

COMPANY NUMBER 11925215

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HIIROC LIMITED (Company)

Circulation Date: 26 November 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolutions number 1 and 2 below are passed as ordinary resolutions and the resolutions numbered 3 and 4 below are passed as special resolution (**Resolutions**).

ORDINARY RESOLUTIONS

1. ALLOTMENT OF SHARES

THAT, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot up to 1,505,456 A ordinary shares of £0.00001 each in the capital of the Company, having the respective rights and subject to the respective restrictions set out in the Company's articles of association. Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling one year from the date that this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

2. RE-DESIGNATION OF SHARES

THAT, subject to the passing of resolution 1, and following the transfer of 150,546 B ordinary shares of £0.00001 each in the capital of the Company from Simon Morris to GKN Enterprise Limited, those 150,546 B ordinary shares be re-designated into 150,546 A ordinary shares of £0.00001 each in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 4.

SPECIAL RESOLUTIONS

3. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors are generally empowered to allot equity securities (as defined in section 560 of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of 1,505,456 A ordinary shares of £0.00001 each in the capital of the Company.

4. ARTICLES OF ASSOCIATION

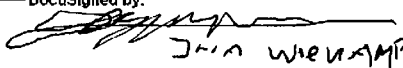
THAT, subject to the passing of resolutions 1 to 3, the draft articles of association attached to these Written Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the eligible members of the Company entitled to vote on the above Resolutions on the date of this Resolutions, hereby irrevocably agree to the Resolutions.

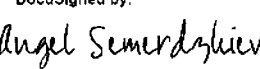
Signed by **JAN HENDRIK ATE WIEKAMP**

DocuSigned by:

8CD974AC83EF4F5...

Date:

26 November 2021

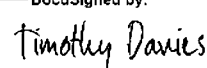
Signed by **ANGEL IVANOV SEMERDZHIEV**

DocuSigned by:

B6A58945A8224C9...

Date:

26 November 2021

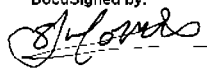
Signed by **TIMOTHY DAVIES**

DocuSigned by:

933560E82F9849C...

Date:

26 November 2021

Signed by **SIMON MORRIS**

DocuSigned by:

643471F001074AB...

Date:

26 November 2021

Signed by **JEFFERY SLADE**

DocuSigned by:
Jeffery Slade
C7A583A8439E4B7...

Date:

26 November 2021

Signed by **DEREK SAUNDERS**

DocuSigned by:
Derek Saunders
6C8F4F9149CA40C...

Date:

26 November 2021

Signed by **GAVIN DAVIES**

DocuSigned by:
Gavin Davies
0153998250E34D7...

Date:

26 November 2021

Signed by **ALASDAIR DUNN**

DocuSigned by:
Alasdair Dunn
FCBAC027307E40C...

Date:

26 November 2021

Signed by **CHRISTOPHER SMITH**

DocuSigned by:
Chris Smith
E296C37E5136496...

Date:

26 November 2021

Signed by **MICHAEL DOSWELL**

DocuSigned by:
Michael Doswell
4884810B1BFA42C...

Date:

26 November 2021

Signed by **JOSHUA DAVIES**

DocuSigned by:
Joshua Davies
28880BC55005470...

Date:

26 November 2021

Signed by **ALICE DAVIES**

DocuSigned by:
Alice Davies
18D4AC316C70421...

Date:

26 November 2021

Signed by **RICHARD SCOTT**

DocuSigned by:
Richard Scott
03A6B1D6D812418...

Date:

26 November 2021

Signed by Mark Collins-Thomas

(print name of signatory)

for and on behalf of

ENVIRONMENTAL POWER

INTERNATIONAL LIMITED

Date:

DocuSigned by:
Mark Collins-Thomas
D073E16B17694AA...

26 November 2021

Signed by Andreas Berger Klaus Langemann

(print name of signatory)

for and on behalf of

WINTERSHALL DEA TECHNOLOGY

VENTURES GMBH

Date:

DocuSigned by:
Andreas Berger
7034B7AE257C4C3...

DocuSigned by:
Klaus Langemann
98D804E2FA23436...

26 November 2021

Signed by Andreas Paets Matthias Tischner

(print name of signatory)

for and on behalf of

VNG INNOVATION GMBH

Date:

26 November 2021

DocuSigned by:
Andreas Paets
BBE5D28531BD48C...

DocuSigned by:
Matthias Tischner
BB7B551426C5478...

Signed by **ROBIN CAIGER**

Date:

26 November 2021

DocuSigned by:
Robin Caiger
C389B4D31BF54DB...

Signed by _____

(print name of signatory)

for and on behalf of

GKN ENTERPRISE LIMITED

Date:

Signed by Hugo Tudor

(print name of signatory)

for and on behalf of

DAMUS CAPITAL LIMITED

Date:

DocuSigned by:
Hugo Tudor
F3B3D0A50B00404...

26 November 2021

Signed by _____

(print name of signatory)

.....

for and on behalf of

VNG INNOVATION GMBH

Date:

.....

Signed by **ROBIN CAIGER**

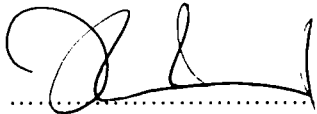
.....

Date:

.....

Signed by JONATHAN CRAWFORD

(print name of signatory)

.....

for and on behalf of

GKN ENTERPRISE LIMITED

Date:

..... 26 November 2021

Signed by _____

(print name of signatory)

.....

for and on behalf of

DAMUS CAPITAL LIMITED

Date:

.....

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

Post: returning the signed copy by post to Meg Harold, Cripps LLP, Number 22 Mount Ephraim, Tunbridge Wells, Kent TN4 8AS.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to meg.harold@crippspg.co.uk. Please enter "Written Resolutions in respect of HiiROC Limited" in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by the expiry of the 28 day period commencing on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the expiry of this period.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.