Advanced Innergy Holdings Ltd ASX:AIH

ASX ANNOUNCEMENT

30 March 2026

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AIH submits non-binding indicative proposal to acquire Matrix Composites & Engineering Ltd (ASX:MCE)

Advanced Innergy Holdings Limited ACN 687 262 479 (ASX: AIH) (**AIH**) refers to the ASX announcement by Matrix Composites & Engineering Ltd (ASX: MCE) (**MCE**) earlier today regarding the receipt of a non-binding and indicative proposal from AIH.

AIH confirms that it has submitted a non-binding and indicative proposal to the Board of MCE to acquire all of the shares in MCE for AUD$0.40 cash per MCE share (**Offer Price)** by way of a scheme of arrangement **(Indicative Proposal).**

The Offer Price of AUD$0.40 represents:

- a 66.7% premium to the closing price of MCE Shares on 26 March 2026, being the last trading date prior to AIH acquiring a relevant interest in 19.9% of the issued MCE shares;
- a 66.3% premium to the 5-day VWAP (26 March 2026) of $0.241;
- a 64.7% premium to the 1-month VWAP (26 March 2026) of $0.243; and
- a 71.3% premium to the 3-month VWAP (26 March 2026) of $0.234.

The Offer Price is best and final in the absence of a superior competing proposal for all or a material part of MCE's shares or assets.

The proposed acquisition of MCE is a key part of AIH's strategy to build a market leading technical buoyancy and subsea ancillaries platform and establish its manufacturing presence in the Asia-Pacific region. AIH believes the combination of AIH and MCE creates a platform well positioned to capture a greater share of value in a growing market[1], with MCE's Henderson facility providing AIH with an immediately deployable regional production base for both local and global supply.

The Indicative Proposal is incomplete and incapable of acceptance and remains subject to a number of standard conditions including:

- completion of a short period of exclusive due diligence;
- approval from all relevant regulatory and government bodies;
- entering into mutually acceptable transaction documentation on customary terms and conditions; and
- final approval of the AIH Board.

AIH looks forward to working collaboratively with the MCE Board to undertake due diligence and progress the transaction in an efficient manner, with a focus on providing MCE shareholders with a high degree of certainty, limited conditionality and minimal execution risk.

[1] Rystad Energy: Subsea splurge: Global spending to exceed $42 billion by 2027

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Call Option Deeds

Advanced Innergy Solutions Australia Pty Ltd ACN 696 589 296 (**Bidco**), a wholly owned subsidiary of AIH, has entered into call option deeds with entities associated with several significant MCE shareholders who have separately agreed to grant call options to Bidco to acquire in aggregate a total of 19.9% of the issued MCE shares.

Subject to Bidco receiving FIRB approval, each call option gives Bidco the right, but not the obligation, to acquire the optioned shares at $0.40 per MCE Share if there is a public announcement of either a Competing Proposal or an intention to undertake or propose a Competing Proposal (as defined in the relevant call option deed). Subject also to Bidco receiving FIRB approval, each call option counterparty agrees that it will not dispose of, grant any interest (including a security, derivative or other economic interest) in, or otherwise deal with the MCE shares subject to the call options.

AIH has, prior to the date of this announcement, lodged an application with FIRB requesting a letter of no objection from the Treasurer to AIH's acquisition of MCE.

The call option deeds do not restrict the ability of the relevant MCE shareholders to exercise the votes attaching to their MCE shares before the call options are exercised.

For further details, please await AIH's Notice of Initial Substantial Holding and accompanying copies of the call option deeds which will be released to the ASX on 31 March 2026.

AIH's financial adviser in connection with the Indicative Proposal is Henslow Pty Ltd. AIH's legal adviser is MinterEllison.

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Authorised for ASX release by the Board of Directors of Advanced Innergy Holdings Ltd.

For further information, please contact:

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About Advanced Innergy Holdings Ltd

Advanced Innergy Holdings Ltd (ASX:AIH) (AIH), is a global leader in materials science technology for the protection of critical infrastructure. It develops, manufactures and installs high performance solutions used in hazardous and highly regulated environments. Its products are trusted across mission critical

energy, emerging technology, transport, marine, defence and industrial applications. AIH holds over 200 granted and pending patents and over 90 active type approvals globally. The Group operates across 15 countries and employs approximately 800 staff.

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