

Company no 06858121

The Companies Act 2006
Private company limited by shares
Resolutions
of
Ovo Electricity Ltd (the "Company")

SATURDAY



Notice is given that on 11 February 2014 the following resolutions were duly passed as special resolutions way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Special Resolutions

- 1 **THAT** the articles of association of the Company be amended by the insertion of a new article to be numbered 23 in the following terms

"23 Transfer of shares and pre-emption on transfer in relation to security held by a secured institution

- 23 1 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer

23 1 1 is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person ("**Secured Institution**"), or

23 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

23 1 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt

- 23 2 Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any 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 under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not The Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution "

- 2 **THAT**, subject to and in accordance with the Companies Act 2006 and notwithstanding any provisions of the Company's Memorandum and Articles of Association or any interest or duty of any of the Company's directors which conflicts or may conflict, or possibly may conflict with the interests of the Company, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

Dated 13 FEBRUARY 2014

A handwritten signature in black ink, appearing to read 'S Fitzpatrick', with a stylized flourish at the end.

Stephen Fitzpatrick
Director