

Company Number: 04094263

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

Ovo (S) Electricity Limited (previously named SSE Electricity Limited)

(the "Company")

PROPOSED BY THE DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTIONS
292 TO 295 OF THE COMPANIES ACT 2006

IT IS NOTED THAT the Company intends to amend its articles of association to prohibit the Directors of the Company from declining to register any transfer of shares in the Company where such transfer is to a bank or institution by way of security.

The directors of the Company propose that the following resolution is passed as a special resolution (the "**Special Resolution**"):

1. THAT the Articles of Association of the Company be amended by the insertion of the following new Articles as Articles 33.6, 33.7 and 33.8:
 - 33.6 Notwithstanding anything to the contrary contained in these articles, the directors of the company may not decline to register any transfer of shares and may not suspend any registration thereof, where such transfer is:
 - 33.6.1 to a bank or institution to which such shares have been mortgaged, pledged or charged by way of security (whether as lender, or agent or trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to any such security;
 - 33.6.2 executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security (and a certificate by an officer or manager of such Secured Institution that such shares were so charged and the transfer was so executed shall be conclusive evidence of such facts); or
 - 33.6.3 executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security, and the directors of the company shall immediately register any such transfer of such shares upon receipt.
 - 33.7 Notwithstanding anything to the contrary contained in these articles:
 - 33.7.1 no transferor of any shares or proposed transferor of such shares to a Secured Institution or to its nominee;
 - 33.7.2 no Secured Institution or its nominee; and

FRIDAY



L8XC0JY0

LD5

24/01/2020

#107

COMPANIES HOUSE

33.7.3 no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

33.8 Notwithstanding anything to the contrary contained in these articles, any provisions in these articles imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share (including but not limited to any rights of lien) shall not apply in relation to any transfer of a share in any of the circumstances referred to in article 33.6 above.

For and on behalf of:

Ovo (S) Energy Services Limited (previously named SSE Energy Services Group Limited)

A handwritten signature in black ink, appearing to be 'C. K.', written over a dotted line.

as the sole member

17 January 2020

NOTES REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 17 January 2020 (the "Circulation Date").
3. The procedure for signifying agreement by an eligible member to the written resolution is as follows:
 - (i) A member signifies his agreement to the proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (A) identifying the resolution to which it relates; and
 - (B) indicating his agreement to the resolution.
 - (ii) The document must be sent to the company in hard copy form or in electronic form.
 - (iii) A member's agreement to the written resolutions, once signified, may not be revoked.
 - (iv) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

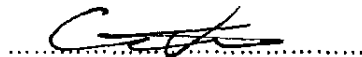
AGREEMENT BY THE SOLE MEMBER TO THE WRITTEN RESOLUTIONS

We, being the sole member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with sections 292 to 295 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions.

For and on behalf of

Ovo (S) Energy Services Limited (previously named SSE Energy Services Group Limited)



as the sole member

17 January 2020