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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 the “**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 GENERAL MEETING

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed resolutions, is set out on pages 5 to 6 of this document.

The notice convening the general meeting of the Company is set out at the end of this document. The 2023 General Meeting will be held at the offices of the Company’s solicitors, Wallace LLP, 27 Mortimer Street, London, W1T 3JF on Thursday, 7 September 2023 at 4.00 p.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 4.00 p.m. on Tuesday, 5 September 2023.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

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.

CONTENTS

TIMETABLE	3
DEFINITIONS	4
LETTER FROM THE CHAIRMAN	5
NOTICE OF GENERAL MEETING	7

TIMETABLE

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

4.00 pm on Tuesday, 5 September 2023

General Meeting

4.00 pm on Thursday, 7 September 2023

DEFINITIONS

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

“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
“Company”	Cleantech Building Materials plc
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting, which accompanies this document
“General Meeting”	the general meeting of the Company convened for 4.00 p.m. on Thursday 7 September 2023 at which the ordinary resolution and the special resolution will be proposed, notice of which is set out at the end of this document
“Notice of General Meeting”	the notice convening the General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of £0.10 each in the share capital of the Company
“Resolutions”	the ordinary resolution and the special resolution to be proposed at the General Meeting and set out in the Notice of 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 as a public limited company

Registered number 09357256

Directors:

Paul Richards
Colin McKendrick
Adrian Wyn-Griffiths
Simon Allocca
Briony Mathieson

Non-Executive Chairman
Chief Executive Officer
Executive Director
Non-Executive Director
Non-Executive Director

Registered Office

Floor 6
International House
4 Maddox Street
London
W1S 1QP
United Kingdom

14 August 2023

Dear Shareholder

Notice of General Meeting

Introduction and Background

The CBM Board has been reviewing its running costs and has determined that the cost of maintaining the Nasdaq First North listing is no longer justified, given the limited liquidity available to shareholders.

The de-listing from Nasdaq First North Growth Market requires the approval of shareholders at a General Meeting, notice of which is set out in this circular. In accordance with the Rules of Nasdaq First North Growth Market, two thirds of the votes cast must be in favour, in order for the approval to be effective. There are also changes required to the Company's Articles of Association to remove references to Nasdaq First North Growth Market and other changes relating to the listing.

Following approval by shareholders, and formal application by the Company, there will be a period of approximately ten weeks before the de-listing is effected. If the de-listing is completed, the shares in the Company will no longer be quoted on a public market; however, the Company will put in place a mechanism to allow shareholders to buy and sell shares in the Company on a matched bargain basis.

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

Resolution 1: An Ordinary Resolution to approve the application for de-listing of the Company's issued share capital from trading on Nasdaq First North Growth Market, Copenhagen, the market of that name operated by Nasdaq Copenhagen A/S ("De-Listing").

Shareholders shall have the opportunity to ask the Directors who attend the General Meeting questions on the De-Listing.

Resolution 2: A Special Resolution to amend the Articles as set out in the Notice of General Meeting.

Shareholders shall have the opportunity to ask the Directors who attend the General Meeting questions on the proposed changes to the Articles.

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

Set out at the end of this document is the notice convening the General Meeting of the Shareholders to be held at the offices of the Company's solicitors, Wallace LLP, 27 Mortimer Street, London, W1T 3JF on Thursday 7 September 2023 at 4.00 p.m., at which the Resolutions set out in the Notice of General Meeting will be proposed.

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

Whether or not you intend to attend and participate at the General Meeting, 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 4.00 p.m. on Tuesday, 5 September 2023.

The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

I look forward to having the opportunity to discuss this with you in further detail at the General Meeting.

Yours faithfully

Paul Richards

Non-Executive Chairman

Cleantech Building Materials Plc

Company Number: 09357256

CLEANTECH BUILDING MATERIALS PLC

(the “Company”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **GENERAL MEETING** of the Company will be held at the offices of the Company’s solicitors, Wallace LLP, 27 Mortimer Street, London, W1T 3JF on Thursday, 7 September 2023 at 4.00 p.m.

The meeting will be held in order to consider and, if thought fit, pass resolution 1 as an ordinary resolution and resolution 2 as a special resolution.

Ordinary resolution

Resolution 1: To approve the application for de-listing of the Company’s share capital, issued and to be issued, to trading on Nasdaq First North Growth Market, Copenhagen, the market of that name operated by Nasdaq Copenhagen A/S.

Special resolution

Resolution 2: THAT the Company’s articles of association be amended as follows:

- 2.1. by the deletion of the words “Nasdaq First North” and “Nasdaq Copenhagen A/S” and insertion of the words “a recognised investment exchange” and “relevant governing authority” in the definition of “Market Rules” at article 1.2;
- 2.2. by the deletion of the definition “Nasdaq First North” at article 1.2;
- 2.3. by the deletion of the words “a security title to which is recorded on the relevant register of securities as being held in uncertificated form and title to which may be transferred by means of a Relevant System” and insertion of the words “The Uncertificated Securities Regulations 2001 (as amended from time to time) in the definition of “Uncertificated Securities Regulations” at article 1.2;
- 2.4. by insertion of a new definition of “Uncertificated Share” with the wording “a security title to which is recorded on the relevant register of securities as being held in uncertificated form and title to which may be transferred by means of a Relevant System” at article 1.2;
- 2.5. by the deletion of “(i)” and the insertion of “(a)” at the final paragraph of article 2.2.1;
- 2.6. by the deletion of the words “the of Nasdaq First North (if relevant) and” and the insertion of the words “(if applicable)” at article 8.2;
- 2.7. by the deletion of the words “the regulations of Nasdaq First North (if relevant) and” and the insertion of the words “(if applicable)” at article 8.3;
- 2.8. by the deletion of the words “the regulations of Nasdaq First North and” and the insertion of the words “,if applicable” at article 8.11;
- 2.9. by the deletion of the words “Nasdaq First North (if relevant) and” and the insertion of the words “(if applicable)” at article 12.3;
- 2.10. by the deletion of the words “Nasdaq First North (if relevant) and” and the insertion of the words “(if applicable)” at article 12.8;

- 2.11. by the insertion of “,” between “poll” and “votes” at article 20.6;
- 2.12. by the insertion of the words “and subject to the shares of the Company being listed or admitted to trading on a recognised investment exchange,” at article 34.1;
- 2.13. by replacing all references to “ordinary shares” with the defined term of “Ordinary Shares” throughout article 34.1;
- 2.14. by the deletion of the words “Nasdaq First North” and the insertion of the words “a recognised investment exchange” in article 34.1.1; and
- 2.15. by the deletion of the words “the United Kingdom Listing Authority or the London Stock Exchange” and “United Kingdom Listing Authority and the London Stock Exchange” and the insertion of the words “the recognised investment exchange” in article 43.1.4.

BY ORDER OF THE BOARD

Adrian Wyn-Griffiths

Director and Company Secretary
Cleantech Building Materials Plc

Dated:

14 August 2023

Registered Office: Floor 6 International House 4 Maddox Street London W1S 1QP

NOTES

1. Shareholders entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and speak on their behalf. A shareholder may appoint more than one proxy in relation to the GM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. To appoint more than one proxy you may photocopy the Proxy Form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed Proxy Form. Completion of the Proxy Form will not prevent a Shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so. 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 4.00 p.m. on Tuesday, 5 September 2023 (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 (excluding any part of a day that is not a working day) prior to the time of the adjourned meeting.
2. Representatives of Shareholders which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 22.5 of the Company’s articles of association.
3. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
4. 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 4.00 p.m. on Tuesday, 5 September 2023 (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 attend and vote at the GM in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after 4.00 p.m. on Tuesday, 5 September 2023 shall be disregarded in determining the rights of any person to attend or vote at the meeting.