

Company Number 11927250

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**RHEENERGISE LIMITED
(Company)**

December 14, 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (**Directors**) propose that the following resolutions be passed as a special resolution (**Resolution**):

Special resolution

- 1 THAT, in place of all existing authorities (save to the extent relied upon prior to the passing of this resolution) and in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised:
 - 1.1 to enter into a secured convertible loan agreement (**Convertible Loan Agreement**) to be entered into by the Company and Low Carbon Innovation Fund 2 LP acting by its general partner, LCIF2 General Partner Limited and Turquoise Capital LLP and other investors (who may become a party at the same time or at a later date up to 31 March 2024), together with a debenture and security trustee deed, notwithstanding any interests the directors of the Company may have and that doing so would be in the best interest of the Company;
 - 1.2 to enter into an advance subscription agreement (**Advance Subscription Agreement**) to be entered into by the Company and one or more investors notwithstanding any interests the directors of the Company may have and that doing so would be in the best interest of the Company;
 - 1.3 allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £4,000,000 including without limitation pursuant to the Convertible Loan Agreement and any Advance Subscription Agreement, any and all of which shall be ordinary shares of £0.0001 each, provided that this authority shall, unless renewed, varied or revoked by the Company, expire two years from the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement that which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

I, the undersigned, do hereby certify that the above is a true and correct copy of the Resolution of the Company, the Resolution being duly adopted by the members of the Company, the Resolution being duly adopted in respect of the allotment and issue of shares in the capital of the Company as set out in the Resolution above.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being all the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Designated by:

Matt Fassnidge growdcube Nominees Limited 14/12/2023

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Date

Graham Cook

GRAHAM COOK

14/12/2023

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Date

Stephen Crosher

STEPHEN CROSHER

14/12/2023

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Date

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2023-12-14

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Date

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above.
- 2 If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by 5pm on the date falling 28 days after (but including) the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us by that date.
- 5 The Resolution is passed on the date and time the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.