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If you sell, have sold or otherwise transferred all of your Existing Ordinary Shares you should send this Document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee. However, the distribution of this Document into certain jurisdictions other than the United Kingdom may be restricted by law. Therefore, persons into whose possession this Document and any accompanying documents come should inform themselves about, and observe, any such restrictions. If you sell or have sold or transferred only part of your holding of Existing Ordinary Shares you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Harland & Wolff Group Holdings PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 06409712)

**Placing of 36,522,261 new Ordinary Shares at an
Issue Price of 20 pence per share
Primary Bid Offer of 4,675,230 new Ordinary Shares at an
Issue Price of 20 pence per share
and
Notice of General Meeting**

You should read the whole of this Document. Your attention is drawn in particular to the letter from the Interim Chairman of the Company which is set out on page 10 and contains the unanimous recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting to be held at 11.00 a.m. on 10 December 2021 at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT is set out at the end of this Document. You will not receive a form of proxy for the General Meeting in the post. Instead, you will find instructions in the section entitled “Notes” in the Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Shareholders may request a paper form of proxy from the Registrar, Link Group if they do not have access to the Internet. Proxy votes should be submitted as early as possible and in any event by no later than 11.00 a.m. on 8 December 2021 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

If you have any questions relating to this Document, the General Meeting and submission of a proxy vote, please telephone the Company’s registrars Link Group on 0371 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. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Application will be made for the New Shares to be admitted to trading on the AIM market of the London Stock Exchange (“**AIM**”). The New Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission. No application has been made or is currently intended to be made for the New Shares to be admitted to trading or dealt on any other exchange.

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. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this Document. The AIM Rules for Companies are less demanding than those of the Official List of the FCA. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the New Shares to the Official List of the FCA.

Cenkos Securities plc ("**Cenkos**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser and broker to the Company and for no one else in connection with the matters described in this Document and accordingly will not be responsible to any person other than Company for providing the protections afforded to customers of Cenkos, or for providing advice in relation to such matters. Cenkos' responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any director of the Company (existing or proposed) or to any other person. Cenkos has not authorised the contents of, or any part of, this Document and no liability whatsoever is accepted by Cenkos for the accuracy of any information or opinions contained in this Document or for the omission of any information. No representation or warranty, expressed or implied, is made or deemed to be made by Cenkos or by any of its directors, officers, employees or agents as to any of the contents of this Document.

This Document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy New Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation. In particular, this Document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, New Zealand, Australia, Japan, the Republic of South Africa, or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries. Accordingly, the New Shares may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, New Zealand, Australia, Japan, or the Republic of South Africa, or in any other country, territory or jurisdiction where to do so may contravene local securities laws or regulations. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, New Zealand, Australia, Japan, or the Republic of South Africa and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, New Zealand, Australia, Japan, or the Republic of South Africa.

Copies of this Document will be available on the Company's website
<https://www.harland-wolff.com/investors/>

Neither the content of any website referred to in this Document nor any hyperlinks on such website is incorporated in, or forms part of, this Document.

FORWARD LOOKING STATEMENTS

This Document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

CONTENTS

	<i>Page</i>
DIRECTORS, SECRETARY AND ADVISERS	4
PLACING AND PRIMARY BID OFFER STATISTICS	5
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	6
DEFINITIONS	7
LETTER FROM THE INTERIM CHAIRMAN	10
NOTICE OF GENERAL MEETING	16

DIRECTORS, SECRETARY AND ADVISERS

Directors	Malcolm Groat (<i>Interim Chairman</i>) John Wood (<i>Chief Executive Officer</i>) Arun Raman (<i>Chief Finance Officer</i>) Sir Jonathan Band (<i>Non-Executive Director</i>)
Company Secretary	Fieldfisher Secretaries Limited
Registered office	Riverbank House 2 Swan Lane London EC4R 3TT
Company website	www.harland-wolff.com
Nominated adviser and broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Legal advisers to the Company	Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT
Legal advisers to Cenkos	Gateley Legal 1 Paternoster Square London EC4M 7DX
Registrar	Link Group 10th Floor Central Square 29 Wellington Street Leeds LS1 4DL

PLACING AND PRIMARYBID OFFER STATISTICS

Number of Existing Ordinary Shares in issue at the date of this Document	121,690,349
Issue Price	20 pence
Number of First Placing Shares	19,403,667
Number of Second Placing Shares	17,118,594
Number of PrimaryBid Shares	4,675,230
Total number of New Shares	41,197,491
Gross proceeds from the Fundraising	Approximately £8.2 million
Estimated net proceeds from the Fundraising	Approximately £7.7 million
Issued share capital immediately following First Admission	141,094,016
Enlarged Issued Share Capital immediately following Second Admission	162,887,840
New Shares as a percentage of the Enlarged Issued Share Capital following Second Admission	25.3%
Market capitalisation of the Company at Second Admission at the Issue Price	Approximately £32.6 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>PRINCIPAL EVENT</i>	<i>2021</i>
Date of publication of this Document	24 November
First Admission effective and dealings in the First Placing Shares expected to commence on AIM	8.00 a.m. on 26 November
CREST accounts credited in respect of the First Placing Shares to be held in uncertificated form (subject to First Admission)	26 November
Where applicable, expected date for dispatch of definitive share certificates for First Placing Shares to be held in certificated form	Within 10 Business Days following First Admission
Latest time and date for CREST proxy appointment or receipt of forms of proxy	11.00 a.m. 8 December
General Meeting	11.00 a.m. on 10 December
Second Admission effective and dealings in the Second Placing Shares and PrimaryBid Shares expected to commence on AIM	8.00 a.m. on 13 December
CREST accounts to be credited for Second Placing Shares and PrimaryBid Shares to be held in uncertificated form (subject to Second Admission)	13 December
Where applicable, expected date for dispatch of definitive share certificates for Second Placing Shares and PrimaryBid Shares to be held in certificated form	Within 10 Business Days following Second Admission

Note: All references to times in this timetable are to London times and each of the times and dates are indicative only and may be subject to change. Any such change will be notified by an announcement on a Regulatory Information Service.

DEFINITIONS

In this Document, the following expressions shall have the following meanings, unless the context otherwise requires:

“Act”	the Companies Act 2006 (as amended)
“Admission”	in respect of the New Shares means First Admission and/or Second Admission (as the context requires)
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies as published and amended from time to time by the London Stock Exchange
“Articles”	the articles of association of the Company (as amended from time to time)
“Board” or “Directors”	the directors of the Company whose names are set out on page 10 of this Document
“Business Days”	any day on which banks in London are open for business (excluding Saturdays, Sundays and public holidays)
“Cenkos” or “Nominated Adviser” or “Broker”	Cenkos Securities plc, as the Company’s nominated adviser and broker
“certificated” or “in certificated form”	where an Ordinary Share is not in uncertificated form (i.e. not in CREST)
“Company” or “Harland & Wolff” or “H&W”	Harland and Wolff Group Holdings plc, a company incorporated in England and Wales with company number 06409712 whose registered office is at Riverbank House, 2 Swan Lane, London EC4R 83TT
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & International Limited in accordance with the CREST Regulations
“CREST member”	a person who has been admitted to CREST as a system-member (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
“Document”	this circular to Shareholders
“Enlarged Issued Share Capital”	162,887,840 Ordinary Shares, being the issued ordinary share capital of the Company immediately following Second Admission
“Existing Ordinary Shares”	the 121,690,349 Ordinary Shares in issue as at the date of this Document
“FCA”	the Financial Conduct Authority of the United Kingdom

“First Admission”	admission of the First Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules which is expected to take place at 8.00 a.m. on 26 November 2021
“First Placing”	the placing by Cenkos on behalf of the Company of the First Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement
“First Placing Shares”	the 19,403,667 new Ordinary Shares which have been conditionally placed by Cenkos with Placees pursuant to the First Placing
“Fundraising”	together, the Placing and the PrimaryBid Offer
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“FSS Programme”	the UK Ministry of Defence’s Fleet Solid Support Programme
“General Meeting” or “GM”	the general meeting of the Company convened for 11.00 a.m. on 10 December 2021 notice of which is set out at the end of this Document
“Group”	the Company and its subsidiaries from time to time
“Issue Price”	20 pence per New Share
“LOI”	letter of intent
“Link Group”	a trading name of Link Market Services Limited
“London Stock Exchange”	London Stock Exchange plc
“New Shares”	the Placing Shares and the PrimaryBid Shares
“NNG”	the Nart na Gaoithe offshore wind farm project
“Notice of Meeting”	the notice convening the General Meeting which is set out at the end of this Document
“Official List”	the Official List maintained by the FCA
“Ordinary Shares”	ordinary shares of 1 penny each in the Company
“Placees”	those persons who have conditionally agreed to subscribe for Placing Shares
“Placing”	together, the First Placing and the Second Placing
“Placing Agreement”	the conditional agreement dated 22 November 2021 between the Company and Cenkos relating to the Placing
“Placing Shares”	the First Placing Shares and/or the Second Placing Shares (as the context requires)
“PrimaryBid”	PrimaryBid Limited, a company incorporated in England and Wales with registered number 08092575 and having its registered office at 21 Albermarle Street, London, W1S 4BS
“PrimaryBid Offer”	the placing by the Company of the PrimaryBid Shares with PrimaryBid’s UK retail clients at the Issue Price

“PrimaryBid Shares”	4,675,230 new Ordinary Shares to be issued by the Company and subscribed for pursuant to the PrimaryBid Offer
“Resolutions”	the resolutions set out in the Notice of Meeting
“RFQ”	request for quotation
“Second Admission”	admission of the Second Placing Shares and the PrimaryBid Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules which is expected to take place at 8.00 a.m. on 13 December 2021
“Second Placing”	the placing by Cenkos on behalf of the Company of the Second Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement
“Second Placing Shares”	the 17,118,594 new Ordinary Shares which have been conditionally placed by Cenkos with Placees pursuant to the Second Placing
“Securities Act”	the U.S. Securities Act of 1933, as amended
“Shareholders”	holders of Existing Ordinary Shares
“SPV”	special purpose vehicle
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“£”	UK pounds sterling, being the lawful currency of the United Kingdom

LETTER FROM THE INTERIM CHAIRMAN

Harland & Wolff Group Holdings PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 06409712)

Directors

Malcolm Groat (*Interim Chairman*)
John Wood (*Chief Executive Officer*)
Arun Raman (*Chief Finance Officer*)
Sir Jonathan Band (*Non-Executive Director*)

Registered Office

Riverbank House
2 Swan Lane
London
EC4R 3TT

24 November 2021

To Shareholders and, for information purposes only, the holders of options and warrants over Ordinary Shares

Dear Shareholder,

Placing of 36,522,261 new Ordinary Shares at an Issue Price of 20 pence per share

PrimaryBid Offer of

4,675,230 new Ordinary Shares at an Issue Price of 20 pence per share and

Notice of General Meeting

1. INTRODUCTION

On 22 November 2021 the Company announced a conditional placing to raise approximately £7.3 million (before expenses) by way of the issue of 36,522,261 Placing Shares in two tranches at the Issue Price.

In addition to the Placing, in order to provide other existing and new potential Shareholders with an opportunity to participate in the Fundraising, the Company simultaneously launched the PrimaryBid Offer, which allowed certain investors to participate in the Fundraising by subscribing for new Ordinary Shares via PrimaryBid.com.

The Second Placing and the PrimaryBid Offer are conditional, *inter alia*, upon the Shareholders approving the Resolution numbered 1 in the Notice of Meeting at the General Meeting. Accordingly, I am writing to give notice of the General Meeting which will be held at 11.00 a.m. on 10 December 2021 at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, at which the Resolutions will be proposed.

The purpose of this Document is, amongst other things, to explain the background to and reasons for the Fundraising and to explain why the Board believes that they will promote the growth and success of the Company for the benefit of the Shareholders as a whole, and to seek Shareholder approval for the passing of the Resolutions at the General Meeting.

This Document also contains the Directors' recommendation that Shareholders vote in favour of the Resolutions. Notice of the General Meeting, at which the Resolutions will be proposed, is set out at the end of this Document.

2. BACKGROUND TO AND REASONS FOR THE PLACING AND PRIMARYBID OFFER

Harland & Wolff Group Holdings plc is an AIM quoted infrastructure operator engaged in the development and operation of strategic maritime assets across the United Kingdom. Its primary activities include the operation of UK based shipyards under the Harland & Wolff brand: ship repair, ship conversion, internal projects, offshore, fabrication (vessels and blocks) and recycling, across defence, cruise & ferry, energy, commercial shipping and the renewables sectors. Having acquired four strategic infrastructure sites across the UK, with facilities in Belfast, Appledore, Methil & Arnish, the Group possesses a large fabrication footprint across 256 acres, capable of servicing a variety of contracts across its five markets of operation. The

Directors believe that Harland & Wolff is now ideally positioned to become one of the leading operators of strategic shipyards and fabrication facilities in Europe.

In addition to these sites operating under the Harland & Wolff brand, the Company also has an investment in its subsidiary, Islandmagee Energy Limited ("**Islandmagee Energy**"), which owns a salt cavern gas storage project with the potential for, subject to development and regulatory approval, hydrogen storage. The Company attributes significant value potential from its strategic stake in Islandmagee Energy, and the recently announced issuance of the full marine licence opens up the opportunity for the Company to actively engage with a number of institutions to invest at the project level and raise the necessary funds for the build of the project. Demand for hydrogen storage is growing and accordingly, so is interest in the project, which is viewed as a means of assisting the transition from natural gas to hydrogen in order to meet the UK's net zero ambitions. The Company has taken preliminary and informal market soundings on the basis of which management estimates the value of the Company's stake in the project to be between £35 million and £50 million.

Over the past two years, the Company has increased revenues from zero in 2019 to a targeted £30 million for the 17-month period ending 31 December 2021*, bolstered by the Phase 1 of its contract won earlier this year with Saipem UK Limited ("**Saipem**"), a renewable energy project, won earlier this year, as well as other smaller contracts. Based on current works and near term pipeline, management believe that the Group will be cashflow break even by the end of 2021 and will be EBITDA positive in 2022. The Company's current order-book, which represents total value of agreed contracts underway or to be completed, has grown from zero in 2019 to £28 million currently and is projected by management to rise to £90 million during 2022, meaning that the Directors are confident that the Company will achieve revenue of £70 – £75 million in the financial year ending 31 December 2022. The Company intends to keep this momentum building and to convert key renewables, defence and commercial fabrication contracts in the coming months and years. The Company operates in a multi-billion pound market and management have identified total revenue opportunities over the next five years of up to £1.49 billion. When applying the Company's recent win ratio, together with the invitations to tender already received, management believes that approximately £800 million of contracts could be secured by 2026** and the Company is targeting annual turnover of £250m turnover within five years.

*17-month period reflects previously announced change in accounting reference date.

**estimates are management's assumptions based on an industry used weighted pipeline model. These figures are not intended to represent a financial forecast.

In May 2021, the Company completed an equity financing, the net proceeds of which were used, *inter alia*, to provide a performance bond for the first phase of the Company's major jacket fabrication contract with Saipem, worth £26.5 million, as well as provide necessary capital expenditure for key site improvements and ongoing working capital. Over the past few months, the Company has invested in its sites in preparation to carry out existing and anticipated future contracts. A total of £10 million has been deployed in capital expenditure since 2019 across the Group, materially increasing the asset values across the sites to an estimated £22 million. The Company is accelerating works on the Saipem project with a view to completing fabrication of the eight jackets by April of 2022 at the Company's Methil site.

On other sites, the Company also recently announced that it had been awarded a contract for the fabrication of four suction piles at Arnish. Whilst this contract is smaller, the Board believes that this key win validates the Company's strategy of mobilising its Arnish facility into a state of operational preparedness for the wider renewables sector in the UK. The requisite steel materials have now been ordered for the piles at Arnish. Furthermore, at H&W's Belfast Repair Dock, the Company expects to welcome six vessels for repair during December 2021 and its order book is increasing for ferry works into 2022.

On 11 November 2021, the Company announced its first fabrication contract win for Harland & Wolff's Appledore Shipyard. The contract, worth in excess of £2 million, is for the fabrication of a steel pontoon, which will measure around 53 metres by 14 metres and weigh 450 tonnes and is set to replace the existing Royal National Lifeboat Institution ("**RNLI**") Tower Lifeboat Station based under Waterloo Bridge on the north bank of the Thames. Steel has been ordered for the recently announced barge and execution under the contract has begun earlier than scheduled.

The Company also recently announced an MoU between H&W, Navantia and Windar. This MoU is expected to be converted into a formal joint venture shortly with the consortium bidding for large fixed and floating

wind projects in the UK and Europe. Significant growth is expected in the floating wind turbine market, which requires large scale fabrication capacity and much larger load out capacities in contrast to fixed wind structures. The Directors believe that the consortium is well placed to successfully bid for these large projects given the depth of experience that each partner carries and the fabrication/loadout capacity that H&W possesses across four sites.

Alongside implementing site improvements and carrying out works on Saipem (phase 1) and other existing contracts, management are progressing negotiations on its near-term contract pipeline and continuing to identify longer term revenue opportunities.

Within the defence sector, as recently announced by the Company, H&W is currently building its defence pipeline of projects with a number of bids due to be evaluated and submitted over the course of Q4'21 and Q1'22. Currently, the Company is focussed on the FSS Programme which is in the Commercial Procurement Phase that is expected to last for another eight months. The Company is actively engaged with the Ministry of Defence (MoD) on a number of programmes along with the Company's joint venture partner, Navantia. The combined offering of H&W's physical capacity and capability as well as Navantia's deep expertise within defence related ship-building has been welcomed by the MoD, as they seek to encourage new entrants into this market. As widely reported, the HMS Quorn (M55 Minehunter) is currently in a competitive tendering process for a complete refurbishment package prior to its sale to the Lithuanian Navy. Amongst other bidders, the Harland & Wolff-Navantia consortium is bidding to win this contract. The Company has also submitted its bid to welcome the Queen Elizabeth Class Carriers (QEC) over a 10-year period commencing 2023 onwards. The Company believes that it is in a strong position with the MoD given its dock size, capacity and capabilities to service these aircraft carriers. The Company expects an award decision on the QEC in Q1'22. Finally, the Company is actively involved in advanced negotiations with other prime contractors to pick up sub-contract work for ongoing defence programmes. The Company has successfully cleared technical, physical and commercial due diligence and is now in the process of negotiating scopes of works in a series of sub-contracts, announcements of which will be made as and when these sub-contracts are formally executed.

Furthermore, within the renewables space, the Company is shortly expecting to submit a formal response to an Invitation To Tender for the fabrication of another eight jackets in connection with an ongoing offshore wind farm project, with client having a call option for a further eight to be fabricated.

Given the progress that Harland & Wolff has made, the Company is now in a position to have access to debt and has received term sheets for facilities in the range of £30 million to £75 million, which are currently under negotiation. Whilst the level of coupon expected would initially be in the mid-teens, the coupon would be expected to reduce by approximately half as the Company becomes cashflow positive, which the Directors expect to occur in the first quarter of 2022. The Company will continue to negotiate for more favourable terms and it is pleasing to note that these facilities could be entered into at short notice.

Use of Proceeds

The net proceeds from the Fundraising, being approximately £7.7 million, are expected to be used as follows:

- £2.0 million for the recruitment of additional technical expertise across the Group, which would be required in order to deliver the expected existing and new contract wins detailed above, and other higher value contracts in the Company's pipeline. Specifically, the Group is seeking to recruit naval architects, design engineers, procurement experts, bid managers and writers. The Company is also seeking to appoint a head of commercial operations. The Directors believe that the addition of these personnel will increase the Group's ability to secure and execute contracts;
- £2.0 million to provide necessary performance bonds for expected near term contracts;
- £1.0 million for further capital expenditure across the Group; and
- £2.7 million for ongoing working capital.

3. DETAILS OF THE PLACING AND THE PLACING AGREEMENT

Under the Placing, the Company has conditionally raised £7.3 million (before expenses) through a placing of 36,522,261 new Ordinary Shares at the Issue Price with institutional and other investors. The Company has entered into a Placing Agreement with Cenkos under which Cenkos has agreed to use its reasonable

endeavours to procure Placees for the Placing Shares at the Issue Price. The Placing has not been underwritten.

The Placing Shares will represent approximately 22.4 per cent. of the Enlarged Issued Share Capital following Second Admission. The Issue Price represents a discount of approximately 27.9 per cent. to the closing mid-market price on AIM of 27.75 pence per Ordinary Share on 19 November 2021, being the last dealing day prior to the announcement of the Placing and PrimaryBid Offer.

The Placing is being conducted in two tranches. The First Placing will utilise the Company's existing authorities to allot shares and for the disapplication of pre-emption rights granted at the general meeting held on 24 May 2021, whilst the Second Placing will be subject to the approval of Shareholders to allot the Second Placing Shares and to disapply pre-emption rights in respect of such allotment at the General Meeting.

The first tranche of the Placing will raise a total of approximately £3.9 million (before expenses) by the issue of 19,403,667 new Ordinary Shares (being the First Placing Shares) at the Issue Price. The First Placing is conditional upon, *inter alia*, First Admission becoming effective at 8.00 a.m. on 26 November 2021 (or such later date as the Company and Cenkos may agree, being not later than 8.00 a.m. on 31 December 2021). The First Placing is not conditional on completion of the Second Placing occurring so there is a possibility that the First Placing may complete and the First Placing Shares are issued but that the Second Placing does not complete.

The second tranche of the Placing will raise a total of approximately £3.4 million (before expenses) by the issue of 17,118,594 new Ordinary Shares (being the Second Placing Shares) at the Issue Price. The Second Placing is conditional upon, *inter alia*, First Admission becoming effective. In addition, the Second Placing is conditional, *inter alia*, on Second Admission becoming effective at 8.00 a.m. on 13 December 2021 (or such later date as the Company and Cenkos may agree, being not later than 8.00 a.m. on 31 December 2021).

The Issue Price was determined having regard to market conditions at the time the Placing Agreement was entered into. The closing mid-market price on AIM on the trading day prior to the entry into the Placing Agreement was 27.75 pence and the Issue Price represents a 27.9 per cent. discount.

The Placing Agreement contains, *inter alia*, customary undertakings and warranties given by the Company in favour of Cenkos as to the accuracy of information contained in this Document and other matters relating to the Company. Cenkos may terminate the Placing Agreement in specified circumstances prior to Admission, including, *inter alia*, for material breach of the Placing Agreement by the Company or of any other warranties contained in it and in the event of a force majeure event occurring.

The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared on or after the date on which they are issued.

It is expected that CREST accounts will be credited on the relevant day of Admission and that share certificates (where applicable) will be dispatched within 10 Business Days of each Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that First Admission will become effective and that dealings in the First Placing Shares will commence at 8.00 a.m. on 26 November 2021 and that Second Admission will become effective and dealings in the Second Placing Shares will commence at 8.00 a.m. on 13 December 2021.

4. DETAILS OF THE PRIMARYBID OFFER

Under the PrimaryBid Offer, the Company has conditionally raised approximately £0.9 million (before expenses) through the issue of 4,675,230 new Ordinary Shares at the Issue Price. The PrimaryBid Offer has not been underwritten.

The PrimaryBid Offer allowed investors to participate in the Fundraising by subscribing via PrimaryBid.com. The PrimaryBid Offer remains conditional on the Second Placing being or becoming wholly unconditional.

The PrimaryBid Shares will represent approximately 2.9 per cent. of the Enlarged Issued Share Capital following Second Admission. Application will be made for the PrimaryBid Shares to be admitted to trading on AIM and it is anticipated that dealings in the PrimaryBid Shares will commence at 8.00 a.m. on 13 December 2021. The PrimaryBid Shares will be free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu*, in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared following Second Admission.

The Company is relying on an available exemption against the need to publish a prospectus approved by the FCA. Investors should make their own investigations into the merits of an investment in the Company.

5. GENERAL MEETING AND THE RESOLUTIONS

Set out at the end of this Document is the notice convening a General Meeting of the Company to be held at 11.00 a.m. on 10 December 2021 at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT at which the Resolutions will be put to the Company's Shareholders. In particular, the Resolutions to be proposed at the General Meeting will be as follows:

Resolution 1 – Authority to allot the Second Placing Shares and the PrimaryBid Shares and disapplication of pre-emption rights

Resolution 1 will be proposed as a special resolution of the Company. The Directors will be seeking authority in accordance with section 551 of the Act to allot up to 21,793,824 New Shares (being the maximum required for the purposes of issuing the Second Placing Shares and the PrimaryBid Shares) and for such shares to be allotted on a non-pre-emptive basis in accordance with section 571 of the Act.

Resolution 2 – Directors' authority to allot shares

Resolution 2 is an ordinary resolution authorising the Directors to allot relevant securities, in addition to the Second Placing Shares and the PrimaryBid Shares, up to a nominal amount of £542,959.47. If granted, Resolution 2 provides sufficient authority following the Placing and the PrimaryBid Offer to allot Ordinary Shares equal to approximately 33.3 per cent. of the Enlarged Issued Share Capital. The Resolution is specifically proposed to enable the Directors to have the flexibility to grow the Company in an appropriate manner.

Resolution 3 – Disapplication of pre-emption rights

Resolution 3 is a special resolution to renew the Directors' powers to allot shares for cash without first offering them to existing shareholders, pro-rata to their existing holdings. Although there is currently no intention to make use of these powers, the Directors consider that it is in the interests of the Company, in certain circumstances, for the Directors to have a limited ability to allot shares for cash without having first to offer them to existing shareholders.

The power sought pursuant to resolution 3 is limited, other than in relation to any rights issue, open offer or other pre-emptive issue, to the allotment of shares for cash having an aggregate nominal value of £244,331.76, corresponding to 15 per cent. of the Enlarged Issued Share Capital.

The authorities to be granted pursuant to Resolutions 2 and 3 are consistent with the levels approved at the general meeting of the Company in May 2021 and shall expire on the earlier of the date falling 15 months from the date of the passing of such resolution and the annual general meeting of the Company to be held in 2022 (unless renewed, varied or revoked by the Company prior to or on that date). The Directors have no present intention to use the authorities to be conferred by Resolutions 2 and 3 but consider that it is prudent and desirable that the Company be granted these authorities.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders will not receive a form of proxy for the General Meeting. Instead you will find instructions in the section entitled "Notes" in the Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Nominating a proxy will not preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders may request a paper form of proxy from our Registrar,

Link Group if they do not have access to the Internet. Proxy votes should be submitted as early as possible and in any event by no later than 11.00 a.m. on 8 December 2021 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Shareholders should note that, in the event that the Resolution to be numbered 1 in the Notice of Meeting is not passed at the General Meeting, then the Fundraising will be limited to the First Placing only. In this event, the proceeds from the Fundraising would be limited to approximately £3.9 million (before expenses), which could significantly impede the Company's growth prospects and could place significant strain on the Group's ongoing working capital position.

7. RECOMMENDATION

The Directors unanimously believe that the Fundraising is in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company. The Directors believe that the Issue Price is fair and reasonable having regard to the market conditions at the time the Placing Agreement was entered into.

Yours faithfully

Malcolm Groat
Interim Chairman

NOTICE OF GENERAL MEETING

HARLAND & WOLFF GROUP HOLDINGS PLC

(the “**Company**”)

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 06409712)

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at 11.00 a.m. on 10 December 2021 at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT for the purpose of considering and, if thought fit, passing the following resolutions of which resolution 2 will be proposed as an ordinary resolution and resolutions 1 and 3 will be proposed as special resolutions.

Terms used in this notice shall have the same meaning as defined in the circular to Shareholders of the Company dated 24 November 2021, unless the context requires otherwise.

SPECIAL RESOLUTION

1. **THAT:**

- (a) the directors of the Company from time to time (the “**Directors**”) be authorised pursuant to section 551 of the Companies Act 2006 (“**Act**”) (in addition and without prejudice to any subsisting like authority to allot shares in the Company (“**Shares**”)) generally and unconditionally to exercise all powers of the Company to allot Shares up to an aggregate nominal amount of £217,938.24 in connection with the Fundraising, provided that the authority conferred on the Directors by this part of this resolution shall expire on 31 December 2021, save that under this authority the Company may before such expiry make an offer or agreement which would or might require the Shares to be allotted after such expiry and the Directors may allot Shares in pursuance of such an offer or agreement as if the authority conferred by this part of this resolution had not expired; and
- (b) the Directors be empowered in accordance with section 571 of the Act (in addition and without prejudice to any subsisting like power) to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred on them by part (a) of this resolution, as if section 561(1) and subsections (1) – (6) of section 562 of the Act did not apply to such allotment, provided that the power conferred by this part of this resolution shall be limited to the allotment of equity securities for cash up to a maximum nominal amount of £217,938.24 in connection with the Fundraising and shall expire on 31 December 2021, save that the Company may before such expiry 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 by this part of the resolution had not expired.

ORDINARY RESOLUTION

2. **THAT** the Directors are generally and unconditionally authorised for the purposes of section 551 of the Act, in substitution for all previous authorisations prior to the date of this meeting and in addition to the authority to allot Shares granted by resolution 1(a), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £542,959.47 and this authorisation shall, unless previously revoked by resolution of the Company, expire at the earlier of the commencement of the annual general meeting to be held by the Company in 2022 and the date which is 15 months following the passing of this resolution. The Company may, at any time before such expiry, make offers or enter into 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 in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolution 2, the Directors are empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 2 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made: (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer; and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to 3(a) above) of further equity securities up to an aggregate nominal amount of £244,331.76,

and this power shall, unless previously revoked by resolution of the Company, expire at the earlier of the commencement of the annual general meeting to be held by the Company in 2022 and the date which is 15 months following the passing of this resolution. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

By order of the Board

Fieldfisher Secretaries Limited

Company Secretary

Registered office:

Riverbank House
2 Swan Lane
London EC4R 3TT

Dated: 24 November 2021

Notes:

- (a) Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
- (b) The appointment of a proxy will not preclude a shareholder from attending and voting in person if he or she wishes to do so.
- (c) Shareholders are recommended to vote their shares electronically at www.signalshares.com. On the home page, search "Harland & Wolff Group Holdings Plc" and then register or log in, using your Investor Code. To vote at the General Meeting, click on the "Vote Online Now" button by not later than 11.00 a.m. on 8 December 2021 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 11.00 a.m. on 8 December 2021. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company's Registrars by not later than 11.00 a.m. on 8 December 2021 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

You are entitled to request a hard copy form of proxy directly from the Registrar, Link Group, whose contact details can be found on page 1 of this Document. If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company's Registrar by not later than 11.00 a.m. on 8 December 2021 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

- (d) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID – RA10) not later than 48 hours before the time appointed for holding the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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 a proxy appointed through CREST should be communicated to the proxy by other means. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In all cases, for a proxy form to be valid, the CREST Voting Service information must be received by the Company's Registrar no later than 48 hours before the time appointed for the holding of the General Meeting.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 their 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. 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.

- (e) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names appear on the register of members of the Company in respect of the joint holding.
- (f) Only those shareholders registered in the register of members of the Company at close of business on [8] December 2021 (or, in the event of any adjournment, close of business on the date which is two days (excluding non-working days) prior to the adjourned meeting) shall be entitled to vote at the General Meeting. Changes to the register of members and CREST transactions after that time will be disregarded and will not affect entitlements to attend and vote at the General Meeting and no transfers of securities in certificated form will be registered from that time until the close of the General Meeting.
- (g) In accordance with section 325 of the Companies Act 2006 (the "Act"), the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Act. Such rights can only be exercised by shareholders of the Company. Persons nominated to receive information rights under section 146 of the Act who have been sent a copy of this Notice of Meeting are hereby informed, in accordance with section 149(2) of the Act, that they may have a right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder by whom they were nominated in respect of these arrangements.

- (h) Corporate shareholders may authorise a person or persons to act as representative(s) to attend, speak and vote on their behalf at the General Meeting by submitting a corporate representation letter. More than one corporate representative may be appointed by a corporate shareholder, provided that each corporate representative has been appointed under a valid letter of representation. In accordance with the provisions of the Act, all such corporate representatives may exercise (on behalf of the corporate shareholder) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares as another representative of the same corporation.
- (i) As at close of business on 23 November 2021 (being the last business day prior to publication of this Notice), the Company's issued share capital comprised 121,690,349 Existing Ordinary Shares each carrying one vote each. Therefore, the total number of voting rights in the Company as at 23 November 2021 is 121,690,349.
- (j) Pursuant to section 319A of the Act, the Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a shareholder attending the General Meeting, except in certain circumstances, including if it is undesirable in the interest of the Company or the good order of the General Meeting that the question be answered, if to do so would involve the disclosure of confidential information, or if the answer has already been given on a website in the form of an answer to a question.
- (k) A copy of this Notice of Meeting and other information required by section 311A of the Act will be available on the Company's website <https://www.harland-woff.com/>.
- (l) You may not use any electronic address provided either in this notice or any related documents to communicate with the Company for any purpose.

