Company number: 05668788

PRINT OF RESOLUTIONS

-of-

AFC ENERGY PLC

(the **"Company")**

At the Annual General Meeting of the Company duly convened and held at Napier Suite, Brooklands Hotel, Brooklands Drive, Weybridge, Surrey at 9:00 am on 27 April 2023 the following resolutions 1, 2, 3, 4, 5, 6, 7 and 8 were passed as ordinary resolutions and resolution 9 was passed as a special resolution.

ORDINARY RESOLUTIONS

1. To receive and adopt the financial statements for the year ended 31 October 2022 together with the reports of the directors of the Company ("**Directors**") and the auditors thereon.

2. To re-appoint Grant Thornton UK LLP as auditors to act as such until the conclusion of the next general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 (the "**2006 Act**") are complied with.

3. To authorise the Directors of the Company to fix the remuneration of Grant Thornton UK LLP as auditors.

4. To re-elect Jim Gibson, who retires by rotation, as a Director.

5. To re-elect Gerry Agnew, who retires by rotation, as a Director.

6. To elect Peter Dixon-Clarke, who was appointed since the last Annual General Meeting, as a Director.

7. To approve the Remuneration Report 2022.

8. That the Directors shall have general and unconditional authority for the purpose of section 551 of the 2006 Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £242,665.89 provided that such authority shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2024 or 27 July 2024, whichever is the earlier, unless previously renewed, varied or revoked by the Company in general meeting and the Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement, which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board of Directors may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTION

9. That, subject to and conditional upon the passing of resolution 8 above, the Directors shall be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the general authority conferred by resolution 8 above and be empowered pursuant to section 573 of the 2006 Act to sell ordinary shares (as defined in section 560 of the 2006 Act) held by the Company as treasury shares (as defined in section 724 of the 2006 Act) for cash, as if section 561(1) of the 2006 Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

    (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; or

    (b) otherwise than pursuant to sub paragraph 9(a) above, up to an aggregate nominal amount of £73,535.12, and such powers shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2024 or [illegible] July 2024, whichever is the earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 570 of the 2006 Act.

Gary Bullard

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Chair