

CMG CLEANTECH
Limited company with share capital of €6,159,757
Head office: 6 place de la Madeleine 75008 Paris
RCS PARIS 813 598 232

MINUTES OF THE MEETING OF
BOARD OF DIRECTORS OF SEPTEMBER 23, 2024

**In the year two twenty-four,
And on September twenty-third, at ten o'clock,**

The Directors of the company CMG CleanTech (hereinafter the “ **Company** ”), met as a Board of Directors within the BCG&A firm located at 12 place dauphine (75001), at the invitation of their President.

The following directors attended the meeting:

- Mr Darren Wesley TAYLOR, administrator and general manager
- Mrs. Nathalie MEDANA, administrator and deputy general manager
- Mr Alan Stuart MCLEAN, administrator
- Sir Craig MILLER, administrator

Sir John DARLING, director and chairman of the Board of Directors, and Mr. Tony BOOTH, directors, are absent and excused.

Mrs. Charlotte WILLIAM participates in the meeting.

Mrs Alex DURIE participates in the meeting.

The Council, with the presence of at least half of its members, can validly deliberate.

Mr Bruno GAUDICHEAU, Statutory Auditor of the Company duly summoned, is absent excused.

The Council is chaired by Darren Wesley TAYLOR.

The directors, as well as the auditor, were provided with the following documents prior to the meeting:

- 2024 social accounts
- Draft management report

The President reminds that the Board of Directors is meeting on the following agenda:

1. Examination and approval of the accounts for the financial year ending April 30, 2024
2. Proposal for allocation of profit for the financial year
3. Approval of the management report for the financial year ended April 30, 2024
4. Conventions of article L. 225-38 of the Commercial Code
5. Draft resolutions to be submitted to the General Meeting of Shareholders
6. Date and convening of the General Meeting of Shareholders
7. Various questions

The following documents made available to administrators:

- Letters of invitation to the meeting of the Board of Directors
- The statutes of the Company
- The accounts for the financial year ending April 30, 2024
- The social accounts of the company Tech Infinite
- The social accounts of the Ocean Polymers company

The President then declares the meeting open.

The Council, after deliberating, decided on the following deliberations:

**1. EXAMINATION AND AMENDMENT TO THE CLOSING OF THE ACCOUNTS
FOR THE YEAR ENDED APRIL 30, 2024**

The Chairman submits to the Board of Directors the annual accounts for the financial year ending April 30, 2024.

The Board of Directors, after deliberation, approves the Company's accounts for the financial year ending April 30, 2023, showing a net loss of -€175,186.

After deliberation, the Board of Directors approves the accounts for the financial year ending April 30, 2024 and grants discharge to the President.

This deliberation, put to the vote, is adopted unanimously.

2. PROPOSAL ASSIGNMENT OF RESULT

On the suggestion of its Chairman and after deliberating, the Board of Directors unanimously decides to propose to the General Meeting to allocate in full the net loss of – €175,186 to the “retained earnings” account which thus stands at - €7,058,037.

This deliberation, put to the vote, is adopted unanimously.

3. MANAGEMENT REPORT OF THE BOARD OF DIRECTORS

The Board of Directors then decides on the final terms of the management report which will be presented to the General Meeting.

This deliberation, put to the vote, is adopted unanimously.

4. CONVENTIONS OF ARTICLE L 225-38 OF THE COMMERCIAL CODE

The Board of Directors indicates that no agreement falling under article L225-38 of the Commercial Code was concluded during the financial year.

This deliberation, put to the vote, is adopted unanimously.

5. DATE AND CONVOCATION OF THE ASSEMBLY GENERAL REGULAR ANNUAL

After deliberating, the Board of Directors unanimously decides to convene the General Meeting of shareholders for the **October 30, 2024** at 10:00 a.m., on the following agenda:

Within the competence of the ordinary general meeting

- Approval of the accounts for the financial year ending April 30, 2024
- Allocation of profit for the financial year
- Special report from the auditor on the agreements referred to in article L225.38 of the commercial code
- Resignation of Mr. Shaun GREEN from his mandate as director

Within the competence of the extraordinary general meeting

- Delegation of authority given to the Board of Directors to carry out an increase in share capital by incorporation of debt
- Power for formalities

This deliberation, put to the vote, is adopted unanimously.

There being nothing further on the agenda, the meeting is adjourned.

From everything above, this report was drawn up which, after reading, was signed by the President and an administrator.



Chairman of the Board of Directors
John DARLING



General manager
Darren Wesley TAYLOR

Administrator
Nathalie Medana

MEDANA