

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HOMEPOWER RETAIL LIMITED (the *Company*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), the directors of the Company propose that the following written resolutions numbered 1 and 2 be passed as ordinary resolutions (the *Ordinary Resolutions*)

ORDINARY RESOLUTIONS

1. **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Act is treated as a provision of the Company's articles of association, is hereby revoked and deleted
2. **THAT**, subject to the passing of the resolution numbered 1 above, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860) and in place of all existing authorities, the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Act. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

AGREEMENT

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

The undersigned, the members of the Company entitled to vote on the above resolutions of the Company on 21 September 2016 (the *Circulation Date*), hereby irrevocably agree to the Ordinary Resolutions.

For and on behalf of Scarcroft Investments Limited

Dated 21 September 2016

By

Name: PETER SHARMA

For and on behalf of E.ON UK plc

Dated 21 September 2016

By

Name: S L VAUGHAN

TUESDAY



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COMPANIES HOUSE

NOTES

1. If you agree to the Ordinary 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 Company Secretary, Windmill Hill Business Park, Whitehill Way, Swindon, Wiltshire, SN5 6PB

If you do not agree to the Ordinary 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 Ordinary Resolutions, you may not revoke your agreement

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Ordinary Resolutions to pass, they will lapse If you agree to the Ordinary 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.