

Notice of Resolutions

of

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

Passed 22 May 2024

At the Annual General Meeting of the Company duly convened and held on Wednesday, 22 May 2024 at the offices of Victory Hill Capital Partners LLP, 4 Albemarle Street, London, W1S 4GA the following resolutions were duly passed:

Ordinary Resolutions

11. That 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 the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) up to a maximum aggregate nominal amount of £409,728.42, (being 10% of the issued share capital as at 4 April 2024 comprising 40,972,842 ordinary shares of £0.01 each in the Company (excluding treasury shares)), or if changed, the amount that represents 10% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) at the date of the passing of this resolution, such authority to expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution or 15 months from the date of passing this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority conferred by this resolution had not expired.
12. That, subject to the passing of Resolution 11 and in addition to the authority conferred by Resolution 11 above, 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 the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) up to a maximum aggregate nominal amount of £409,728.42, (being 10% of the issued share capital as at 4 April 2024 comprising 40,972,842 ordinary shares of £0.01 each in the Company(excluding treasury shares)), or if changed, the amount that represents 10% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) at the date of the passing of this resolution, such authority to expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution or 15 months from the date of passing this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority conferred by this resolution had not expired.

Special Resolutions

13. That, subject to the passing of Resolution 11, the Directors be and are hereby generally empowered (pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act")) to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them in Resolution 11 above and/or to sell ordinary shares held by the Company as treasury shares (as defined in Section 724 of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, such power shall:
 - a) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £409,728.42 (being 10% of the issued share capital of the Company as at 4 April 2024 comprising 40,972,842 ordinary shares of £0.01 each in the Company (excluding treasury

- shares)) or, if changed, the amount that represents 10% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) at the date of the passing of this resolution; and
- b) expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution or 15 months from the date of passing this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in general meeting, save 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 sold from treasury after the expiry of such power, and the Directors may allot or sell from treasury equity securities in pursuance of such an offer or an agreement as if such power had not expired.
14. That, in addition to the authority conferred by Resolution 13 above, but subject to the passing of resolutions 11, 12 and 13, the Directors be and are hereby generally empowered (pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act")) to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them in Resolution 12 above and/or to sell ordinary shares held by the Company as treasury shares (as defined in Section 724 of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, such power shall:
- a) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £409,728.42 (being 10% of the issued share capital of the Company as at 4 April 2024 comprising 40,972,842 ordinary shares of £0.01 each in the Company (excluding treasury shares)) or if changed, the amount that represents 10% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) at the date of the passing of this resolution; and
- b) expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution or 15 months from the date of passing this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in general meeting, save 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 sold from treasury after the expiry of such power, and the Directors may allot or sell from treasury equity securities in pursuance of such an offer or an agreement as if such power had not expired.
15. That the Company be and is generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- a) the maximum aggregate number of ordinary shares that may be purchased is 61,418,290 ordinary shares or, if changed, the number representing 14.99% of the Company's issued share capital (excluding treasury shares) at the date of the meeting of the Company at which this resolution is passed;
- b) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is £0.01;
- c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of: (i) 105% of the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days prior to the date of the market purchase; and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for the ordinary share on the trading venue where the purchase is carried out;
- d) this authority shall expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, on the expiry of 15 months from the date of the passing of this resolution, unless such authority is revoked, varied or renewed prior to that time; and

- e) the Company may make a contract to purchase ordinary shares under the authority, which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract.
16. That, a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, on the expiry of 15 months from the date of the passing of this resolution.