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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

21 April 2021

RECOMMENDED CASH OFFER FOR AND PROPOSED DELISTING OF

ADES International Holding plc

by

Innovative Energy Holding Ltd

a newly formed company to be jointly owned by

ADES Investments Holding Ltd, The Public Investment Fund of the Kingdom of Saudi Arabia and Zamil Group Investment Co.

Acceptance Condition is satisfied, Offer Unconditional in All Respects and Intention to Procure Delisting

1. Introduction

On 8 March 2021, the Independent Directors of ADES International Holding plc ("**ADES International**") and Innovative Energy Holding Ltd ("**Innovative Energy**") announced that they had reached agreement on the terms of a recommended cash offer to be made by Innovative Energy for the entire issued and to be issued ordinary share capital of ADES International not already owned or treated as owned by Innovative Energy and its associates for the purposes of the DIFC Companies Law (the "**Offer**").

On 11 March 2021, ADES International and Innovative Energy further announced the publication of the offer document containing the full terms and conditions of the Offer and procedures for its acceptance (the "**Offer Document**").

The Independent Directors and Innovative Energy further announced on 12 April 2021 that certain conditions to the Offer had been satisfied leaving the Offer

conditional only on satisfaction of the Acceptance Condition set out in the Offer Document.

The Independent Directors and Innovative Energy are now pleased to announce that the Acceptance Condition as set out in the Offer Document has been satisfied and the Offer is declared unconditional in all respects.

THE OFFER IS NOT GOVERNED BY THE TERMS OF THE CITY CODE ON TAKEOVERS AND MERGERS OR THE DUBAI FINANCIAL SERVICES AUTHORITY TAKEOVER RULES.

Unless otherwise stated, words defined in the Offer Document have the same meanings in this announcement.

2. Level of acceptances

As at 1.00 p.m. (London time) on 20 April 2021, Innovative Energy had received valid acceptances of the Offer in respect of 14,791,715 ADES Shares, representing approximately 33.77 per cent. in value of the issued ordinary share capital of ADES International (including Treasury Shares) and approximately 95.98 per cent. of the ADES Shares to which the Offer relates.

The percentages of ADES Shares referred to in this announcement are based upon the figure of 43,793,882 ADES Shares in issue (including Treasury Shares) as at 1.00 p.m. on 20 April 2021.

The Offer is subject to an Acceptance Condition which requires the receipt of acceptances in respect of 8,768,741 ADES Shares (or such lesser number of ADES Shares as Innovative Energy may decide).

Innovative Energy is therefore pleased to announce that the Acceptance Condition has now been satisfied and that all Conditions relating to the Offer have been satisfied and the Offer is hereby declared unconditional in all respects.

3. Offer to remain open

Innovative Energy further announces that the Offer will remain open until 1.00 p.m. on 4 May 2021.

ADES Shareholders who have not yet accepted the Offer are urged to do so by taking the following action:

- a) If you hold your ADES Shares, or any of them, in uncertificated form (that is, as Depositary Interests in CREST), you should follow the procedure for Electronic Acceptance through CREST so that the relevant TTE Instruction settles as soon as possible and, in any event, by no later than 1.00 p.m. (London time) on 4 May 2021. If you are a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor will be able to send the necessary instructions to Euroclear. Further details on the procedures for acceptance of the Offer if you hold any of your ADES Shares in uncertificated form are set out in paragraph 18 of Part I of the Offer Document.

- b) If you do not hold your ADES Shares in uncertificated form (that is, as Depositary Interests in CREST), you should contact the Receiving Agent, Link Group, on 0371 664 0300 (if calling from within the UK) or on +44 (0) 208 639 3399 (if calling from outside the UK). A Form of Acceptance may be provided to you. The terms and conditions set out in any Form of Acceptance will be deemed to form part of the terms and conditions applicable to this Offer.

ADES Shareholders are advised to read paragraph 18 of Part I of the Offer Document which contains full details on how to accept the Offer.

4. Squeeze Out Threshold Reached

Innovative Energy, by virtue of acceptances of the Offer, has acquired or contracted to acquire not less than nine-tenths ($\frac{9}{10}$) in value of the ADES Shares to which the Offer relates and the Offer has become unconditional in all respects.

Consequently, Innovative Energy intends to exercise its rights pursuant to Article 98 of the DIFC Companies Law to acquire compulsorily the remaining ADES Shares in respect of which it has not received acceptances of the Offer on the same terms as the Offer. Notice will be sent out in due course to those ADES Shareholders who have not by the date of such notice accepted the Offer informing them of the compulsory acquisition of their ADES Shares by Innovative Energy.

5. Delisting of ADES Shares and re-registration as a private company

As set out in the Offer Document, now that the Offer has become unconditional in all respects and the Acceptance Condition has been satisfied, Innovative Energy intends to procure that ADES International will make applications to the FCA for the cancellation of the listing of the ADES Shares from the Standard Segment of the Official List and to the London Stock Exchange for the cancellation of the admission to trading of the ADES Shares on the London Stock Exchange's Main Market.

Pursuant to paragraph 5.2.8R of the Listing Rules, the cancellation of listing and admission to trading is anticipated to take effect at 8.00 a.m. on 21 May 2021, being 20 Business Days from the date of this announcement.

Following the ADES Shares having been delisted, Innovative Energy intends to procure that ADES International be re-registered as a DIFC private limited company.

ADES Shareholders are reminded that any delisting of the ADES Shares and the re-registration of ADES International as a private limited company will significantly reduce the liquidity and marketability of any ADES Shares and their value may be affected as a consequence.

ADES Shareholders who have not yet accepted the Offer are urged to do so as soon as possible and should follow the procedures for acceptance of the Offer set out in paragraph 18 of Part I of the Offer Document.

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No profit forecasts or estimates

Nothing in this announcement is intended or shall be deemed to be a forecast, projection or estimate of the future financial performance of Innovative Energy or ADES International and no statement in this announcement should be interpreted to mean that earnings or earnings per share of Innovative Energy or ADES International (where relevant) for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Innovative Energy or ADES International, as appropriate.

Publication on website

A copy of this announcement will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on ADES International's website at <http://investors.adihgroup.com/en/disclaimer> as soon as practicable following the date of this announcement. For the avoidance of doubt, the content of the website is not incorporated into and does not form part of this announcement.