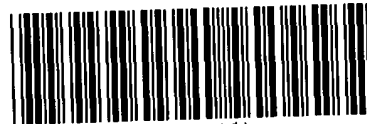

SEPARATOR SHEET

MONDAY



ABH8WL20

A04

21/11/2022

#84

COMPANIES HOUSE

CLEAN POWER HYDROGEN plc

(Registered in England & Wales – Registered number 13574281)

At the Annual General Meeting of the Company held on Tuesday, 19 July 2022 at 10.30 am the following resolutions were duly passed, of which Resolutions 1 to 8 were passed as Ordinary Resolutions and Resolutions 9 and 10 were passed as Special Resolutions.

1. To receive the Annual Report and Accounts of the Company for the period ended 31 December 2021.
2. To re-elect Christopher Train as a Director, who retires and offers himself for re-election.
3. To re-elect Jonathan Duffy as a Director, who retires and offers himself for re-election.
4. To re-elect Clive Brook as a Director, who retires and offers himself for re-election.
5. To re-elect Natalie Fortescue as a Director, who retires and offers herself for re-election.
6. To re-elect Ricki Smith as a Director, who retires and offers himself for re-election.
7. To reappoint PKF Littlejohn LLP as auditor of the Company and to authorise the Directors to agree its remuneration.
8. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Companies Act**”) to exercise all the powers of the Company to allot:

(a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the capital of the Company up to a maximum aggregate nominal amount of £884,732.34 (being one third of the aggregate nominal amount of the issued ordinary share capital of the Company as at 17 June 2022; and

(b) equity securities of the Company (within the meaning of section 560 of the Companies Act) in connection with an offer of such securities by way of a Rights Issue (as defined in the resolution below) up to an aggregate nominal amount of £884,732.34 (being one third of the aggregate nominal amount of the issued ordinary share capital of the Company as at 17 June 2022)

provided this authority expires on 31 July 2023 or at the conclusion of the next annual general meeting of the Company to be held in 2023 if 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 after such expiry and the directors may allot equity securities pursuant to such an offer or agreement as if this authority had not expired.

9. That subject to the passing of Resolution 8 above the Directors be empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority referred to in

Resolution 8 above as if section 561(1) of the Companies Act did not apply to any such allotment, such power being limited to the allotment of equity securities:

- (a) in connection with an offer of such securities by way of a Rights Issue; and
- (b) up to an aggregate nominal amount of £132,709.98 (being 5 per cent of the of the aggregate nominal amount of the issued ordinary share capital of the Company as at 17 June 2022)

provided that this authority shall expire on 31 July 2023 or at the conclusion of the next annual general meeting of the Company to be held in 2023 if earlier save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

For the purposes of Resolution 8 and this Resolution 9, "**Rights Issue**" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

10. That the Company be generally and unconditionally authorised, pursuant to the Company's Articles of Association, to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of 1 pence each in the capital of the Company ("**Ordinary Shares**") on such terms as the Directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in section 727 of the Companies Act, including for the purposes of its employee share schemes, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 26,541,996;
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 1 pence per share;
- (c) the maximum price, exclusive of expenses, which may be paid for each Ordinary Share is an amount equal to the higher of:
 - (i) 105 per cent. of the average middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased; and

- (ii) An amount equal to the higher of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange: and

this authority, unless previously revoked or varied, will expire on 31 July 2023 or at the conclusion of the next annual general meeting of the Company to be held in 2023 if earlier (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).



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For City Group PLC
Company Secretary, Clean Power Hydrogen plc

Registered Office: Unit D Parkside Business Park, Spinners Road, Doncaster, DN2 4BL