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**1 July 2025**

**Rosebank Industries plc**

**Results of General Meeting and Open Offer**

Rosebank announces that at the General Meeting of the Company held today, all resolutions put to Shareholders were duly passed. The table below shows the results of the poll for each resolution.

Resolution	For		Against		% of issued share capital voted	Votes withheld
	Number	%	Number	%		
1: To approve the acquisition of ECI Equity Holding Company Inc.	14,819,293	98.19	273,485	1.81	75.46%	7,054
2: To authorise the directors to allot shares in connection with the Capital Raise.	14,819,293	98.19	273,485	1.81	75.46%	7,054
3: To authorise the limited disapplication of pre-emption rights in connection with the Capital Raise.	14,807,210	98.11	285,452	1.89	75.46%	7,170
4: To authorise the directors to allot shares post-Admission.	15,090,652	99.99	1,731	0.01	75.46%	7,449
5: To authorise the limited disapplication of pre-emption rights post-Admission.	15,076,727	99.90	15,287	0.10	75.46%	7,818
6: To authorise the Company to buy back shares post-Admission.	15,090,730	99.99	1,987	0.01	75.46%	7,115

1. A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of shares voted "For" or "Against" any resolution.
2. The number of Ordinary Shares in issue at 6:30 p.m. on 27 June 2025 was 20,000,000 ("ISC"). Holders of Ordinary Shares are entitled to one vote per share. No shares are held in treasury.

**Open Offer**

Rosebank also announces the results of the Open Offer launched on 11 June 2025 in connection with the Capital Raise. The Open Offer was oversubscribed, with applications received in respect of 101% of the Open Offer Shares available, which resulted in over 98% of applications being successful in full and the balance being successful for all save for a small portion of their application for the Excess Entitlement. As a result, 2,248,643 Open Offer Shares will be issued in connection with the Open Offer, raising approximately £6.7 million (before expenses) for the Company at an issue price of £3.00 per share.

**Admission and dealings**

Application has been made to the London Stock Exchange for the admission of 386,607,653 New Ordinary Shares, comprising 380,000,000 Placing Shares and US Private Placement Shares, in aggregate, 4,359,010 Connected Persons Shares and 2,248,643 Open Offer Shares, to trading on AIM ("Admission"). Admission is expected to take place and dealings in the New Ordinary Shares are expected to commence on or around 8.00 a.m. on 3 July 2025.

**Completion**

Subject to the satisfaction or, where appropriate, waiver of the conditions to the Acquisition, it is expected that completion of the Acquisition will occur in the third quarter of 2025. On completion, in accordance with AIM Rule 14, the admission of the Ordinary Shares will be cancelled and application will be made for Readmission of the Enlarged Group.

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Capitalised terms used in this announcement have the meanings given to them in the Company's announcement on 6 June 2025, unless the context provides otherwise.

### **Important information**

This announcement has been issued by, and is the sole responsibility of Rosebank Industries plc.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose whatsoever on the completeness, accuracy or fairness of the information or opinions contained in this announcement.

Nothing in this announcement constitutes legal, financial, tax or other advice or takes into account the particular investment objectives, financial situation, taxation position or needs of any person.

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The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States, absent registration or an applicable exemption from registration. The Company has no intention to register any part of the Capital Raise in the United States or make a public offering of securities in the United States.

Each of: (i) the Company; and (ii) Barclays Bank PLC ("Barclays"), BNP PARIBAS ("BNPP"), Citigroup Global Markets Limited ("Citigroup") and Investec Bank plc ("Investec") (together, the "Banks"), and in each case, their respective affiliates as defined under Rule 501(b) of Regulation D under the Securities Act ("affiliates"), expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

No representation or warranty, express or implied, is made or given by or on behalf of the Company, the Banks, or any of their respective parent or subsidiary undertakings or the subsidiary undertakings of any such parent undertakings, or any of such person's directors, officers, affiliates, agents, advisers, employees, or any other person, as to the accuracy, completeness or fairness of the information or opinions contained in this announcement and no responsibility or liability is accepted for any such information or opinions.

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### **Information to distributors**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA

Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution channels.

#### **Notice to Canadian Investors**

The distribution of Placing Shares in Canada is to be made on a private placement basis only, exempt from the requirement that the Company prepare and file a prospectus with the relevant Canadian securities regulatory authorities and only to those who are both "accredited investors" within the meaning of National Instrument 45-106 - Prospectus Exemptions (or section 73.3(1) of the Securities Act (Ontario), as applicable) and "permitted clients" within the meaning of National Instrument 31-103 - Registration Requirements, Exemptions and Ongoing Registrant Obligations. In connection with any such sale made to investors in the Placing that are located in Canada, the Placee will be required to provide a signed investor qualification statement, confirming its eligibility to participate in the Placing.

The Company is not a "reporting issuer", as such term is defined under applicable Canadian securities legislation, in any province or territory of Canada, its securities are not listed on any stock exchange in Canada and there is currently no public market for the Placing Shares in Canada. The Company currently does not intend to file a prospectus or similar document with any securities regulatory authority in Canada qualifying the resale of the Placing Shares to the public in any province or territory of Canada or listing its securities on any stock exchange in Canada. Therefore, there will be no public market in Canada for the Placing Shares and the resale or transfer of the Placing Shares will be subject to restrictions. Accordingly, any resale of the Placing Shares of the Company must be made in accordance with applicable securities laws, and which may require resales to be made in accordance with exemptions from registration and prospectus requirements.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this offering memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

The Announcement is not, and under no circumstances is it to be construed as, an advertisement or a public offering of the Placing Shares in Canada. No securities commission or similar regulatory authority in Canada has reviewed or in any way expressed an opinion about the Placing Shares and any representation to the contrary is an offence.

#### **Forward looking statements**

This announcement includes statements that are, or may be deemed to be, 'forward-looking statements'. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms 'believes', 'estimates', 'plans', 'projects', 'anticipates', 'expects', 'intends', 'may', 'will', or 'should', or, in each case, their negative or other variations or

comparable terminology.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause the Group's actual results to differ materially from those indicated in these statements. These factors include, but are not limited to, those described in Appendix III to this announcement. Any forward-looking statements in this announcement reflect the Company's current views, intentions, beliefs or expectations with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity.

These forward-looking statements speak only as at the date of this announcement. Subject to any applicable obligations, the Company undertakes no obligation to update publicly or review any forward looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or individuals acting on behalf of the Company or the Group are expressly qualified in their entirety by this paragraph. Prospective investors should specifically consider the factors identified in this announcement which could cause actual results to differ before making an investment decision.

For the avoidance of doubt, the contents of the Company's website or any website directly or indirectly linked to the Company's website are not incorporated by reference into, and do not form part of, this announcement.

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