

**Company Number: 08241182**

The Companies Act 2006

Company Limited by Shares

**NPOWER GROUP LIMITED ("the Company")**

Circulated on 6<sup>th</sup> December 2019 ("the Circulation Date")

Written Resolution of Sole Member in lieu of Meeting pursuant to Chapter 2 of Part 13 of the Companies Act 2006

**WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolution as a Special resolution:

**SPECIAL RESOLUTION**

**It is resolved:**

**THAT** in accordance with section 550 of the Companies Act 2006 and Article 9(c) of the Company's Articles of Association, the sole shareholder consents to the directors allotting shares in the Company up to an amount of 850,000,000 ordinary shares.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on or after the Circulation Date, hereby irrevocably agrees to the Resolution:

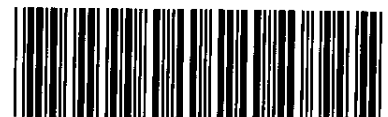
  
**Innogy International Participations N.V.**

Dated: 13.12.2019

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company Secretary at Trigonos, Windmill Hill Business Park, Whitehill Way, Swindon, SN5 6PB.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to pass before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

FRIDAY



A22 \*A8KQG6FX\* 20/12/2019 #68  
COMPANIES HOUSE