

PRINT OF RESOLUTIONS

-of-

AFC ENERGY PLC ("the Company")

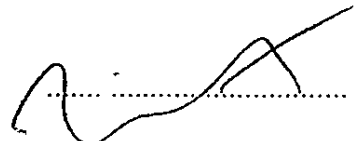
At the General Meeting of the Company duly convened and held at Chelsea Football Club, Stamford Bridge, London SW6 4HS on 3 March 2017 at 11.00am, the following resolutions were passed, of which resolution 1 was proposed as an ordinary resolution and resolution 2 was proposed as a special resolution.

ORDINARY RESOLUTION

1. That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to allot ordinary shares of 0.1 pence each in the capital of the Company (the "**Ordinary Shares**") pursuant to the Placing, Subscription and Open Offer (as defined in the circular) up to an aggregate nominal amount of £80,685, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting expire on the date falling 6 months from the date of the passing of this resolution. This authority is in addition to all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTION

2. That the directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the authority conferred on them by Resolution 1 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £80,685 pursuant to the Placing, Subscription and Open Offer and the power hereby conferred shall operate in addition to any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the date falling 6 months from the date of the passing of this resolution.



DIRECTOR

FRIDAY



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10/03/2017

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