

Prior to publication, the information contained within this announcement was deemed by the Company to constitute inside information as stipulated under the UK Market Abuse Regulation. With the publication of this announcement, this information is now considered to be in the public domain.

21 February 2025

**Biome Technologies plc
("Biome", the "Company" or the "Group")**

**Proposed cancellation of admission of the Ordinary Shares to trading on AIM
Proposed re-registration as a private limited company and adoption of New Articles
and
Notice of General Meeting**

Biome Technologies plc ("**Biome**") today announces the proposed voluntary cancellation of the admission of its ordinary shares of £0.05 each ("**Ordinary Shares**") from trading on AIM (the "**Cancellation**"), pursuant to Rule 41 of the AIM Rules for Companies (the "**AIM Rules**") and re-registration of the Company as a private limited company (the "**Re-registration**").

A circular (the "**Circular**") will be posted to Shareholders on Monday 24 February 2025, and includes notice of a General Meeting of the Company which is being convened for 11.00am on Thursday 13 March 2025 (the "**General Meeting**") at the offices of Osborne Clarke LLP at One London Wall, London EC2Y 5EB for the purposes of considering and, if thought fit, passing the requisite shareholder special resolution to approve the Cancellation (the "**Cancellation Resolution**"). In accordance with the requirements of Rule 41 of the AIM Rules, the Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7:00 a.m. on Friday 21 March 2025.

The Company is also seeking Shareholder approval by special resolutions at the General Meeting for the replacement of the current Articles by the New Articles, conditional upon Cancellation and effective immediately following such Cancellation and also for the Re-registration of the Company as a private limited company.

The Company has received irrevocable undertakings to vote in favour of the Resolutions from all Directors and certain other shareholders, together holding 82.53% of the voting rights in the Company.

Further information on the proposed Cancellation, the New Articles, the Re-registration and the General Meeting, is set out below and in the Circular.

Reasons for proposed Cancellation

The Board has conducted a thorough review of the benefits and drawbacks of retaining the quotation of Biome's Ordinary Shares on AIM. The Directors believe that Cancellation will be in the best interests of the Company and its Shareholders. In reaching this conclusion the Board has considered the following key factors.

- **Access to capital:**

The Directors believe that Biome's growth prospects and ability to execute its development and scale-up strategy will be best accomplished as a private company.

The Directors believe that raising significant equity through public markets is likely to be challenging in the short and medium term and potentially may not be at a valuation that is acceptable to Shareholders. The Directors consider that this is particularly the case for a company such as Biome, which does not have a significant existing institutional shareholder base and is not widely followed by equity analysts and where there are concentrated individual shareholdings (with two investors holding more than 50% of the voting rights in the Company and four investors holding more than 75% of the voting rights in the Company).

- **Business and Strategic Flexibility:**

The Board considers that its flexibility to explore, initiate and participate in transactional or strategic opportunities will be materially enhanced without the constraints of triggering announcement obligations.

- **Cost, management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM:**

Overall, the Directors believe that the time and cost savings associated with ceasing to be a quoted company could be far better utilised for the benefit of the Company to capitalise on growth opportunities. Such costs include the direct financial costs associated with maintaining the admission of the Ordinary Shares (such as nominated adviser and broker fees, London Stock Exchange fees, the audit cost premium associated with being a quoted company and legal review costs on market compliance matters) which are, in the Board's opinion, disproportionately high, compared to the benefits. The Cancellation will also permit re-allocation of some internal resources, without, in the opinion of the Board, any practical diminution in corporate governance and indeed allowing more time for the Board and executive management to focus in depth on business-developmental matters.

- **Limited free float and lack of liquidity of the Ordinary Shares:**

The Directors believe that the current levels of liquidity in trading of the Company's Ordinary Shares on AIM do not, in itself, offer investors the opportunity to trade in meaningful volumes or with frequency within an active market. The Directors believe that the pool of readily tradeable shares outside of the holdings of the Directors and certain significant shareholders is no more than 15% of the total number of shares in issue.

- **Share Price is not considered to be a real guide to overall Company value:**

The Board, taking account of the lack of free float, limited trading and lack of institutional participation, do not consider that the traded price from time to time of the Ordinary Shares provides a meaningful guide to the underlying corporate value and potential of the Group.

Accordingly, the Directors are of the view that the continued admission of the Ordinary Shares to trading on AIM is unlikely to provide the Company with the optimal platform to drive forward its developmental plans and access further significant capital on terms that are acceptable to Shareholders in the future. As a result of this review and following careful consideration, the Board considers the disadvantages associated with maintaining the admission of the Ordinary Shares to trading on AIM to be disproportionately high when compared to the perceived benefits and

therefore the Board has unanimously concluded that the proposed Cancellation and Re-registration are in the best interests of the Group and its Shareholders as a whole.

Matched Bargain Facility

The Company is making arrangements for a Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares to be put in place from the date of the Cancellation if the Resolutions are passed. The Company currently anticipates that the Matched Bargain Facility will be put in place from the business day following Cancellation.

The Matched Bargain Facility would be provided by JP Jenkins. JP Jenkins is an appointed representative of Prosper Capital LLP, which is authorised and regulated by the FCA.

New Articles

The Board proposes New Articles are adopted to ensure that the Company is able to take advantage of the additional flexibilities permitted following Cancellation and Re-registration and to enable the administration of the Company to be carried out more quickly, efficiently and cost-effectively.

The New Articles will also introduce appropriate drag-along and tag-along provisions, relevant to any subsequent sale of controlling interests in the Company. For the avoidance of doubt, no such sale is currently anticipated or planned.

Availability of Circular

The Circular will be posted to Shareholders on Monday 24 February 2025. A copy of this announcement and the Circular will be made available shortly on the Investors section of the Company's website at <https://biometechnologiesplc.com/investors/>

The above summary should be read in conjunction with the full text of this announcement and the Circular, extracts from which are set out in the Appendices below. All capitalised terms used throughout this announcement shall have the meanings given to such terms in the Definitions section in Appendix 3 to this announcement and as defined in the Circular. References to 'this document' refer to the Circular. References to numbered 'Parts' below refer to the relevant parts of the Circular.

Enquiries:

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APPENDIX 1: EXTRACTS FROM THE CIRCULAR

1. Introduction and summary

Biome is a growth-oriented, commercially-driven technology group that comprises two divisions, Biome Bioplastics and Stanelco RF Technologies. Biome Bioplastics is a leading developer of highly-functional, bio-based and biodegradable plastics. Biome Bioplastics' mission is to produce bioplastics that challenge the dominance of oil-based polymers. Stanelco RF Technologies designs, builds and services advanced radio frequency (RF) systems, with a particular focus on the fibre-optics market.

On 21 February 2025 the Company announced that the Board recommends the Cancellation of the admission of the Company's Ordinary Shares on AIM, the adoption of New Articles and the re-registration of the Company as a private limited company and is convening the General Meeting for such purposes.

The purpose of this document is, amongst other things, to provide you with more information about the background to and reasons for the Proposals, to explain why the Board considers the Proposals to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 21 March 2025. The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out at the end of this document.

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the date of the proposed Cancellation which is expected to become effective at 7.00 a.m. on 21 March 2025.

2. Position as at 31 December 2024

As noted in the Company's trading update announced on 4 December 2024, revenues and cash generation have been slower than anticipated. However, the Secured Funding Facility (the "SFF") announced on 18 December 2024 (provided by the Company's two largest shareholders) provided a solid foundation of working capital going into 2025. As at 31 December 2024, the cash balances held by the Group were approximately £574,000 and trade receivables exceeded trade payables. The Company does not have any external debt other than the SFF, of which £350,000 had been drawn at 31 December 2024.

The Board believes that the prospects open to Biome (including options for growth capital) will be broader and deeper in a private rather than public market environment and that its flexibility for negotiating and executing on business and strategic opportunities will be greater.

3. Background to and reasons for the Cancellation

The Board has conducted a thorough review of the benefits and drawbacks of retaining the quotation of Biome's Ordinary Shares on AIM. The Directors believe that Cancellation will be in the best interests

of the Company and its Shareholders. In reaching this conclusion the Board has considered the following key factors.

- **Access to capital:**

The Directors believe that Biome's growth prospects and ability to execute its development and scale-up strategy will be best accomplished as a private company.

The Directors believe that raising significant equity through public markets is likely to be challenging in the short and medium term and potentially may not be at a valuation that is acceptable to Shareholders. The Directors consider that this is particularly the case for a company such as Biome, which does not have a significant existing institutional shareholder base and is not widely followed by equity analysts and where there are concentrated individual shareholdings (with two investors holding more than 50% of the voting rights in the Company and four investors holding more than 75% of the voting rights in the Company).

- **Business and Strategic Flexibility:**

The Board considers that its flexibility to explore, initiate and participate in transactional or strategic opportunities will be materially enhanced without the constraints of triggering announcement obligations.

- **Cost, management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM:**

Overall, the Directors believe that the time and cost savings associated with ceasing to be a quoted company could be far better utilised for the benefit of the Company to capitalise on growth opportunities. Such costs include the direct financial costs associated with maintaining the admission of the Ordinary Shares (such as nominated adviser and broker fees, London Stock Exchange fees, the audit cost premium associated with being a quoted company and legal review costs on market compliance matters) which are, in the Board's opinion, disproportionately high, compared to the benefits. The Cancellation will also permit re-allocation of some internal resources, without, in the opinion of the Board, any practical diminution in corporate governance and indeed allowing more time for the Board and executive management to focus in depth on business-developmental matters.

- **Limited free float and lack of liquidity in the Ordinary Shares:**

The Directors believe that the current levels of liquidity in trading of the Company's Ordinary Shares on AIM do not, in itself, offer investors the opportunity to trade in meaningful volumes or with frequency within an active market. The Directors believe that the pool of readily tradeable shares outside of the holdings of the Directors and certain significant shareholders is no more than 15% of the total number of shares in issue.

- **Share Price is not considered to be a real guide to overall Company value:**

The Board, taking account of the lack of free float, limited trading and lack of institutional participation, do not consider that the traded price from time to time of the Ordinary Shares provides a meaningful guide to the underlying corporate value and potential of the Group.

Accordingly, the Directors are of the view that the continued admission of the Ordinary Shares to trading on AIM is unlikely to provide the Company with the optimal platform to drive forward its developmental plans and access further significant capital on terms that are acceptable to Shareholders in the future. As a result of this review and following careful consideration, the Board considers the disadvantages associated with maintaining the admission of the Ordinary Shares to trading on AIM to be disproportionately high when compared to the perceived benefits and

therefore the Board has unanimously concluded that the proposed Cancellation and Re-registration are in the best interests of the Group and its Shareholders as a whole.

4. Principal effects of the Cancellation

The principal effects of the Cancellation will include, among other things, the following:

- as a private company, there will be no formal market mechanism enabling Shareholders to trade Ordinary Shares (other than a limited off-market mechanism provided by the Matched Bargain Facility), and no price will be publicly quoted for the Ordinary Shares;
- it is possible that, following the publication of this document, the liquidity and marketability of the Ordinary Shares may be significantly reduced, and their value adversely affected (however, as set out above, the Directors believe that the existing liquidity in the Ordinary Shares is, in any event, limited);
- the Ordinary Shares may be more difficult to sell compared to shares of companies traded on AIM (or any other recognised market or trading exchange);
- in the absence of a formal market and quoted price, it may be difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply. In particular:
 - the Company will no longer be subject to UK MAR regulating inside information and other matters;
 - the Company will no longer be required to publicly disclose any change in major shareholdings in the Company under the Disclosure Guidance and Transparency Rules;
 - Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to appoint a nominated adviser or the requirement that Shareholders be notified of price sensitive information or certain events or that the Company should seek shareholder approval for certain corporate actions, where applicable, including:
 - substantial transactions, reverse takeovers, related party transactions; and
 - fundamental changes in the Company's business, including certain acquisitions and disposals;
- the levels of disclosure and corporate governance within the Company may not be as stringent as for a company quoted on AIM. However, the Company intends to continue to communicate information to Shareholders, including via updates on the Company's website (see below);
- Allenby Capital will cease to be AIM nominated adviser to the Company for the purpose of the AIM Rules;
- whilst the Company's CREST facility will remain in place immediately post the Cancellation:
 - the Company's CREST facility may be cancelled in the future; and
 - although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST (in which case, Shareholders who hold Ordinary Shares in CREST will receive share certificates);
- stamp duty may be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and

- the Cancellation and Re-registration may have personal taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

For the avoidance of doubt, the Company will remain registered with the Registrar of Companies in England and Wales in accordance with and subject to the Act, notwithstanding the Proposals.

5. Cessation of application of Takeover Code

The Takeover Code (the "**Code**") applies to any company which has its registered office in the United Kingdom, the Channel Islands or the Isle of Man if any of its equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man. The Code therefore applies to the Company as its shares are admitted to trading on AIM.

The Code also applies to any company which has its registered office in the United Kingdom, the Channel Islands or the Isle of Man if the company's shares were admitted to trading on a UK regulated market, a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man at any time in the preceding two years.

Accordingly, if the Proposals are approved by Shareholders at the General Meeting and become effective, the Code will apply to the Company for a period of two years after the Cancellation, following which the Code will cease to apply.

While the Code continues to apply to Biome, a mandatory cash offer will be required to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30% or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Brief details of the Takeover Panel (the "**Panel**"), and of the protections afforded by the Code (which will cease to apply two years after the Cancellation) are set out below.

Before giving your consent to the Proposals, you may want to take independent professional advice from an appropriate independent financial adviser.

The Code

The Code is issued and administered by the Panel. The Code currently applies to Biome and, accordingly, Shareholders are entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders in an offeree company are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders in the offeree company of the same class are afforded equivalent treatment by an offeror.

The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The Code is based upon a number of General Principles, which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and other matters to which the Code applies. They are applied by the Panel in accordance with their spirit in order to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of rules. Like the General Principles, the rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a rule in certain circumstances.

A summary of key points regarding the application of the Code to takeovers is set out in Part 3 of this document.

6. Transactions in the Ordinary Shares prior to and post the proposed Cancellation

Prior to the Cancellation

Shareholders should note that they are able to continue trading in the Ordinary Shares on AIM prior to the Cancellation.

The Directors are aware that certain Shareholders may be unable or unwilling to hold Ordinary Shares in the event that the Cancellation is approved and becomes effective. Such Shareholders may consider selling their interests in the market prior to the Cancellation becoming effective. The Board is not making any recommendation as to whether or not Shareholders should buy or sell their Ordinary Shares.

Following the Cancellation

The Company is making arrangements for a Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares to be put in place from the date of the Cancellation if the Resolutions are passed. The Matched Bargain Facility is to be provided by JP Jenkins. JP Jenkins is an appointed representative of Prosper Capital LLP, which is authorised and regulated by the FCA.

Under the Matched Bargain Facility, Shareholders or others wishing to acquire or dispose of Ordinary Shares would be able to leave an indication with JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Shareholdings remain in CREST and can be traded during normal business hours via a UK regulated stockbroker. Assuming the Cancellation become effective, details of the Matched Bargain Facility will be made available to Shareholders on the Company's website at <https://biometechnologiesplc.com/investors/>

It is intended that the Matched Bargain Facility will operate for a minimum of six months after the Cancellation. The Directors' current intention is that it will continue beyond that time, but Shareholders should note there remains a risk that the Matched Bargain Facility may not remain in place for an extended period of time and therefore inhibit the ability to trade the Ordinary Shares. The Company would expect to update its website (see above) before withdrawal of the Matched Bargain Facility.

There can be no guarantee as to the level of the liquidity or marketability of the Ordinary Shares under the Matched Bargain Facility, or the level of difficulty for Shareholders seeking to realise their investment under the Matched Bargain Facility, or that the Matched Bargain Facility will remain in place for an extended period of time.

If Shareholders wish to buy or sell Ordinary Shares on AIM, they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 20 March 2025 and that the effective date of the Cancellation will be 21 March 2025.

7. Provision of information, services and facilities following the Cancellation

The Company currently intends to continue to provide certain information, services and facilities to Shareholders following the Cancellation. The Company will:

- continue to communicate information to Shareholders about the Company, to the extent required by the Act, including in relation to its accounts;
- continue, for at least 12 months following the Cancellation, to maintain its website (<https://biometechnologiesplc.com>) and to post updates on the website from time to time, although Shareholders should be aware that there will be no obligation on the Company:
 - to include all of the information required under the Disclosure Guidance and Transparency Rules, AIM Rule 26; or
 - to update the website as currently required by the AIM Rules; and
 - seek to make available to Shareholders, through JP Jenkins, the Matched Bargain Facility (as further described in the Circular) which would allow Shareholders to buy and sell Ordinary Shares on a matched bargain basis following the Cancellation.

The Company may choose to cease providing such facilities at any time in the future, in its absolute discretion.

8. Adoption of New Articles of Association

In connection with the Cancellation, it is proposed that the Company should adopt the New Articles in place of the existing articles of association. The purpose of this is to:

- ensure that the Company is able to take advantage of the additional flexibilities permitted following Cancellation and Re-registration, to enable the administration of the Company to be carried out more quickly, efficiently and cost-effectively; and
- to introduce drag-along and tag-along provisions to ensure that the Company could be sold in the future by delivering 100% of the share capital to a purchaser, and to ensure that all

shareholders are entitled to participate in that sale. Shareholders should note that no sale is currently anticipated or planned.

A summary of the main changes to the articles of association is set out in Part 2 of this document. A copy of the proposed New Articles will be available for inspection on the Company's website at: <https://biometechnologiesplc.com/investors/> from the date of this document until the end of the General Meeting.

9. Re-registration as private limited company

In connection with the Cancellation, it is proposed that the Company should be re-registered as a private limited company. Re-registration will enable the Company to take advantage of the additional flexibilities permitted following Cancellation, to enable the administration of the Company to be carried out more quickly, efficiently and cost-effectively and to reduce costs.

Under the Act, the Re-registration and the adoption of the New Articles must be approved by Shareholders holding not less than 75 per cent. of votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

Subject to, and conditional upon, the Cancellation and the passing of Resolutions 2 and 3, an application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company. Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will issue the certificate of incorporation on Re-registration when it is satisfied that no valid application can be made to cancel the Re-registration Resolution or that any such application to cancel Resolution 2 has been determined and confirmed by the Court.

10. The General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held on 13 March 2025 at the offices of Osborne Clarke LLP at One London Wall, London EC2Y 5EB at 11.00 a.m., at which the Resolutions will be proposed for the purposes of implementing the Proposals.

Resolution 1, which will be proposed as special resolution and which is conditional upon the passing of Resolutions 2 and 3, is to approve the cancellation of the admission of the Ordinary Shares to trading on AIM.

Resolution 2, which is proposed as a special resolution and which is conditional upon the passing of Resolutions 1 and 3 and the Cancellation becoming effective, is to approve the adoption of the New Articles.

Resolution 3, which is proposed as a special resolution and which is conditional upon the passing of Resolutions 1 and 2 and the Cancellation becoming effective, is to approve the re-registration of the Company as a private limited company.

11. Irrevocable Undertakings

The Company has received irrevocable undertakings from the Directors to vote in favour of the Resolutions in respect of their entire holdings amounting to, in aggregate 29,109,789 Ordinary Shares representing approximately 56.47% per cent. of the Ordinary Shares and voting rights as at the date of this document.

In addition, the Company has received irrevocable undertakings from other Shareholders holding 13,448,287 Ordinary Shares representing approximately 26.09% per cent. of the Ordinary Shares and voting rights as at the date of this document.

Accordingly the Company has received irrevocable undertakings from shareholders to vote in favour of the Resolutions in respect of an aggregate 42,550,076 Ordinary Shares representing approximately 82.56% per cent. of the Ordinary Shares and voting rights in the Company as at the date of this document

12. Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible, but in any event so as to be received by no later than 11.00 a.m. on 11 March 2025 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) by no later than 11.00 a.m. on 11 March 2025 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

13. Recommendation

The Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their beneficial holdings.

If you are in any doubt as to the action you should take, you are recommended to seek your own independent advice.

APPENDIX 2: EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2025¹

Announcement of the Proposals	7.00 a.m. on 21 February
Publication of this document and the Form of Proxy	24 February
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	11.00 a.m. on 11 March
General Meeting	11.00 a.m. on 13 March
Last day of dealings in Ordinary Shares on AIM	20 March
Cancellation of admission of the Ordinary Shares to trading on AIM	7.00 a.m. on 21 March
Expected re-registration as a private company and adoption of New Articles	21 March
Matched Bargain Facility for Ordinary Shares commences	24 March

Notes:

1. *All of the times referred to in this document refer to London time, unless otherwise stated.*
2. *Each of the above times and/or dates is subject to change at the absolute discretion of the Company. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.*

APPENDIX 3: DEFINITIONS

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

"Act"	the Companies Act 2006 (as amended)
"AIM"	AIM, a market operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange from time to time
"Allenby Capital"	Allenby Capital Limited, the Company's AIM nominated adviser and broker
"Cancellation"	the cancellation of admission of the Ordinary Shares to trading on AIM in accordance with Rule 41 of the AIM Rules, subject to the passing of the Cancellation Resolution
"Cancellation Resolution"	Resolution 1 to be proposed at the General Meeting
"certificated form" or "in certificated form"	an Ordinary Share recorded on a company's share register as being held in certificated form (namely, not in CREST)
"Takeover Code" or the "Code"	the City Code on Takeovers and Mergers
"Company" or "Biome"	Biome Technologies plc, a company incorporated and registered in England and Wales under the Act with registered number 01873702
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
"Dealing Day"	a day on which the London Stock Exchange is open for business in London
"Directors" or "Board"	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof
"Euroclear"	Euroclear UK & International Limited, the operator of CREST
"FCA"	the UK Financial Conduct Authority
"Form of Proxy"	the form of proxy for use in connection with the General Meeting which accompanies this document
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"General Meeting"	the general meeting of the Company to be held at the offices of Osborne Clarke LLP at One London Wall, London EC2Y 5EB at 11.00 a.m. on 13 March 2025 (or any adjournment thereof), notice of which is set out at the end of this document
"Group"	the Company, its subsidiaries and its subsidiary undertakings
"London Stock Exchange"	London Stock Exchange Group plc

"New Articles"	the new articles of association of the Company proposed to be adopted to replace its current articles of association, subject to the passing of Resolution 2 to be proposed at the General Meeting
"Notice of General Meeting"	the notice convening the General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of £0.05 each in the capital of the Company
"Proposals"	together, the Cancellation, the adoption of the New Articles and the Re-registration
"Regulatory Information Service"	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
"Re-registration"	the re-registration of the Company as a private limited company, subject to the passing of Resolution 2 to be proposed at the General Meeting
"Resolutions"	the resolutions set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares from time to time
"UK MAR"	Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time)
"uncertificated" or "in uncertificated form"	an Ordinary Share recorded on a company's share register 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