

Company Number 03986182

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

**DOMINION ENERGY PLC**  
**("The Company")**

At an Annual General Meeting of the Company duly convened and held at 19-20 Grosvenor Street, London W1K 4QH on 21st December 2011 at 10 00am the following resolutions were duly passed

**Ordinary Business**

**ORDINARY RESOLUTIONS**

- 1 To receive and adopt the Company's annual accounts for the financial year ended 30 June 2011 together with the directors' report and auditors' report on those accounts
- 2 To re-appoint W H Associates LLP as Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to agree their remuneration
- 3 To re-elect M Alikhani as a Director of the Company

**Special Business**

**ORDINARY RESOLUTION**

- 4 That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution)
  - 4 1 up to a maximum nominal amount of £311,823 52 (in pursuance of the exercise of outstanding warrants and share options granted by the Company prior to the date hereof but for no other purpose),
  - 4 2 up to an aggregate nominal amount of £10 million (in addition to the authorities conferred in sub-paragraphs 4 1),

provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of

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this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and, the Directors may allot Relevant Securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities under section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities

### **SPECIAL RESOLUTION**

- 5 That the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, pursuant to the authority conferred by Resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to
  - 5 1 the allotment of equity securities in connection with an offer by way of a rights issue
  - 5 1 1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and
  - 5 1 2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange,
  - 5 2 the allotment (otherwise than pursuant to sub-paragraph 5 1 above) of equity securities on the exercise of outstanding warrants and share options granted by the Company prior to the date hereof,
  - 5 3 the allotment (otherwise than pursuant to sub-paragraphs 5 1, and 5 2 above) of equity securities up to an aggregate nominal amount of £10 million,

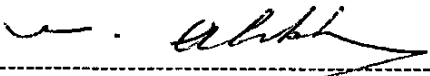
provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply

but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities

Chairman

Dominion Energy Plc

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