set out in this document, subject to the memorandum of incorporation and articles of incorporation of the Company from time to time;
 - (viii) represents and warrants to the Company and MUFG Corporate Markets that he is not, nor is he applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of the United States of America, any other Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares or issue of Open Offer Warrants is prevented by law and he is not applying with a view to re-offering, re-selling, taking-up, pledging, transferring, delivering or distributing any of the Open Offer Shares or Open Offer Warrants which are the subject of his application in any Restricted Jurisdiction or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares or issue of Open Offer Warrants is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer or having Open Offer Warrants issued to such person;
 - (ix) represents and warrants that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
 - (x) confirms that in making the application he is not relying and has not relied on MUFG Corporate Markets or any person affiliated with the Company or MUFG Corporate Markets in connection with any investigation of the accuracy of any information contained in this document or his investment decision.
- (m) *Company's discretion as to the rejection and validity of applications*
The Company may in its sole discretion:
- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part 3;

- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
 - (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the “first instruction”) as not constituting a valid application if, at the time at which MUFG Corporate Markets receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the MUFG Corporate Markets has received actual notice from Euroclear of any of the matters specified in Regulation 34(1) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
 - (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by MUFG Corporate Markets in connection with CREST.
- (n) *Lapse of the Open Offer*
- In the event that the Open Offer does not become unconditional by 8.00 a.m. on 12 March 2026 or such later time and date as the Company and H&P may agree (being no later than 8.00 a.m. on 27 March 2026), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and MUFG Corporate Markets will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

4 Money Laundering Regulations

4.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, MUFG Corporate Markets may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the “verification of identity requirements”). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements is the responsibility of such broker or intermediary and not of MUFG Corporate Markets. In such case, the lodging agent’s stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the “**acceptor**”), including any person who appears to MUFG Corporate Markets to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 4 the “relevant Open Offer Shares”) shall thereby be deemed to agree to provide MUFG Corporate Markets with such information and other evidence as they may require to satisfy the verification of identity requirements.

If MUFG Corporate Markets determines that the verification of identity requirements apply to any acceptor or application, the relevant Open Offer Shares (notwithstanding any other term of the Open Offer), nor any Open Option Warrants that would have otherwise been issued, will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application MUFG Corporate Markets is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither MUFG Corporate Markets nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, MUFG Corporate Markets has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the acceptor's risk) without interest to the account of the bank or building society on which the relevant cheque was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company and MUFG Corporate Markets from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017;
- (ii) if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (iv) if the aggregate subscription price for the Open Offer Shares is less than €15,000 (or equivalent pounds sterling amount).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (v) if payment is made by cheque in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right-hand corner the following applies. Cheques should be made payable to "MUFG Corporate Markets Limited RE Chariot Limited – Open Offer 2026 A/C" in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque to such effect. The account name should be the same as that shown on the Application Form; or
- (vi) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force, the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to MUFG Corporate Markets. If the agent is not such an organisation, it should contact MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

To confirm the acceptability of any written assurance referred to in (vi) above, or in any other case, the acceptor should contact MUFG Corporate Markets on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

If the Application Form(s) is/are lodged by hand by the acceptor in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 9 March 2026, MUFG Corporate Markets has not received

evidence satisfactory to it as aforesaid, MUFG Corporate Markets may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the payee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

4.2 Open Offer Entitlements in CREST

If you hold your Open Offer Entitlement in CREST and apply for Open Offer Shares in respect of some or all of your Open Offer Entitlement as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, MUFG Corporate Markets is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact MUFG Corporate Markets before sending any USE or other instruction so that appropriate measures may be taken.

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to MUFG Corporate Markets such information as may be specified by MUFG Corporate Markets as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to MUFG Corporate Markets as to identity, who may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares or Open Offer Warrants concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

5 Admission, settlement and dealings

The result of the Open Offer is expected to be announced on 10 March 2026. Applications will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. Subject to the passing of the Resolutions the Placing, Subscription and Open Offer becoming unconditional in all respects (save only as to Admission), it is expected that Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 12 March 2026.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST. The Open Offer Warrants will also be capable of being settled in CREST, although these will not be admitted to trading on AIM or any other stock exchange. The Company will submit an application for the Open Offer Warrants to be admitted to CREST.

Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 9 March 2026 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company.

MUFG Corporate Markets will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission. The stock accounts to be credited will be accounts under the same CREST Participant IDs and CREST member account IDs in respect of which the USE Instruction was given. Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by MUFG Corporate Markets in connection with CREST.

No temporary documents of title will be issued and, transfers will be certified against the UK share register of the Company. All documents or remittances sent by, to, from or on behalf of applicants, or as they may

direct, will (in the latter case) be sent through the post and will (in both cases) be at the risk of the applicant. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 3.1 above and their respective Application Form.

6 Overseas Shareholders

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

Unless otherwise determined by the Company and effected by the Company in a lawful manner, the Application Form will not be sent to Existing Shareholders with registered addresses in any Restricted Jurisdiction since to do so would require compliance with the relevant securities laws of that jurisdiction. The distribution of this document and the making or acceptance of the Open Offer to or by persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the United Kingdom, may be affected by the laws or regulatory requirements of the relevant jurisdictions. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer and receive Open Offer Warrants.

No action has been or will be taken by the Company or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares in any Restricted Jurisdiction where action for that purpose may be required. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in whose jurisdictions in which it would be illegal to make such an invitation or offer without such action and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

Application Forms will not be sent to, and Open Offer Entitlements will not be credited to stock accounts in CREST of, persons with registered addresses in the United States or any Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Open Offer Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements, in each case without further action by the Company or any other person. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to apply for Open Offer Shares under the Open Offer to satisfy themselves as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

Neither the Company nor any of its representatives is making any representation to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part 3 and specifically the contents of this paragraph 6.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched from the United States or Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any other jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares and/or warrant certificates of Open Offer Warrants or, in the case of a credit of Open Offer Entitlements or Open Offer Warrants, Open Offer Entitlements or Open Offer Warrants to a stock account in CREST, to a CREST member whose registered address would be in the United States or Restricted Jurisdiction or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates or make such a credit.

Notwithstanding any other provision of this document or the relevant Application Form, the Company reserves the right to permit any person to apply for Open Offer Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or, where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST. Due to restrictions under the securities laws of the United States and the other Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No public offer of Ordinary Shares is being made by virtue of this document or the Application Form in the United States or any other Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 **United States**

No Open Offer Shares, Open Offer Warrants, Open Offer Entitlements or Excess Entitlements have been, nor will they be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States.

The Company is not extending the Open Offer into the United States and neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any New Ordinary Shares in the United States. Neither this document nor an Application Form will be sent to, and no Open Offer Shares, Open Offer Warrants, Open Offer Entitlements or Excess Entitlements have been, nor will they be, credited to a stock account in CREST

of, any Qualifying Shareholder with a registered address in the United States. Application Forms sent from or postmarked in the United States will be deemed to be invalid.

Any person who acquires Open Offer Shares, Open Offer Warrants, Open Offer Entitlements or Excess Entitlements will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the Open Offer Shares and/or Open Offer Warrants, that he is not, and that at the time of acquiring the Open Offer Shares and/or Open Offer Warrants he will not be, in the United States.

The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of New Ordinary Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States or where the Company believes acceptance of such Application Form may violate applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any Open Offer Shares or Open Offer Warrants to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any Open Offer Shares or Open Offer Warrants may be transferred. In addition, the Company reserves the right to reject any USE instruction sent by or on behalf of any CREST member with a registered address in the United States in respect of the Open Offer Shares or Open Offer Warrants.

In addition, until 40 days after the commencement of the Open Offer, an offer, sale or transfer of the Open Offer Shares or Open Offer Warrants within the United States by a dealer (whether or not participating in the Open Offer) may violate the registration requirements of the Securities Act.

6.3 *Restricted Jurisdictions*

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No Open Offer Shares, Open Offer Warrants, Open Offer Entitlements or Excess Entitlements have been, nor will they be, registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer or invitation to apply for Open Offer Shares or Open Offer Warrants is being made by virtue of this document or the Application Form into any Restricted Jurisdiction.

6.4 *Other Overseas territories*

Application Forms will be sent to Qualifying Non-CREST Shareholders and Open Offer Entitlements will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the other Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares or Open Offer Warrants in accordance with the instructions set out in this document and the Application Form. Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the United Kingdom should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares in respect of the Open Offer or have Open Offer Warrants issued to them.

6.5 **Representations and warranties relating to Overseas Shareholders**

(a) *Qualifying Non-CREST Shareholders*

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares or Open Offer Warrants comprised therein represents and warrants to the Company and MUFG Corporate Markets that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares or Open Offer Warrants from within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares or Open Offer Warrants or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares or Open Offer Warrants with a view to offer, sell, resell, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares or Open Offer Warrants into any of the above territories. The Company and/or MUFG Corporate Markets may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares or the issue of Open Offer Warrants comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or another Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares or warrant certificates of Open Offer Warrants (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this sub-paragraph (a).

(b) *Qualifying CREST Shareholders*

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in this Part 3 represents and warrants to the Company that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) he or she is not in the United States or any other Restricted Jurisdiction; (ii) he or she is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares or Open Offer Warrants; (iii) he or she is not accepting on a non-discretionary basis for a person located in any Restricted Jurisdiction (except as otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) he or she is not acquiring any Open Offer Shares or Open Offer Warrants with a view to offer, sell, resell, transfer, delivery or distribute, directly or indirectly, any such Open Offer Shares or Open Offer Warrants into any of the above territories.

6.6 **Waiver**

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7 **Times and dates**

The Company shall, after consultation with H&P and its financial and legal advisers, be entitled to amend the dates that Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify the London Stock Exchange, and make an announcement on a Regulatory Information Service but Qualifying Shareholders may not receive any further written communication.

If a supplementary circular is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this document, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

8 Taxation

Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the United Kingdom, should immediately consult a suitable professional adviser.

9 Further information

Your attention is drawn to the further information set out in this document and also, in the case of Qualifying Non-CREST Shareholders and other Qualifying Shareholders to whom the Company has sent Application Forms, to the terms, conditions and other information printed on the accompanying Application Form.

10 Governing law and jurisdiction

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, English law.

The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form. By taking up Open Offer Shares by way of their Open Offer Entitlement and the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART 4

QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

The questions and answers set out in this Part 4 are intended to be in general terms only and, as such, you should read Part 3 of this document for full details of what action to take. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank, fund manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under the FSMA if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This Part 4 deals with general questions relating to the Open Offer and more specific questions relating principally to persons resident in the United Kingdom who hold their Existing Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part 3 of this document and you should take professional advice as to whether you are eligible and/or you need to observe any formalities to enable you to take up your Open Offer Entitlement. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read Part 3 of this document for full details of what action you should take.

If you are a CREST sponsored member, you should also consult your CREST sponsor. If you do not know whether your Existing Ordinary Shares are in certificated or uncertificated form, please call the Shareholder helpline for MUFG Corporate Markets on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the helpline cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult his, her or its own appropriate professional advisers for advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action.

1 What is an open offer?

An open offer is a way for companies to raise money. Companies usually do this by giving their existing Shareholders a right to acquire further shares at a fixed price in proportion to their existing shareholdings. In this instance Shareholders will also be offered the opportunity to apply for additional shares in excess of their entitlement to the extent that other Qualifying Shareholders do not take up their entitlement in full. The fixed price is normally at a discount to the market price of the existing ordinary shares prior to the announcement of the open offer.

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire up to an aggregate of 225,449,336 New Ordinary Shares at a price of 1.4 pence per share. If you hold Existing Ordinary Shares on the Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located in the United States or another Restricted Jurisdiction, you will be entitled to buy Open Offer Shares under the Open Offer.

In addition, the Company will issue Open Offer Warrants, being warrants to subscribe for Ordinary Shares. The Company will issue the Open Offer Warrants to Qualifying Shareholders on the basis of one Open Offer Warrant for every Open Offer Share issued under the Open Offer.

The Open Offer is being made on the basis of 1 Offer Share for every 7 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Offer Share and your entitlement will be rounded down to the nearest whole number. The Issue Price of 1.4 pence per New Ordinary Share represents a discount of approximately 13.8 per cent. to the closing mid-market price of 1.625 pence per Ordinary Share on 18 February 2026, being the last trading day immediately preceding the date of the Fundraising.

The Excess Application Facility allows Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement. Applications made under the Excess Application Facility may be allocated in such manner as the Directors may determine in their absolute discretion, if applications are received from Qualifying Shareholders for more than the available number of Open Offer Shares, and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Unlike in a rights issue, Application Forms are not negotiable documents and neither they nor Open Offer Entitlements can themselves be traded. Shareholders will not be able to apply for any New Ordinary Shares which are the subject of the Placing or Subscription.

2 I hold my Existing Ordinary Shares in certificated form. How do I know I am eligible to participate in the Open Offer?

If you receive an Application Form and, subject to certain exceptions, are not a holder with a registered address or located in the United States of America or any other Restricted Jurisdiction, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares on or after 7.00 a.m. on 20 February 2026 (the time when the Existing Ordinary Shares are expected to be marked “ex-entitlement” by the London Stock Exchange).

3 I hold my Existing Ordinary Shares in certificated form. How do I know how many Open Offer Shares I am entitled to take up?

If you hold your Existing Ordinary Shares in certificated form and, subject to certain exceptions, do not have a registered address and are not located in the United States or any other Restricted Jurisdiction, you will be sent an Application Form that shows:

- how many Existing Ordinary Shares you held at the close of business on the Record Date;
- how many Open Offer Shares are comprised in your Basic Entitlement; and
- how much you need to pay if you want to take up your right to buy all your entitlement to the Open Offer Shares.

Subject to certain exceptions, if you have a registered address in the United States or any other Restricted Jurisdiction, you will not receive an Application Form.

If you would like to apply for any of or all of the Open Offer Shares comprised in your Open Offer Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms should be returned, along with a cheque drawn in the appropriate form, by post to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by hand to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL (during normal office hours only) so as to be received by them by no later than 11.00 a.m. on 9 March 2026, after which time Application Forms will not be valid.

4 I hold my Existing Ordinary Shares in certificated form and am eligible to receive an Application Form. What are my choices in relation to the Open Offer?

4.1 If you do not want to take up your Open Offer Entitlement

If you do not want to take up the Open Offer Shares to which you are entitled, you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. You will also not receive any money when the Open Offer Shares you could have taken up are sold, as would happen under a rights issue.

You cannot sell your Application Form or your Open Offer Entitlement to anyone else. If you do not return your Application Form subscribing for the Open Offer Shares to which you are entitled by 11.00 a.m. on 9 March 2026, the Company has made arrangements under which the Company has agreed to issue the Open Offer Shares to other Qualifying Shareholders under the Excess Application Facility.

If you do not take up your Open Offer Entitlement then following the issue of the Open Offer Shares pursuant to Open Offer, your interest in the Company will be significantly diluted. Even if a Qualifying

Shareholder subscribes for their Basic Entitlement under the Open Offer, their proportionate economic interest is nevertheless likely to be diluted by the issue of New Ordinary Shares pursuant to the Excess Application Facility, the Placing and the Subscription and, in due course, through any exercise of Warrants.

4.2 If you want to take up some but not all of your Open Offer Entitlement

If you want to take up some but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Boxes 2 and 4 of your Application Form; for example, if you are entitled to take up 150 shares but you only want to take up 100 shares, then you should write '100' in Boxes 2 and 4. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '100') by 0.014, which is the price in pounds of each Open Offer Share (giving you an amount of £1.40 in this example). You should write this amount in Box 5 and this should be the amount your cheque is made out for. You should then return the completed Application Form, together with a cheque for that amount, by post to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by hand to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL (during normal office hours only) so as to be received by them by no later than 11.00 a.m. on 9 March 2026, after which time Application Forms will not be valid. If you post your Application Form by first class post, you should allow at least four Business Days for delivery.

All payments must be in pounds sterling and made by cheque made payable to "MUFG Corporate Markets Limited RE Chariot Limited – Open Offer 2026 A/C" and crossed "A/C Payee Only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the back of the cheque to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted (see paragraph 4 of Part 3).

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct MUFG Corporate Markets to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be paid on payments made. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. In addition, you will also receive a definitive warrant certificate for the Open Offer Warrants issued to you on the basis of one Open Offer Warrant for every Open Offer Share issued to you.

Your definitive share certificate for Open Offer Shares is expected to be despatched to you, at your risk, within five Business Days of Admission. Your definitive warrant certificate for Open Offer Warrants is expected to be despatched to you, at your risk, within four weeks of Admission.

4.3 If you want to take up all of your Open Offer Entitlement

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with your cheque for the amount (as indicated in Box 5 of your Application Form), by post to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by hand (during business hours only) to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL (during normal office hours only) so as to be received by them by no later than

11.00 a.m. on 9 March 2026, after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

All payments must be in pounds sterling and made by cheque made payable to “MUFG Corporate Markets Limited RE Chariot Limited – Open Offer 2026 A/C” and crossed “A/C Payee Only”. Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or British Isles which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant’s name at the building society or bank by stamping or endorsing the back of the cheque to such effect. The account name should be the same as that shown on the application.

Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) may not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. In addition, you will also receive a definitive warrant certificate for the Open Offer Warrants issued to you on the basis of one Open Offer Warrant for every Open Offer Share issued. Your definitive share certificate for Open Offer Shares are expected to be despatched to you, at your risk, within five Business Days of Admission. Your definitive warrant certificate for Open Offer Warrants are expected to be despatched to you, at your risk, within four weeks of Admission.

4.4 ***If you want to apply for more than your Basic Entitlement***

Provided you have agreed to take up your Basic Entitlement in full, you can apply for further Open Offer Shares under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement as at the Record Date. You should write the number of Open Offer Shares comprised in your Basic Entitlement (as indicated in Box 7 of the Application Form) in Box 2 and write the number of Excess Shares for which you would like to apply in Box 3. You should then add the totals in Boxes 2 and 3 and insert the total number of Open Offer Shares for which you would like to apply in Box 4. For example, if you have an Open Offer Entitlement for 100 Open Offer Shares but you want to apply for 150 Open Offer Shares in total, then you should write ‘100’ in Box 2, ‘50’ in Box 3 and ‘150’ in Box 4. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, ‘150’) by 0.014, which is the price in pounds sterling of each Open Offer Share (giving you an amount of £2.10 in this example). You should write this amount in Box 5. You should then return your Application Form by post to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by hand to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL (during normal office hours only) so as to be received by them by no later than 11.00 a.m. on 9 March 2026, after which time Application Forms will not be valid. If you post your application form by first class post, you should allow at least four Business Days for delivery.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion. No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up and otherwise successfully apply for using the Excess Application Facility. In addition, you will also receive a definitive warrant certificate for the Open Offer Warrants issued to you on the basis of one Open Offer Warrant for every Open Offer Share issued to you.

Your definitive share certificate for Open Offer Shares is expected to be despatched to you, at your risk, within five Business Days of Admission. Your definitive warrant certificate for Open Offer Warrants is expected to be despatched to you, at your risk, within four weeks of Admission.

5 I hold my Existing Ordinary Shares in uncertificated form in CREST. What do I need to do in relation to the Open Offer?

CREST members should follow the instructions set out in Part 3 of this document. Persons who hold Existing Ordinary Shares through a CREST member should be informed by the CREST member through which they hold their Existing Ordinary Shares of (i) the number of Open Offer Shares which they are entitled to acquire under their Basic Entitlement and (ii) how to apply for Open Offer Shares in excess of their Basic Entitlement under the Excess Application Facility provided they choose to take up their Basic Entitlement in full and should contact them should they not receive this information.

6 I acquired my Existing Ordinary Shares prior to the Ex-entitlement Date and hold my Existing Ordinary Shares in certificated form. What if I do not receive an Application Form or I have lost my Application Form?

If you do not receive an Application Form, this probably means that you are not eligible to participate in the Open Offer. Some Shareholders who hold their Existing Ordinary Shares in certificated form, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form on 20 February 2026 and who have converted them to certificated form;
- Qualifying Non-CREST Shareholders who bought Existing Ordinary Shares before 20 February 2026 but were not registered as the holders of those shares at the close of business on 19 February 2026; and
- certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact the MUFG Corporate Markets Shareholder helpline on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

7 Can I trade my Open Offer Entitlement?

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities. Open Offer Entitlements will not be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim. Open Offer Shares for which an application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their Open Offer Entitlement will have no rights under the Open Offer or receive any proceeds from it. The Open Offer Shares are not underwritten.

8 What if I change my mind?

If you are a Qualifying Non-CREST Shareholder, once you have sent your Application Form and payment to MUFG Corporate Markets, you cannot withdraw your application or change the number of Open Offer Shares for which you have applied, except in the very limited circumstances which are set out in this document.

9 What if the number of Open Offer Shares to which I am entitled is not a whole number: am I entitled to fractions of Open Offer Shares?

If the number is not a whole number, you will not receive a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

10 I hold my Existing Ordinary Shares in certificated form. What should I do if I have sold some or all of my Existing Ordinary Shares?

If you hold Existing Ordinary Shares in the Company directly and you sell some or all of your Existing Ordinary Shares before 20 February 2026, you should contact the buyer or the person/company through whom you sold or sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. If you sold or sell any of your Existing Ordinary Shares on or after 20 February 2026, you will not be able to apply for the Open Offer Shares as set out on your Application Form.

11 I hold my Existing Ordinary Shares in certificated form. How do I pay?

Completed Application Forms should be returned with a cheque drawn in the appropriate form. All payments must be in pounds sterling and made by cheque made payable to “MUFG Corporate Markets Limited RE Chariot Limited – Open Offer 2026 A/C” and crossed “A/C Payee Only”. Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or British Isles which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant’s name at the building society or bank by stamping or endorsing the back of the cheque to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) may not be accepted.

12 Will the Existing Ordinary Shares that I hold now be affected by the Open Offer?

If you decide not to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, or only apply for some of your entitlement, your proportionate ownership and voting interest in the Company will be reduced. Even if a Qualifying Shareholder subscribes for their Basic Entitlement under the Open Offer, their proportionate economic interest is nevertheless likely to be diluted by the issue of New Ordinary Shares pursuant to the Excess Application Facility, the Placing and the Subscription and, in due course, from the exercise of the Warrants.

13 I hold my Existing Ordinary Shares in certificated form. Where do I send my Application Form?

You should send your completed Application Form together with the monies in the appropriate form, by post to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by hand to MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

14 I hold my Existing Ordinary Shares in certificated form. When do I have to decide if I want to apply for Open Offer Shares?

MUFG Corporate Markets must receive the Application Form by no later than 11.00 a.m. on 9 March 2026, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

15 How do I transfer my entitlements into the CREST system?

If you are a Qualifying Non-CREST Shareholder, but are a CREST member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (contained in the Application Form), and ensure it is delivered to CCSS in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST sponsors to do this.

16 I hold my Existing Ordinary Shares in certificated form. When will I receive my new share certificate and warrant certificate?

Upon making a successful application, your definitive share certificate for Open Offer Shares is expected to be despatched to you, at your risk, within five Business Days of Admission. Your definitive warrant certificate for Open Offer Warrants is expected to be despatched to you, at your risk, within four weeks of Admission.

17 If I buy Existing Ordinary Shares after the Record Date but before the Ex-Entitlement Date, will I be eligible to participate in the Open Offer?

If you bought your Existing Ordinary Shares after the Record Date, and before the ex-entitlement date you are likely to be able to participate in the Open Offer in respect of such Ordinary Shares.

18 Will I be taxed if I take up my entitlements?

Shareholders who are in any doubt as to their tax position should consult an appropriate professional adviser immediately.

19 What should I do if I live outside the United Kingdom?

Your ability to apply to acquire Open Offer Shares, and your ability to receive Open Offer Warrants, may be affected by the laws of the country in which you live and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement. Shareholders with registered addresses or who are located in the United States or any Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 6 of Part 3 of this document.

20 Do I need to comply with Money Laundering Regulations?

If you are a Qualifying Non-CREST Shareholder, you do not need to follow these procedures if the value of the Open Offer Shares you are acquiring is less than €15,000 (or its Sterling equivalent) or if you pay for them by a cheque drawn on an account in your own name and that account is one which is held with an EU or United Kingdom regulated bank or building society. If you are a Qualifying CREST Shareholder, you will not generally need to comply with the Money Laundering Regulations unless you apply to take up all or some of your entitlement to Open Offer Entitlements as agent for one or more persons and you are not an EU or United Kingdom regulated financial institution.

Qualifying Non-CREST Shareholders should refer to paragraph 4.1 of Part 3 of this Circular and Qualifying CREST Shareholders should refer to paragraph 4.2 of Part 3 of this Circular for a fuller description of the requirements of the Money Laundering Regulations.

21 Further assistance

Should you require further assistance please call the Shareholder helpline for MUFG Corporate Markets on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

PART 5

ADDITIONAL INFORMATION

1 The Company

- (a) The Company is registered under the name Chariot Limited and trades under the name Chariot Limited.
- (b) The Company was incorporated and registered in Guernsey on 13 August 2007 with the name Namquest Holdings Limited and registered number 47532. The Company changed its name by special resolution on 16 November 2007 to Chariot Oil & Gas Limited and in June 2021 to Chariot Limited.
- (c) The entire issued share capital of the Company was admitted to trading on AIM on 19 May 2008.
- (d) The liability of Shareholders is limited.
- (e) The Company is governed by and its securities were created under The Companies (Guernsey) Law, 2008.
- (f) The Company's registered office is located at Oak House, Hirzel Street, St Peter Port, Guernsey GY1 2NP.

2 Securities being offered/admitted

- (a) The Ordinary Shares are ordinary shares of 1 penny each in the capital of the Company and were issued in British Pounds Sterling.
- (b) The Ordinary Shares may be held in certificated form or under CREST. The Company's secretary, Oak Fund Services (Guernsey) Limited, is responsible for keeping the Company's register of members.

3 Share Capital of the Company

- (a) The issued share capital of the Company as at 5.30 p.m. on 20 February 2026, being the latest practicable date before publication of this Circular, was £15,781,453.52, consisting of 1,578,145,352 Ordinary Shares.
- (b) The issued share capital of the Company following Admission, assuming the Open Offer is subscribed in full and no outstanding share awards are exercised between the date of this document and Admission, will be £29,358,698.21, consisting of 2,935,869,821 Ordinary Shares.

4 Directors' and Other Interests

- 4.1 As at the date of this document and as expected to be immediately following Admission, the holdings (direct and indirect) of the Directors and persons closely associated with them are as follows:

<i>Name</i>	<i>Number of Ordinary Shares prior to the Fundraising</i>	<i>% of the Ordinary Share capital prior to the Fundraising</i>	<i>Number of Ordinary Shares following the Fundraising</i>	<i>% of issued Share capital on Admission*</i>
Adonis Pouroulis	143,586,381	9.10	275,861,513	9.40
Julian Maurice-Williams	1,432,084	0.09	1,789,226	0.06
Duncan Wallace	2,246,008	0.14	2,603,150	0.09
Chris Zeal	513,964	0.03	513,964	0.02
Andrew Hockey	746,704	0.05	1,460,989	0.05

* Assumes that no outstanding share awards are exercised between the date of this Circular and Admission and full take up of the Open Offer.

5 Agreements relating to the Transaction, the Fundraising and the grant of Warrants

Summary of Partnership Agreement

The Partnership Agreement is an agreement between Chariot and Etu Energias which governs:

- the terms of the repayment of funds which were lent to Etu Energias in order to enable the Acquisition;
- Chariot's economic exposure to the material production from the assets; and
- the ongoing relationship between the two parties.

Placing and Open Offer Agreement

On 19 February 2026, the Company, Cavendish and H&P entered into the Placing and Open Offer Agreement in connection with the Placing. Pursuant to the Placing and Open Offer Agreement, H&P has agreed to use its reasonable endeavours to place the Placing Shares with prospective Placees. H&P's obligations under the Placing and Open Offer Agreement in respect of the Placing Shares are conditional, *inter alia*, on: (a) shareholder approval of the Resolutions; (b) none of the warranties contained in the Placing and Open Offer Agreement being untrue, inaccurate or misleading as at the date of the Placing and Open Offer Agreement and at all times before and at the date of Admission; (c) the Company allotting, subject only to Admission, the Placing Shares in accordance with the Placing and Open Offer Agreement; (d) Admission of the Placing Shares and the Subscription Shares taking place not later than 8.00 a.m. on 12 March 2026 or such later date as the Company and H&P may otherwise agree but not being later than 8.00 a.m. on 27 March 2026; and (e) there having been since the date of the Placing and Open Offer Agreement no development or event which will or is likely to have a material adverse effect on the Company (or of its subsidiaries).

The Placing and Open Offer Agreement contains warranties and indemnities from the Company in favour of H&P and Cavendish together with provisions which enable H&P to terminate the Placing and Open Offer Agreement in certain circumstances prior to Admission including circumstances where any warranties are found to be untrue or inaccurate in any material respect.

H&P is entitled, at any time before Admission, to terminate the Placing and Open Offer Agreement by giving notice to the Company in certain circumstances. Following Admission, the Placing and Open Offer Agreement is not capable of rescission or termination. Under the terms of the Placing and Open Offer Agreement, the Company has agreed to pay H&P certain fees and commissions.

Warrant Instrument

The Company has constituted a Warrant Instrument pursuant to which, subject to and conditional on Admission and the passing of the Resolutions, the Company shall grant Warrants to Placees, Subscribers and Qualifying Shareholders who are issued Open Offer Shares, to subscribe for, in aggregate, up to 1,357,724,469 Ordinary Shares during the Warrant Exercise Period at the Warrant Exercise Price.

Upon exercise of the Warrants, the resulting new Ordinary Shares will be subject to the Company's articles of incorporation, be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

None of the Warrants will be admitted to trading on AIM or any other stock exchange.

The key terms and conditions of the Warrants are set out below:

- **Subscription rights:** Each Warrant issued will confer on the holder the right to subscribe for one new Ordinary Share at an exercise price of 2.4 pence per Ordinary Share by notice to the Company during the Warrant Exercise Period. The exercise price of 2.4 pence per Ordinary Share represents a premium of approximately 71.4 per cent. to the Issue Price.
- **Warrant Exercise Period:** The exercise period for a Warrant is the period from the date of grant of the Warrant up to (and including) 5.00 p.m. on 9 April 2029 (unless terminated earlier in accordance with the terms of the Warrants). The resulting new Ordinary Shares will be allotted and issued within 14 days of the end of the calendar month during which the relevant Warrants are exercised.

- **Adjustment to subscription rights:** The subscription rights conferred by the Warrants and/or the exercise price of the Warrants shall be adjusted by the Board in its sole discretion on the occurrence of certain events in relation to the Company, including:
 - a subdivision, consolidation or reclassification of the Ordinary Shares;
 - a reduction of capital or any other reduction in the number of Ordinary Shares in issue from time to time; or
 - an allotment or issue of Ordinary Shares by way of dividend or distribution or by way of capitalisation of profits or reserves,

such that an adjustment will leave the holder(s) of the Warrant(s) in a similar position to the position they were in immediately before the event giving rise to the adjustment.
- **Transfer:** The Warrants are, subject to certain conditions, freely transferable by the holders.
- **Security:** The Warrants are not secured.
- **Modifications:** The Company may amend the provisions of the Warrant Instrument without the consent of the holders of the Warrants where such amendment is of a purely formal minor or technical nature. Otherwise no amendments or abrogations to the terms of the Warrant Instrument are permitted without the consent of holders of at least 75 per cent. of the Warrants in issue at the time.
- **Settlement:** The Warrants are capable of being settled in CREST. It is intended that settlement of Warrants via CREST will take place within four weeks of Admission. Warrant certificates in respect of the Warrants will be issued to certificated holders only and are expected to be despatched to the relevant Shareholders within 4 weeks of Admission.

Any Warrants remaining unexercised after the end of the Warrant Exercise Period shall automatically expire without compensation. There are also provisions in the Warrant Instrument for meetings of the holders of Warrants.

The Warrant Instrument is available to be viewed on the Company's website at <https://chariotenergygroup.com>.

6 Licences and agreements relating to the Group's Moroccan assets

(a) **The Lixus Licence**

Chariot Morocco was awarded a 75 per cent. interest in and operatorship of the Lixus Licence on 30 May 2019, in partnership with the ONHYM, which holds a 25 per cent. interest.

On 10 April 2024, Chariot announced it had partnered with Energean, who held a 45 per cent. interest in, and operatorship of Lixus, with Chariot Morocco holding a 30 per cent. interest and ONHYM the remaining 25 per cent. interest.

Lixus contains the Anchois gas discovery and satellite prospects. The Anchois 3 well was drilled in Q3 2024 and whilst the well did encounter gas in the B sands, the exploration objectives were not met and did not lead to an upscaling of the development. As announced on 14 May 2025, Energean has transferred to licence back to Chariot, restoring Chariot's interest to 75 per cent., which is held between Chariot Morocco and Chariot Offshore Gas Limited (formerly Energean).

(b) **The Rissana Licence**

On 14 December 2020, Chariot announced it had negotiated the key terms of a new licence, Rissana, offshore Morocco. On 25 February 2022, ONHYM and Chariot Rissana Limited entered into a petroleum agreement in relation to Rissana and the parties have filed a joint application for the award of the relevant Rissana offshore exploration permits. As part of the partnering announcement on 10 April 2024 Energean held operatorship and 37.5 per cent. interest in Rissana, with Chariot Rissana Limited holding a 37.5 per cent. interest and ONHYM the remaining 25 per cent. interest. As also announced

on 14 May 2025, this interest has been returned to Chariot who now holds 75 per cent., which is held between Chariot Rissana Limited and Chariot Offshore Gas Limited (formerly Energean).

Rissana (approximate area 8,476km²) completely surrounds the offshore boundaries of the Lixus Licence, which contains Anchois, as well as covering the most prospective northern areas of the previously held Mohammedia Offshore Licence and Kenitra Offshore Licence.

(c) **The Loukos Licence**

On 1 August 2023, Chariot announced that it had signed a Petroleum Agreement for a new exploration licence, Loukos, located onshore Morocco. Under the terms of the petroleum agreement dated 22 September 2023, Louko Energy Morocco Limited (a wholly owned subsidiary of Chariot) was awarded a 75 per cent. interest in and operatorship of the Loukos licence, in partnership with the ONHYM, who holds a 25 per cent. interest.

Loukos covers an approximate area of 1,371km² and is adjacent to Chariot's Lixus and Rissana offshore licences. Chariot successfully executed a two well drilling campaign, which was successfully completed in May 2024. The OBA-1 well, drilled in the Dartois prospect, was confirmed as a gas discovery.

7 General

- (a) The gross proceeds of the Placing and Subscription are expected to be \$21.4 million (£15.9 million). The Open Offer provides Shareholders with the opportunity to invest up to US\$4.3 million (£3.2 million) in the Company.
- (b) H&P has given and not withdrawn its written consent to the inclusion of its name in this document.
- (c) Cavendish has given and not withdrawn its written consent to the inclusion of its name in this document.

PART 6

NOTICE OF GENERAL MEETING

CHARIOT LIMITED

(A company incorporated in Guernsey with registered number 47532)

NOTICE IS HEREBY GIVEN that a General Meeting of Chariot Limited (the “**Company**”) will be held at the offices of Haynes and Boone CDG LLP, Alder Castle, 10 Noble Street, London, EC2V 7JX at 11.00 a.m. GMT on 11 March 2026 for the purpose of considering and, if thought fit, passing the resolutions set out below (“**Resolutions**”). Expressions used in this Notice of General Meeting have the meanings given to them in the circular to shareholders of the Company dated 23 February 2026 (the “**Circular**”) of which this Notice of General Meeting forms part (unless the context otherwise requires). Resolution 1 and Resolution 2 are proposed as ordinary resolutions and Resolution 3 is proposed as a special resolution.

ORDINARY RESOLUTIONS

- 1 **THAT** the proposed Transaction and any connected transaction effected by the Company or any of its subsidiaries (“**Connected Transaction**”) be and are hereby approved, and it is hereby resolved that the directors of the Company be and are hereby authorised to enter into all agreements and do all things that are, in the opinion of the Directors (or a duly authorised committee of them), necessary, expedient or appropriate to give effect to and complete the Transaction and any Connected Transaction.
- 2 **THAT** the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 3.5 of the Articles of Incorporation of the Company (the “**Articles**”) to exercise all powers of the Company to allot relevant securities (as defined in Article 3.5(b) of the Articles) pursuant to or in connection with the Fundraising and the grant of the Warrants, up to a total aggregate nominal amount of £27,154,489.38, by way of the allotment of (a) up to 1,357,724,469 Ordinary Shares in the capital of the Company in connection with the Placing, the Subscription and the Open Offer; and (b) up to 1,357,724,469 Warrants, in addition to and without prejudice to any previous authority given to the Directors pursuant to Article 3.5 of the Articles or otherwise, and shall expire on the date falling twelve months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

- 3 **THAT**, subject to and conditional upon Resolution 2 being duly passed, the Directors be and they are hereby empowered pursuant to Article 3.7 of the Articles, in addition to and without prejudice to any previous authority given to the Directors pursuant to Article 3.7 of the Articles or otherwise, to allot equity securities (as defined in Article 3.8(a) of the Articles) for cash pursuant to the Fundraising and grant of the Warrants as if Article 3.6(a) of the Articles did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 2 above (as varied from time to time by the Company in general meeting) **PROVIDED THAT** such power shall be limited to the allotment of up to (a) 1,357,724,469 Ordinary Shares; and (b) 1,357,724,469 Warrants, in each case issued pursuant to or in connection with the authority in Resolution 2, and shall expire on the date falling twelve months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting, except that the Company may before expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Dated 23 February 2026

By order of the Board of Directors

Oak Fund Services (Guernsey) Limited

Oak House
Hirzel Street
St Peter Port
Guernsey GY1 2NP
Company Secretary of
Chariot Limited

Notes:

- 1 Shareholders are urged to complete and return the enclosed Form of Proxy as soon as possible.
- 2 A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and vote in their place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
- 3 Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (the “**Register**”) for certificated or uncertificated shares of the Company (as the case may be) as at close of business 9 March 2026 (the “**Specified Time**”) will be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time (excluding any part of a day that is not a business day), that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period then, to be so entitled, members must be entered on the Register at close of business two days before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- 4 An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of authority, must be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11.00 a.m. on 9 March 2026 or not less than 48 hours (excluding any day that is not a Business Day) before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
- 5 Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- 6 Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company’s registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



- 7 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 8 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company’s registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in note 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- 9 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).
- 10 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
- 11 If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 a.m. on 9 March 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

How to appoint a Proxy or Corporate representative to submit a proxy vote

- 12 A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.
- 13 Please indicate above how you wish your votes to be cast in respect of each resolution by placing an "X" (or entering the number of shares which you are entitled to vote) in the appropriate box of the Form of Proxy. If you sign the Form of Proxy and return it without an indication of how your proxy will vote on any particular matter, your proxy will exercise their discretion as to whether and, if so, how he votes and he may also vote on any other business (including any amendments to the Resolutions) which may be properly conducted at the General Meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against each resolution.
- 14 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's relevant register of members in respect of the joint holding (the first named being the most senior).
- 15 In the case of a corporation, the Form of Proxy should either be given under the corporation's common seal or signed for and on its behalf by a duly authorised officer or attorney of the corporation.

Upon completing the Form of Proxy, please sign it and return it to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. The Form of Proxy must be received by MUFG Corporate Markets by no later than 11.00 a.m. on 9 March 2026 or not less than 48 business hours before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll, together with such power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority.

