

Company Number: 14536848

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

- of -

MYENERGI GROUP LTD (the "Company")

Passed on 4 October 2023

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following ordinary resolution and special resolutions (as indicated) were duly passed by the voting members of the Company as written resolutions.

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot and issue shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £188.59 pursuant to the terms of a share exchange agreement (the "Share Exchange Agreement") between (1) the Company; (2) myenergi Ltd; and (3) the security holders in myenergi Ltd, as follows:
 - (a) the issue of ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares") up to an aggregate nominal amount of £152.38;
 - (b) the issue of A ordinary shares of £0.001 each in the capital of the Company ("A Ordinary Shares") up to an aggregate nominal amount of £34.53; and
 - (c) the issue of B ordinary shares of £0.001 each in the capital of the Company ("B Ordinary Shares") up to an aggregate nominal amount of £1.68;

provided that the authority granted under this resolution shall expire five years after the passing of this resolution.

This authority is in addition to all subsisting authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolution 1 above, any and all pre-emption rights to which the shareholders of the Company may be entitled, however arising (including but not limited to any under the articles of association of the Company) shall not apply to the allotment and issue by the Company of shares or the grant by the Company of rights to subscribe for or convert any security into shares in the Company, up to the maximum aggregate nominal amount set out in resolution 1.
3. THAT, the articles of association attached to these resolutions be adopted as the articles of association of the Company (the "Interim Articles") (in substitution for, and to the exclusion of, the Company's existing articles of association).
4. THAT, subject to the passing of resolutions 1 - 3 above and conditional upon completion occurring under the reorganisation deed entered into or around the Circulation Date

between (1) the Company; and (2) the shareholders of the Company at the relevant time (the "Reorganisation Deed"), all the 152,374 Ordinary Shares of £0.001 each in the capital of the Company be sub-divided by a factor of 1,000 into 152,374,000 ordinary shares of £0.000001 each in the capital of the Company (the "Final Ordinary Shares").

5. THAT, subject to the passing of resolutions 1 - 3 above and conditional upon completion occurring under the Reorganisation Deed, the 34,522 A Ordinary Shares of £0.001 each in the capital of the Company be sub-divided by a factor of 1,000 into 34,522,000 A Ordinary Shares and immediately reclassified into:
 - (a) 31,376,670 A ordinary shares with a nominal value of £0.000001 each in the capital of the Company (the "Final A Ordinary Shares"); and
 - (b) 3,145,330 deferred shares with a nominal value of £0.000001 each in the capital of the Company.
6. THAT, subject to the passing of resolutions 1 - 3 above and conditional upon completion occurring under the Reorganisation Deed, the 1,675 B Ordinary Shares of £0.001 each in the capital of the Company be sub-divided by a factor of 1,000 into 1,675,000 B Ordinary Shares and immediately reclassified into:
 - (a) 1,623,758 B ordinary shares with a nominal value of £0.000001 each in the capital of the Company (the "Final B Ordinary Shares"); and
 - (b) 51,242 deferred shares with a nominal value of £0.000001 each in the capital of the Company.
7. THAT, subject to the passing of resolutions 1 - 6 (inclusive), all of the 31,376,670 Final A Ordinary Shares and 1,623,758 Final B Ordinary Shares be converted and reclassified on a one-for-one basis into, in aggregate, 33,000,428 Final Ordinary Shares.
8. THAT, subject to the passing of resolutions 1 - 7 above, the articles of association attached to these resolutions be adopted as the articles of association of the Company (the "Final Articles") upon completion occurring under the subscription and shareholders' agreement (the "Subscription and Shareholders' Agreement") entered into or around the Circulation Date between, among others, (1) the Company; and (2) certain shareholders of the Company at the relevant time (in substitution for, and to the exclusion of, the Interim Articles).

ORDINARY RESOLUTION

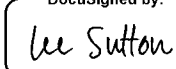
9. THAT, subject to the passing of resolutions 1 - 8 above, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot and issue shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £40.73 as follows:
 - (a) the issue of preference shares with a nominal value of £0.000001 each in the capital of the Company (having the rights set out in the Final Articles) up to an aggregate nominal amount of £25.26;
 - (b) the issue of A ordinary shares with a nominal value of £0.000001 each in the capital of the Company (having the rights set out in the Final Articles) up to an aggregate nominal amount of £13.57;
 - (c) the grant of options over Final Ordinary Shares up to an aggregate nominal amount of £1.90,

provided that the authority granted under this resolution shall expire five years after the passing of this resolution.

This authority is in addition to all subsisting authorities (including the authority granted pursuant to resolution 1 above).

SPECIAL RESOLUTION

10. THAT, subject to the passing of resolution 9 above, any and all pre-emption rights to which the shareholders of the Company may be entitled, however arising (including but not limited to any under the articles of association of the Company) shall not apply to the allotment and issue by the Company of shares or the grant by the Company of rights to subscribe for or convert any security into shares in the Company, up to the maximum aggregate nominal amount set out in resolution 9.

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Director

PRESENTED BY:
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