



**THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this letter or its enclosures or the action you should take, you are recommended to seek your own independent financial, tax and legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you sell or have sold or otherwise transferred all of your Zinnwald Lithium Shares, please send this letter at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, this letter must not be forwarded, distributed or transmitted (in whole or in part) in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction. If you have sold or otherwise transferred only part of your holding of Zinnwald Lithium Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.**

## **ZINNWALD LITHIUM PLC**

*(Incorporated in England and Wales with registered number 10829496)*

*Independent Directors:*

Jeremy Martin (Non-Executive Chairman)  
Anton Du Plessis (Chief Executive Officer)  
Cherif Rifaat (Chief Financial Officer)  
Dominik Simler (Non-Executive Director)  
Peter Secker (Non-Executive Director)

*Registered office:*

C/O Calculo Tax Audit Ltd  
The Threshing Barn Manor Barns  
Coates Lane  
High Wycombe  
Bucks  
England  
HP13 5UX

11 June 2026

Dear Shareholder,

**Publication and posting of Scheme Document regarding the recommended acquisition of Zinnwald Lithium plc (“Zinnwald” or “Company”) by AMG Lithium B.V. (“AMG Lithium”) a direct wholly owned subsidiary of AMG Critical Minerals N.V. (“AMG”)**

On 14 May 2026, the boards of Zinnwald and AMG Lithium made an announcement (the “**Rule 2.7 Announcement**”) under Rule 2.7 of the City Code on Takeovers and Mergers (the “**Takeover Code**”) confirming that they have reached agreement on the terms and conditions of a recommended cash and share acquisition of the Company by AMG Lithium pursuant to which AMG Lithium will acquire the entire issued and to be issued ordinary share capital of Zinnwald (the “**Acquisition**”). The Acquisition will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (“**Scheme**”). A copy of the Scheme, the explanatory statement required to be furnished pursuant to section 897 of the Companies Act 2006, the Notice of Court Meeting and the Notice of General Meeting are incorporated in a scheme document published in connection with the Acquisition on 11 June 2026 (“**Scheme Document**”).

In accordance with Rules 24.1, 25.1 and 30.2 of the of the City Code on Takeovers and Mergers (the “**Code**”), please accept this letter as notification that the Scheme Document along with various supporting documents in connection with the Scheme are now available to access on the Company’s website at <https://zinnwaldlithium.com/investors/project-disclaimer/>.

Capitalised terms used in this letter and not otherwise defined will have the same meaning given to them as set out in the Scheme Document.

We have previously written to shareholders concerning the publication of all future notices and documents by the Company. If you did not request that you continue to receive hard copy notices and documents, please accept this letter as notification that the Scheme Document, which includes the Notice of Court Meeting and Notice of General Meeting are now available to view on the Company's website and can be downloaded from the following address: <https://zinnwaldlithium.com/investors/project-disclaimer/>. If you have agreed to receive website communications from the Company and requested that hard copy notices and documents be sent to you, then a hard copy of the Scheme Document (including the Notice of Court Meeting and the Notice of General Meeting) and hard copies of the Forms of Proxy for use in connection with the Court Meeting and the General Meeting accompany this letter. If you have agreed to receive website communications from the Company and did not request that hard copy notices and documents be sent to you, then a hard copy of the Scheme Document (including the Notice of Court Meeting and the Notice of General Meeting) will not be sent to you but hard copies of the Forms of Proxy for use in connection with the Court Meeting and the General Meeting do accompany this letter.

You can obtain a hard copy of the Scheme Document (and any information incorporated into it by reference) by contacting the Company's registrars, Share Registrars Limited ("**Share Registrars**"). Share Registrars can be contacted via post at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX or via email at [Enquiries@shareregistrars.uk.com](mailto:Enquiries@shareregistrars.uk.com) or by telephone on +44 1252 821390. 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. Calls from a mobile device may incur network extras. Lines are open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Share Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

### **Court Meeting**

By a Court Order dated 10 June 2026, the High Court of Justice In England and Wales ("**Court**") has given permission for a meeting ("**Court Meeting**") to be convened of the Scheme Shareholders (as defined in the Scheme Document) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme proposed to be made between the Company and the Scheme Shareholders. The Scheme will be subject to the subsequent sanction of the Court.

The Court Meeting will be held at the offices of DWF Law LLP at 20 Fenchurch Street, London EC3M 3AG on 13 July 2026 at 10.30 a.m. A BLUE Form of Proxy for the Court Meeting is enclosed with this letter. Forms of Proxy for the Court Meeting must be returned by 10.30 a.m. on 9 July 2026, as set out in the Court Meeting Notice.

### **General Meeting**

The General Meeting ("**General Meeting**") and together with the Court Meeting, the "**Meetings**") of the Company will be held at the offices of DWF Law LLP at 20 Fenchurch Street, London EC3M 3AG on 13 July 2026 at 10.45 a.m. A WHITE Form of Proxy for the General Meeting is enclosed with this letter. Forms of Proxy for the General Meeting must be returned by 10.45 a.m. on 13 July 2026, as set out in the notes to the Notice of General Meeting.

As you will see from the special resolution set out in the Notice of General Meeting (together with the Notice of Court Meeting, the "**Notices**"), the General Meeting is being held in connection with the Scheme and the Company is seeking shareholders' approval of:

- (i) the Scheme in its original form or with or subject to any modification, addition or condition as is agreed between the Company, AMG and AMG Lithium and approved or imposed by the Court;
- (ii) the grant of authority to the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (iii) an amendment to the Company's articles of association, in connection with the Scheme.

**Submission of proxies**

In order to vote at both the Court Meeting and the General Meeting, you may submit your Forms of Proxy in advance of the Meetings or otherwise attend and vote at the Meetings in person. A BLUE Form of Proxy is to be used in connection with the Court Meeting and a WHITE Form of Proxy is to be used in connection with the General Meeting. Hard copies of the Forms of Proxy are enclosed with this letter. Whether or not you intend to attend both or either of the Court Meeting or the General Meeting, you are asked to complete and return the enclosed BLUE and WHITE Forms of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by the Company's registrar, Share Registrars, no later than 48 hours before the time appointed for the relevant Meeting (or, in the case of adjournment(s), no later than 48 hours before the time appointed for the adjourned meeting(s), excluding any part of such 48 hour period falling on a day which is not a Business Day).

Forms of Proxy can also be submitted online or electronically through the CREST. Further details on how to submit Forms of Proxy can be found in the Scheme Document

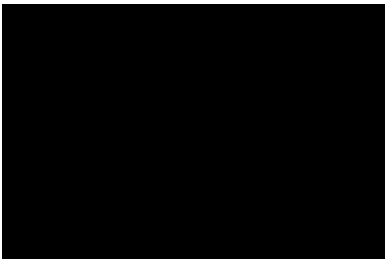
**General**

If you wish to change your instructions and receive documents and information in paper form rather than via the website or by email, please let us know by writing to the Company's registrars, Share Registrars.

Similarly, if you wish to receive future notifications via the website or by email rather than by post, you can request this by contacting the Company's registrars, Share Registrars.

Please note that this letter is not a summary of the information and proposals set out in the Scheme Document and Notices and should not be regarded as a substitute for reading such documents; you should read the full documents before making any decision. For the avoidance of doubt, the content of the Company's website is not incorporated into, and does not form part of, this letter.

Yours faithfully,



Zinnwald Lithium plc

## **The Takeover Code**

The Company is subject to the Code. Details of the Code can be found on the Takeover Panel's website at: [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

## **Important information**

The directors of the Company accept responsibility for the information contained in this letter. To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of the information.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to AMG Lithium during the offer period as required under Section 4 of Appendix 4 of the Code.

## **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Right to request hard copies**

In accordance with Rule 30.3 of the Takeover Code, a person so entitled may request a hard copy of the Scheme Document (including the Notice of Court Meeting Notice and the Notice of General Meeting and the associated Forms of Proxy) and any information incorporated into it by reference to another source, free of charge, by contacting the Company's registrars, Share Registrars ("**Share Registrars**"). Share Registrars can be contacted via post at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX or by email at [Enquiries@shareregistrars.uk.com](mailto:Enquiries@shareregistrars.uk.com) or by telephone on +44 1252 821390. You will need to provide your full name and the full address to which the hard copy may be sent. 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. Calls from a mobile device may incur network extras. Lines are open between 8.30 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales.

A hard copy of the Scheme Document (including Notice of Court Meeting Notice and Notice of General Meeting) will not be sent to you unless you so request it. You may also request that all future documents, announcements and information sent to you in relation to the Acquisition should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.

Please note that Share Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

