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If you sell or have sold or otherwise transferred all of your ordinary shares in Cleantech Building Materials plc (“**CBM**” or “**Company**”) please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Cleantech Building Materials plc

(Incorporated and registered in England & Wales with Registered No. 09357256)

NOTICE OF 2020 ANNUAL GENERAL MEETING

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed resolutions, including the grant of authority to the Directors to allot relevant securities and the disapplication of pre-emption rights is set out on pages 5 to 7 of this document.

The notice convening the annual general meeting of the Company is set out at the end of this document. The 2020 Annual General Meeting will be held at 19 Colville Mews, London, W11 2DA on Friday 26 June 2020 at 11.00 a.m. **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by not later than 11.00 a.m. on Wednesday 24 June 2020.**

COVID-19 – AGM Arrangements

The Company is closely monitoring the law and UK Government guidance regarding the COVID-19 situation, and will continue to do so in the lead up to the AGM. The health of our shareholders, employees and stakeholders remains extremely important to us and accordingly, the Directors have taken into consideration the compulsory ‘Stay at Home’ measures that have been published by the UK Government. These measures currently provide that public gatherings of more than two people are not permitted unless essential for work purposes or a domestic household exemption applies. The Company's view, which is supported by the Chartered Governance Institute (ICSA), is that attendance in person at a general meeting by a shareholder, other than one specifically required to form the quorum for that meeting, is not essential for work purposes. The Company has arranged for a quorum to be present at the proposed meeting. Accordingly, should these measures remain in place up to the AGM, shareholders, advisers and other guests will not be allowed entry in to attend the AGM in person and accordingly anyone seeking to attend the meeting will be refused entry. As such, shareholders should note they are not entitled to attend the AGM in person unless the situation changes or if plans have to be revised before the date of the AGM in which cases shareholders will be so notified otherwise via a public announcement and the Company's website.

Since shareholders are unable to attend the AGM in person, shareholders are requested to therefore submit their votes, in respect of the business to be discussed, via proxy as early as possible. Shareholders should appoint the Chairman of the meeting as their proxy. If a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person or cast the shareholder's vote.

The business at the AGM will be confined to the formal business section only, with no wider presentations on business performance or Q and A. If any shareholder has a question they would like to pose to the Directors, these should be submitted to the Chairman via CBM@investor-focus.co.uk.

This document does not comprise or form part of any offer or invitation to acquire or to dispose of or to subscribe for any interests in shares or securities in the Company and none of its contents nor the fact of its existence may be relied on in connection with any contract therefor.

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TIMETABLE

Latest time and date for receipt of completed
forms of proxy for the Annual General Meeting

11.00am on Wednesday 24 June 2020

Annual General Meeting

11.00am on Friday 26 June 2020

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened for 11.00 a.m. on Friday 26 June 2020 at which the ordinary and special resolutions will be proposed, notice of which is set out at the end of this document
“Articles”	the articles of association of the Company which are in force as at the date of this document
“Board” or “Directors”	the board of Directors of the Company, whose names are set out at page 5 of this document
“CBM” or “Company”	Cleantech Building Materials plc
“Companies Act”	Companies Act 2006 (as amended from time to time)
“Diamond Wood”	Diamond Wood China Limited, of which the Company owns 97.44 per cent. of the capital
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the Annual General Meeting, which accompanies this document
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of £0.10 each in the share capital of CBM
“Preference Shares”	the 9 per cent. cumulative redeemable preference shares of £0.10 each with an annual cumulative dividend of 9 per cent. to be issued by CBM
“Resolutions”	the ordinary and special resolutions to be proposed at the Annual General Meeting and set out in the Notice of Annual General Meeting
“Shareholder”	a holder of Ordinary Shares
“UK” and “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

LETTER FROM THE CHAIRMAN

Cleantech Building Materials plc

(Incorporated and registered in England & Wales with Registered No. 09357256)

Directors:

Andrew Paul Richards (*Non-Executive Chairman*)
Jason Hung-Wen Wang (*Chief Executive Officer*)
Dwight Wei Zou (*Chief Financial Officer*)
Adrian Wyn-Griffiths (*Executive Director*)
Syed Jeff Erik Jaffrey (*Non-Executive Director*)
Simon Allocca (*Non-Executive Director*)

Registered Office

7 Trebeck Street,
London,
W1J 7LU,
United Kingdom

3 June 2020

To Shareholders

Dear Shareholder

Notice of 2020 Annual General Meeting

Introduction and Background

I am pleased to set out the notice of the Company's 2020 Annual General Meeting ("**AGM**").

Due to the ongoing government "stay at home measures" which currently include a prevention of public gatherings of more than two people, some changes will need to be made to the way the AGM is held this year.

Unless the restrictions are significantly reduced it is anticipated that the AGM will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders attempting to attend the AGM will not be permitted entry. The Directors hope that you understand we are taking these steps to protect shareholders and those Directors attending.

Appropriate arrangements have been made such that the legal requirements to hold the meeting will be satisfied.

Shareholders are strongly encouraged to vote by proxy on the resolutions contained in this AGM Notice and full details on how to register a vote by proxy are set out below.

As previously announced, the Company is at an advanced stage in establishing a joint venture and building an Accoya wood factory with a major Chinese chemical group, Nantong Acetic Acid Chemical Co., Ltd ("**NTACC**"). The Covid-19 international travel restrictions have slightly delayed the next phase of the project, but both the NTAAC and Diamond Wood management teams are working closely together to accelerate the work streams.

In anticipation of the new Accoya wood factory construction financing and related working capital requirements, the Company will require the issue of new Ordinary Shares. Additionally taking into account the Company's current obligations to issue Ordinary Shares under the loan facility and the outstanding option and warrant arrangements, the Board has concluded that it would be appropriate to increase the Directors' authority to issue new Ordinary Shares and give the Board maximum flexibility to issue shares for cash without having to first offer them to existing shareholders. New Ordinary Shares will only be issued either to fund the construction of the factory and related working capital, or in relation to the Company's existing commitments to issue shares.

The Company's audited financial statements for the period from 1 January 2019 to 31 December 2019 accompany this letter and more information on the progress made by the Company in 2019 is included in the accounts.

The Directors currently have authority to allot new Ordinary Shares (and rights to subscribe therefor) and Preference Shares on a non pre-emptive basis for cash pursuant to the authority which was granted by the Shareholders at its last annual general meeting held in May 2019. These authorities expire at this AGM and the Directors propose that those authorities be refreshed.

The following notes explain the items of business to be conducted at the AGM.

Resolution 1: Powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares

The Directors of the Company seek authority for the purposes of section 551 of the Companies Act to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £13,673,232 which is equivalent to 200 per cent of the total issued Ordinary Share capital of the Company as at the date of this document. This authority shall be in substitution for and shall replace any other existing authority to the extent not utilised at the date this Resolution is passed. If the resolution is passed, the authority shall expire on the earlier of the date of the Company's next annual general meeting and 15 months after the passing of the resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

The Directors expect that there will be a need to exercise the authority to issue such securities to be given by Resolution 1 in the near future, and they believe it would be appropriate to do so in respect of present commercial opportunities which they consider are consistent with the Company's strategic objectives.

Resolution 2: Disapplication of pre-emption rights

The purpose of Resolution 2 is to authorise the Directors to allot new shares pursuant to the authority given by Resolution 1, or sell treasury shares, for cash in connection with a pre-emptive offer or otherwise up to a nominal value of £13,673,232 and as to £1,000,000 in nominal value of Preference Shares without in each case the shares first being offered to existing Shareholders in proportion to their existing holdings. The amount of the proposed authority (other than that proposed in respect of Preference Shares) is equivalent to 200 per cent. of the total issued Ordinary Share capital as at the date of this document.

The Board considers the authority in Resolution 2 to be appropriate in order to allow the Company the flexibility to undertake equity issues without the need to comply with the requirements of the statutory pre-emption provisions, and to enable the issue from time to time of Preference Shares.

If the resolution is passed, the authority shall expire on the earlier of the date of the Company's next annual general meeting and 15 months after the passing of the resolution.

Resolution 3: To receive the 31 December 2019 report and accounts

Shareholders who have any questions on the Company's reports and financial statements for the period from 1 January 2019 to 31 December 2019 should submit them to the Chairman via CBM@investor-focus.co.uk.

Resolution 4: To approve the re-appointment of Crowe UK LLP as auditors

The Company's auditors must offer themselves for reappointment at each annual general meeting at which accounts are presented. The Directors, having made such enquiries as they consider appropriate, are satisfied with the service provided from and the terms of engagement of Crowe UK LLP as the Company's auditors and are pleased to propose their re-election to that role under Resolution 4.

Resolution 5: To authorise the Directors to set the remuneration of the Company's auditors

This resolution would authorise the Directors to set the remuneration of the auditors.

Resolution 6: To reappoint Simon Allocca as a director of the Company as he was appointed following the previous AGM and is therefore required to resign and seek re-election under the Articles.

The biographical details of Mr Allocca are set out on the Company's website at <http://www.cbm-plc.com/investor-relations/board-of-directors>.

Action to be taken in respect of the Annual General Meeting by the holders of Ordinary Shares

Set out at the end of this document is the notice convening the Annual General Meeting of the Shareholders to be held at 19 Colville Mews, London W11 2DA on Friday 26 June 2020 at 11.00 a.m., at which the Resolutions set out in the notice of AGM will be proposed. Please note the arrangements set out by the Company in respect of attendance and representation at the Annual General Meeting in the light of the currently prevailing circumstances.

A Form of Proxy for use at the Annual General Meeting of the Shareholders is enclosed with this document.

The Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Company's articles of association and returned to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible, but in any event so as to be received not later than 11.00 a.m. on Wednesday 24 June 2020.

I am delighted by the progress, which the Company has made, and look forward to announcing further progress in due course.

Yours faithfully

Paul Richards

Non-Executive Chairman, Cleantech Building Materials Plc

Cleantech Building Materials plc

(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **2020 ANNUAL GENERAL MEETING (“AGM”)** of the Company will be held at 19 Colville Mews, London, W11 2DA on Friday 26 June 2020 at 11.00 a.m.

The meeting will be held in order to consider and, if thought fit, pass resolutions 1, 3, 4, 5, and 6 as ordinary resolutions and resolution 2 as a special resolution.

Ordinary resolution

1. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £13,673,232 this authority shall be in substitution for and shall replace any other existing authority to the extent not utilised at the date this resolution is passed and shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Special resolution

2. That, in substitution for any existing power but without prejudice to the exercise of any power prior to the date hereof, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to (i) the allotment of equity securities for cash up to an aggregate nominal amount of £13,673,232 and (ii) to the allotment of Preference Shares up to an aggregate nominal amount of £1,000,000 such authority to expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of the resolution.

Ordinary resolutions

3. To receive the report and accounts of the Company for the period from 1 January 2019 to 31 December 2019.
4. To re-appoint Crowe UK LLP as auditors to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
5. To authorise the Company's Directors to set the remuneration of the auditors.
6. To re-elect as a director of the Company, Simon Allocca who retires as a director pursuant to article 26.2.1 of the Company's Articles.

BY ORDER OF THE BOARD

Adrian Wyn-Griffiths

*Director and Company Secretary,
Cleantech Building Materials Plc*

Dated: 3 June 2020

Registered Office: 7 Trebeck Street, London W1J 7LU

NOTES

1. Shareholders should note that notwithstanding the rights of shareholders contained in the Companies Act 2006 and the Company's articles of association, shareholders will not be entitled to attend the 2020 AGM in person unless notified otherwise via a public announcement and the Company's website. Any shareholder attempting to gain access to the meeting in person will be denied entry as a result of the prevailing circumstances and they will not be able to participate in the business of the meeting. Shareholders should appoint the Chairman of the meeting as their proxy. If a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in person or cast the shareholder's vote. To be valid, completed Proxy Forms must be received at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark House, Halesowen, West Midlands, B62 8HD, by not later than 11.00 a.m. on Wednesday 24 June 2020 (being 48 hours prior to the time fixed for the meeting excluding any part of a day that is not a working day) or, in the case of an adjournment, as at 48 hours prior to the time of the adjourned meeting.
2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those holders of Ordinary Shares registered in the register of members of the Company at 11.00 a.m. on Wednesday 24 June 2020 (being 48 hours prior to the time fixed for the meeting excluding any part of a day that is not a working day) shall be entitled to vote at the AGM in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after 11.00 a.m. on Wednesday 24 June 2020 shall be disregarded in determining the rights of any person to vote at the meeting.