

RESOLUTIONS
of
HYDROGENONE CAPITAL GROWTH PLC

PASSED ON 19 OCTOBER 2022

At the General Meeting of HydrogenOne Capital Growth plc (the "**Company**") duly convened and held at the offices of Gowling WLG (UK) LLP at 4 More London Riverside, London, SE1 2AU at 11.00 a.m. on 19 October 2022, the following resolutions were duly passed, in the case of resolution 1 as an ordinary resolution and in the case of resolution 2 as a special resolution:

ORDINARY RESOLUTION

1. **"THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot, in aggregate, up to 500 million ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Share**") and/or C shares of £0.10 each in the capital of the Company ("**C Shares**") in connection with the Share Issuance Programme (as such term is defined in the Circular) provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on 31 December 2023 save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require Ordinary Shares and/or C Shares to be allotted after the expiry of such authority and the Directors may allot Ordinary Shares and/or C Shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall not replace any existing authorities to allot any shares in the Company and/or to grant rights to subscribe for or convert any security into shares in the Company granted to the Directors pursuant to section 551 of the Act."

SPECIAL RESOLUTION

2. **"THAT**, subject to the passing of resolution no. 1, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot up to 500 million Ordinary Shares and/or C Shares in connection with the Share Issuance Programme (as such term is defined in the Circular) for cash pursuant to the authority conferred by resolution no. 1 above as if section 561(1) of the Act did not apply to such allotment, provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on 31 December 2023 save that the Company shall be entitled to make, prior to the expiry of such authority, offers or arrangements which would or might require Ordinary Shares and/or C Shares to be allotted after such expiry, and the Directors may allot Ordinary Shares and/or C Shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. The authority granted by this resolution shall not replace any existing authorities previously granted to the Directors to allot equity securities for cash or by way of a sale of treasury shares as if section 561(1) of the Act did not apply."



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CHAIR