

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTIONS

of

ERGON OVERSEAS HOLDINGS LIMITED (the *Company*)

BACKGROUND

The E.ON UK group, of which the Company is a member, is undergoing a corporate restructuring (the ***Restructuring***) to simplify its structure.

In anticipation of the Restructuring being implemented, it is proposed that the Company re-registers as an unlimited company. The unlimited status of the Company will ensure that certain proposed steps as part of the Restructuring which affect the Company, can be completed within the same day.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolutions be passed as special resolutions (the ***Special Resolutions***).

SPECIAL RESOLUTIONS

1. That the Company be re-registered as an unlimited company under Part 7 of the Companies Act 2006 by the name of Ergon Overseas Holdings.
2. That the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT

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

The undersigned, the sole shareholder of the Company entitled to vote on the above resolutions on 2nd November 2020 (the ***Circulation Date***), hereby irrevocably agrees to the Special Resolutions.

For and on behalf of Powergen International Limited

Dated: 2nd November 2020

By:

Name: **D C A Baumber**

Title: Director



NOTES

1. If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy for the attention of the Board of Directors, Ergon Overseas Holdings Limited, Westwood Way, Westwood Business Park, Coventry, CV4 8LG.

If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.

3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.