

Company Number: 12986255

**Notice of Resolutions**

**of**

**VH GLOBAL SUSTAINABLE ENERGY OPPORTUNITIES PLC**  
(the 'Company')

**Passed on 28 June 2022**

At a General Meeting of the Company duly convened and held on Tuesday, 28 June 2022 at the offices of Victory Hill Capital Advisors LLP, 4 Albemarle Street, London, W1S 4GA the following resolutions were duly passed:

**Ordinary Resolution**

1. THAT, in addition to any existing authorities, the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot new ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") and new C shares of £0.01 each in the capital of the Company ("C Shares") having the rights set out in the Articles of Association of the Company and to grant rights to subscribe for or to convert any security into Ordinary Shares or C Shares up to an aggregate nominal value of £5,000,000 provided that this authority shall expire on the first anniversary of the date of the prospectus issued by the Company on or around the date of this Notice or, if earlier, 8 June 2023, unless previously renewed, varied or revoked by the Company in a general meeting, except that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**Special Resolution**

2. THAT, in addition to any subsisting powers, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined section 560 of the Act) and to sell Ordinary Shares held by the Company as treasury shares (as defined in section 724 of the Act) for cash pursuant to the authority conferred by resolution 1 set out in the Notice convening the Meeting, as if section 561(1) of the Act did not apply to any such allotment, such power to expire on the first anniversary of the date of the prospectus issued by the Company on or around the date of this Notice or, if earlier, 8 June 2023, unless previously renewed, varied or revoked by the Company in a general meeting, except that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require equity securities to be allotted or treasury shares sold after the expiry of such power, and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or an agreement as if such power had not expired.

*Mall Pritchard*

Apex Fund and Corporate Services (UK) Limited

Company Secretary