

Company number: 10547298

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EMISSION SOLUTIONS LIMITED

(the "Company")

Date: 10 February 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that Resolutions 1 and 2 be passed as special resolutions and Resolution 3 be passed as an ordinary resolution (the "**Resolutions**") and that the Resolutions shall 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 new articles of association in the form annexed to these written resolutions (the "**New Articles**") be approved and adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
2. **THAT**, subject to passing Resolutions 1 and 3, and in accordance with section 570 of the Act, the directors of the Company be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act), pursuant to the authority conferred by Resolution 3, as if all and any rights of pre-emption over such equity securities, including section 561(1) of the Act and the articles of association of the Company from time to time, did not apply to any such allotment, provided that this power shall expire on the date that is five years after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) 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 notwithstanding that the power conferred by this resolution has expired.

ORDINARY RESOLUTION

3. **THAT**, in accordance with section 551 of the Act, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot, grant options to subscribe for, or to convert any security into, ordinary shares of £0.00000000105 each in the capital of the Company ("**Ordinary Shares**") up to a maximum aggregate nominal amount of £0.00057899520, having the rights set out in the Articles. This authority shall expire on the date five years after the passing of this resolution unless previously revoked, varied or extended save that the directors of the Company may, notwithstanding such expiry, allot any Ordinary Shares or grant any right to subscribe for, or to convert any security into, Ordinary Shares in pursuance of an offer or agreement to do so made by the Company before this authority expires. The authority provided by this Resolution in respect of the Ordinary Shares is in substitution to all previous authorities, but for the avoidance of doubt this authority applies to Ordinary Shares that have been allocated but not exercised under any subsisting authorities previously conferred on the directors.



AGREEMENT

Signed

Declassified by:
Freddie Talberg
 * * * * *

Date _____

10 February 2022

Signed

DocuSigned by:
[Signature]

Date _____

10 February 2022


Signed

by _____ for and on behalf of

Date _____

..... 2022

Signed

DocuSigned by:


by Tofiq Qureshi for and on behalf of

InnVotec Nominees Limited (CleanTech)

Date

10 February 2022

Signed

James Galloway

Date _____

..... 2022

Signed

DocuSigned by:
Neil Dickins

Neil Dickins


Date _____

10 February 2022

Company number: 10547298

Signed
Andrew George

Date 2022

Signed

by Neil Dickins for and on behalf of
Anorak Investment

Date .. 10 February 2022

Signed

Philipp von Hammerstein

Date .. 10 February 2022

Signed
by Ian Merricks for and on behalf of
White Horse Capital Limited

Date 2022

Signed
by Matt Wakerley for and on behalf of
Inspire Growth Wales LLP

Date 2022

Signed
Vincent Tchenguiz

Date 2022

Signed

Chris Dennis

Date .. 10 February 2022

Company number: 10547298

NOTES

1. If you agree with 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 delivery methods:

By hand: delivering the signed copy to the Company at its registered office.

Post: returning the signed copy to the Company at its registered office.

Docusign (or similar e-signature platform): by following the instructions contained in the envelope to complete your signing process.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to uday.mehra@marriotttharrison.co.uk. Please type "EmSol Limited Written Resolutions" 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 Resolution, you may not revoke your agreement.
3. Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.