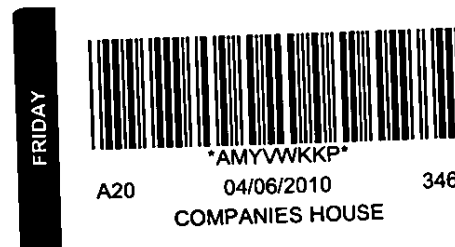


No. 5563206

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS
OF
HYDROGEN GROUP PLC
(Passed 25 May 2010)**



At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at 6 Laurence Pountney Hill, London EC4R 0BL on 25 May 2010 at 10am the following resolutions were passed as ordinary and special resolutions

ORDINARY RESOLUTIONS

1. That the Company's annual accounts for the year ended 31 December 2009, together with the Directors' report and the auditors' report on those accounts and on the auditable part of the Directors' remuneration report, be received and adopted
2. That the Directors' remuneration report for the year ended 31 December 2009, which is set out in the annual report of the Company for the year ended 31 December 2009, be approved
3. That Martyn Phillips, who retires by rotation in accordance with Article 121 of the Company's Articles of Association, be re-elected as a Director
4. That John Glover, who has been appointed as a Director since the last Annual General Meeting of the Company, be elected as a Director
5. That Grant Thornton LLP be appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company
6. That the Directors be authorised to fix the auditors' remuneration
7. That for the purposes of section 551 of the Companies Act 2006 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551)
- 7.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(a) and (b) of the Act, respectively, up to a maximum nominal amount of £76,749 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the Annual General Meeting of the Company to be held in 2011 (unless previously revoked or varied by the Company in general meeting),

7.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of the equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by them up to an aggregate nominal amount of £76,749, during the period expiring at the end of the next Annual General Meeting to be held in 2011 subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory, and

7.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that the previous authorities of the Directors pursuant to section 80 of the Companies Act 1985 granted at the Company's Annual General Meeting held on 7 May 2009 be and are hereby revoked and to the extent that any restriction on the directors' authority to allot shall apply to the Company by virtue of the operation of paragraph 42(2)(a) of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, such restriction shall be and is hereby revoked in accordance with paragraph 42((2)(b) of that Order

SPECIAL RESOLUTIONS

8. That the Directors be and are empowered in accordance with section 570 of the Companies Act 2006 (the "Act") to sell treasury shares (as defined in section 724 of the Act) and, subject to the passing of resolution 7 set out in the notice convening this meeting, make other allotments of equity securities (and the expression "allotment of equity securities" and like expressions used in this resolution shall have the meaning given to them by virtue of section 560 of the Act) for cash pursuant to the authority conferred on them to allot such shares or grant such subscription and conversion rights by that resolution, in each case as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such sale or any such allotment, provided that the power conferred by this resolution shall be limited to

8.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 7.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory, and

- 8.2 the allotment (otherwise than pursuant to paragraph 8.1 above) of equity securities up to an aggregate nominal value not exceeding £11,512,

and this power, unless renewed, shall expire at the end of the Annual General Meeting of the Company to be held in 2011 but shall extend to the making, before such expiry, of 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 such offer or agreement as if the authority conferred hereby had not expired

9. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 1p each in the capital of the Company provided that

- 9.1 the maximum number of ordinary shares hereby authorised to be purchased is 2,343,421,

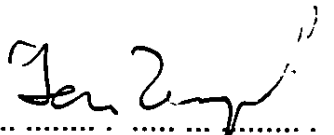
- 9.2 the minimum price (exclusive of expenses) which may be paid for such shares is 1p per share, being the nominal amount thereof,

- 9.3 the maximum price (exclusive of expenses) which may be paid for such shares shall be, for so long as the ordinary shares of the Company are dealt in on AIM, five per cent above the average price at which deals are done in the ordinary shares taken from the AIM appendix to The London Stock Exchange Daily Official List for the five business days before the purchase is made,

- 9.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed, and

- 9.5 the Company may make a contract to purchase its own shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own shares in pursuance of any such contract

- 10 That the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Articles of Association of the Company as deemed to be altered by virtue of s 28 Companies Act 2006


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Chairman