

Company number 13574281

THE COMPANIES ACTS 1985 TO 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

CLEAN POWER HYDROGEN PLC

(Company)

Passed on 1 February 2022

At a general meeting duly convened and held at Unit D Parkside Business Park, Spinners Road, Doncaster, United Kingdom, DN2 4BL on 1 February 2022 the following resolutions were duly passed:

Special Resolution

1 Adoption of New Articles of Association

THAT the regulations attached to these resolutions be adopted as the articles of association of the Company in substitution for the existing articles of association of the Company with effect from admission of the entire issued and to be issued share capital of the Company to trading on the AIM market of London Stock Exchange plc.

Ordinary Resolutions

2 Approval of Subscription

THAT, a proposed subscription for 185,267,700 ordinary shares of 1p each in the capital of the Company by the existing shareholders of Clean Power Hydrogen Group Limited (company number 10286500) (CPHG) (who include directors of the Company and their connected persons (within the meaning of section 252 of the Companies Act 2006 (Act)) in consideration for the transfer by such persons to the Company of their entire holdings in the share capital of CPHG be and is hereby authorised for the purposes of section 190 of the Act.

3 Authority to allot Ordinary Shares

THAT, subject to the passing of Resolution 2 above, the directors of the Company (Directors) be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (Act) to allot:

- i. 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 £1,852,677 in connection with the Subscription (as defined in the paragraph below);
- ii. 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 an aggregate nominal

amount of £700,000 in connection with the Placing (as defined in the paragraph below);

- iii. 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 an aggregate nominal amount of £354,456.40 in connection with the Share Option Arrangements (as defined in the paragraph below);
- iv. 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 an aggregate nominal amount of £20,752.80 in connection with the exercise of Warrants (as defined in the paragraph below);
- v. 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 £895,844.33 (being approximately one third of the anticipated issued share capital of the Company on Admission (as defined in the paragraph below)); and
- vi. equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a Rights Issue (as defined in the paragraph below) up to an aggregate nominal amount of £895,844.33 (being approximately one third of the anticipated issued share capital of the Company at Admission (as defined in the paragraph below)),

provided this authority shall expire on 31 December 2022 or at the conclusion of the next annual general meeting of the Company, 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.

In this resolution, the following expressions have the following meanings:

Admission	means admission of the entire issued and to be issued share capital of the Company to trading on the AIM market of London Stock Exchange plc.
Ordinary Shares	means ordinary shares of 1p each in the capital of the Company.
Placing	means a proposed placing of up to 70,000,000 Ordinary Shares pursuant to a conditional placing agreement and to be undertaken by Cenkos Securities plc in connection with the Admission.
Rights Issue	means an offer of equity securities (within the meaning of section 560 of the Act) to holders of Ordinary Shares on the register on a record date fixed by the Directors in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

Share Option Arrangements means the exercise of any options granted on or before Admission to employees or directors or former employees or directors of the Company and/or any of its subsidiaries and the grant of any options under any new employee option plan to be adopted by the Company on or before Admission.

Subscription means the proposed subscription of 185,267,700 Ordinary Shares by the existing shareholders of Clean Power Hydrogen Group Limited (company number 10286500) (**CPHG**) in consideration for the transfer by such persons to the Company of their entire holdings in the share capital of CPHG.

Warrants means warrants to subscribe for Ordinary Shares to be granted before Admission.

Special Resolution

4 Disapplication of Pre-emption Rights

THAT, subject to the passing of Resolutions 2 and 3 above, the directors of the Company (**Directors**) be generally empowered, pursuant to section 570 of the Companies Act 2006 (**Act**), to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority described in Resolution 3 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 equity securities:

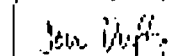
- i. pursuant to the Subscription (as defined in Resolution 3 above) up to an aggregate nominal value of £1,852,677.00;
- ii. pursuant to the Placing (as defined in Resolution 3 above) up to an aggregate nominal value of £700,000;
- iii. pursuant to the Share Option Arrangements (as defined in Resolution 3 above) up to an aggregate nominal value of £354,456.40;
- iv. pursuant to the Warrants (as defined in Resolution 3 above) up to an aggregate nominal value of £20,752.80;
- v. in connection with an offer of such securities by way of a Rights Issue (as defined in Resolution 3 above) up to an aggregate nominal amount of £895,844.33; and
- vi. otherwise than pursuant to paragraphs (i) to (v) above up to an aggregate nominal amount of £134,376.65 (being approximately 5 per cent of the entire issued share capital of the Company at Admission),

provided that such authority shall expire on 31 December 2022 or at the conclusion of the next annual general meeting of the Company, 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.

The Directors' power described in Resolution 4 applies in relation to a sale of treasury shares as if all references in that paragraph to an allotment included any such sale

and the words “pursuant to the authority described in resolution 3” were omitted in relation to such a sale.

Responsible for



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**Duly authorised officer of
CLEAN POWER HYDROGEN PLC**