

Company No 05718406

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

Cadogan Energy Solutions plc

At the Annual General Meeting of the above-named Company duly convened and held on the 23rd June 2023 the following resolutions were passed. Resolution 10 was passed as an Ordinary Resolution and resolutions 11 to 13 were passed as Special Resolutions:

Ordinary Resolution

10. That the Directors be and are hereby generally and unconditionally authorised, in substitution for any such existing authority, for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise any power of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights"):
- a) up to an aggregate nominal amount of £2,441,284.87, including within such limit the aggregate nominal amount of any shares allotted and Rights granted under paragraph (b) below in excess of £2,441,284.87; and
 - b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £4,882,569.74 including within such limit the aggregate nominal amount of any shares allotted and Rights granted under paragraph (a) above, in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560(1) of the Act) as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose limits or restrictions and make arrangements which they consider necessary or appropriate to deal with treasury shares, fractional

entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any jurisdiction or other matter, such authority to apply until the earlier of the conclusion of the Company's next Annual General Meeting or close of business on 30 September 2024 but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares or grant Rights under any such offer or agreement as if the authority had not expired.

Special Resolutions

11. That, in substitution for all existing powers, and subject to the passing of resolution 10 above, the Directors be given the general power under section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority granted by such resolution, and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Act, as if section 561(1) of the Act did not apply to any such allotment, such power to be limited:

- a) to the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (b) of resolution 10 above, by way of a rights issue only):
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings; and
 - (ii) to the holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose limits or restrictions and make arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any jurisdiction or other matter; and
- b) in the case of the authority granted under paragraph (a) of resolution 10 above and/or in the case of a transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, to the allotment (otherwise than under paragraph (a) of this resolution 11) of equity securities up to an aggregate nominal amount of £366,192.73,

such authority to expire at the conclusion of the next Annual General Meeting or, if earlier, the close of business on 30 September 2024, unless previously renewed, varied or revoked by the Company, save that the Company may make offers and enter into agreements before such authority expires which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

12. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares with a nominal value of 3 pence each in the capital of the Company, subject to the following terms:

- a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 24,412,849;
- b) the minimum price (excluding expenses) which may be paid for any such ordinary share is 3 pence per share;
- c) the maximum price (excluding expenses) which may be paid for any such ordinary share shall be the amount equal to 105 per cent of the average of the closing middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
- d) the authority conferred by this resolution shall, unless previously revoked or varied, expire at the conclusion of the next Annual General Meeting of the Company, or if earlier, the close of business on 30 September 2024, save in relation to any purchase of ordinary shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares under such contract.

13. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice during the period from the date of the passing

of this resolution 13 until the conclusion of the next Annual General Meeting of the Company.

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a series of loops and a final horizontal stroke.

Company Secretary