

HYRO ENERGY LIMITED
Company Number: 14411495
(Incorporated in England and Wales)

(the “**Company**”)

The Companies Act 2006
Written Resolutions of the Members
(Proposed by the Directors pursuant to a resolution passed on 5 April 2023)

In accordance with Part 13, Chapter 2 of the Companies Act 2006 (as amended) (the “**Act**”), the board of directors propose that the resolutions set out below be submitted to the eligible members of the Company as written resolutions (the “**Resolutions**”) and confirm that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Special Resolutions

1. **THAT** the articles of association produced to the meeting and attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (“**New Articles**”).
2. **THAT**, subject to the passing of resolution 1, the directors be generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all the powers of the Company to allot or grant rights to subscribe for A Preference Shares and B Preference Shares in the capital of the Company up to a maximum aggregate nominal amount of £2,250,000 with such A Preference Shares and B Preference Shares having the rights and subject to the restrictions attached to them as set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire on 31 March 2027 and for the purposes of this resolution, the directors may, before the expiry of such period, make offers or agreements before such expiry which would or might require the making of allotments after such expiry.
3. **THAT**, subject to the passing of resolution 1, five ordinary shares of £1.00 in the Company registered in the name of ORI JV Holdings 6 Limited be re-designated as five A Ordinary Shares of £1.00, with such A Ordinary Shares having the rights and subject to the restrictions attached to them as set out in the New Articles.
4. **THAT**, subject to the passing of resolution 1, five ordinary shares of £1.00 in the Company registered in the name of RES UK & Ireland Limited be re-designated as five B Ordinary Shares of £1.00, with such B Ordinary Shares having the rights and subject to the restrictions attached to them as set out in the New Articles.
5. **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act)

pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment.

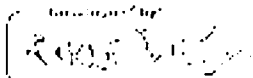
We, being the eligible members of the Company, hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below.

Signature

Print Name & Title

On behalf of RES UK & Ireland Limited

Date of Signature



Signature

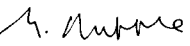
Peter Dias, Investment Director
Print Name & Title

On behalf of ORI JV Holdings 6 Limited

5 April 2023
Date of Signature

pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment.

We, being the eligible members of the Company, hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below.

DocuSigned by:

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Signature

Rachel Ruffle, Director

Print Name & Title

On behalf of RES UK & Ireland Limited

5 April 2023

Date of Signature

Signature

Print Name & Title

On behalf of ORI JV Holdings 6 Limited

Date of Signature

Written Resolutions - Acceptance Procedure

Members who agree to the Resolution, MUST notify the Company of their approval using the method specified below. Failure to do so will render all such approvals invalid.

To signify consent to the Resolutions, members should indicate their agreement by signing and dating this document where shown above, and thereafter deliver it to

The Company Secretary,
Dominic J Hearth
Email: Dominic.Hearth@res-group.com

Members do not need to take any action if they do not agree to the Resolutions.