

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ITM POWER PLC
(the "Company")

FRIDAY



A8HBGJ9F

A17

01/11/2019

#153

COMPANIES HOUSE

PASSED on 22 October 2019

At a General Meeting of the Company duly convened and held at the offices of Burges Salmon LLP, 6 New Street Square, London EC4A 3BF on 22 October 2019 at 11 am, the following resolutions were passed, in the case of resolution numbered 1, as an Ordinary Resolution, and, in the case of resolution numbered 2 as a Special Resolution.


ORDINARY RESOLUTION

- 1 That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), in addition to all existing authorities to the extent unused, to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £7,352,657 to such persons and at such times and subject to, such terms as the directors may determine. This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire 90 days after the date of the passing of this resolution, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require shares to be allotted in the Company after such expiry and the directors may allot any such shares in the Company and grant any such subscription and conversion rights referred in this resolution in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

SPECIAL RESOLUTION

- 2 That, subject to the passing of resolution 1 set out in the notice convening this meeting, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "**2006 Act**") to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 1 above up to a maximum nominal value of £7,352,657 as if section 561 of the 2006 Act did not apply to any such allotment. This power, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire 90 days after passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated 22 October 2019


.....

Company Secretary