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ASX Grant of Waiver from ASX LR 7.1 for Share Purchase Plan

Blue Energy Limited (ASX: BLU) (**Company**) refers to its announcement on 29 August 2025 regarding a placement and proposed share purchase plan (**SPP**) at the issue price of $0.005, the same price as the placement.

The Company is pleased to announce that a waiver of ASX Listing Rule 7.1 has been granted to permit the Company to conduct the SPP at an issue price of $0.005, rather than the higher price required under Listing Rule 7.2 Exception 5.

But for the waiver, the Company would have required shareholder approval under Listing Rules 7.1 to conduct the SPP at the price proposed.

Based solely on the information provided, ASX has granted the waiver of Listing Rule 7.1 on the condition that the Company releases an announcement to the market that provides:

1. The material terms of each of the waiver from Listing Rule 7.1; and

2. A description of the reasons why the waiver of Listing Rule 7.1 is required.

3. The material terms of the waiver from the application of Listing Rule 7.1 are as follows:

   a) The Company is granted a waiver from the application of Listing Rule 7.1 to enable to the Company, without shareholder approval, to issue shares under a Share Purchase Plan (SPP) in accordance with *Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547* ('ASIC Class Order 19/547') on the following conditions:

      (i) the issue price of the shares (SPP Shares) offered under the SPP will be no less than the $0.005 issue price of shares issued under the placement (Placement) announced by the Company on 29 August 2025; and

      (ii) the number of SPP Shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.

4. This waiver was required for the following reasons:

   a) Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1 and is approximately 15% of the number of fully paid ordinary securities on issue.

b) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan (as per Exception 5).

c) ASIC Class Order 19/547 contemplates the issue of not more than $30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus.

d) Exception 5 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares already on issue.

e) On 29 August 2025 , the Company announced that it would be conducting an SPP at the $0.005 issue price, being the same price at which it conducted the Placement.

(f) The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the Placement, which is at a discount of approximately 40.47% to the VWAP over the last 5 days on which trades were recorded before the day on which the Placement and SPP were announced (as opposed to the maximum discount allowable under the SPP exception of 20%).

(g) If the Company did not seek the waiver, given that it does not have sufficient issue capacity to allow issue of the SPP shares, despite the placement being announced on 29 August 2025, eligible shareholders would have to wait until after the Company's general meeting on 14 October 2025 to take advantage of the attractively priced SPP. The Company considered that such a delay would prejudice eligible shareholders, whom it considered should be given the best opportunity to participate in the SPP as contemporaneously as possible to the placement.

(h) An SPP on these terms is consistent with the policy basis of the exception.

(i) The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

Released by Authority of the Board per:

John Phillips
Managing Director
Blue Energy Limited