

Company No. 08241182

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTION

of

NPOWER GROUP LIMITED (the "Company")

Background

The Npower group, of which the Company is a member, is undergoing a corporate restructuring (the "Restructuring"). As part of the Restructuring, it is proposed that the Company reduce its share capital in order to create distributable reserves.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following written resolution be passed as a special resolution (the "Special Resolution").

Special Resolution

THAT, paid up capital to the extent of £0.917647057 on each of the 850,000,001 ordinary shares of £1 each in issue be cancelled and the nominal value of each ordinary share be reduced from £1 to £0.0823529435, so that the issued share capital of the Company will be £70,000,002 (divided into 850,000,001 ordinary shares of £0.0823529435 each), and by crediting £779,999,999 to the Company's profit and loss reserve.

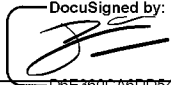
Agreement

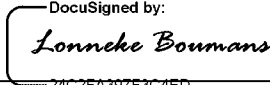
Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, the sole shareholder of the Company entitled to vote on the above resolution on 20th November 2023 (the "Circulation Date"), hereby irrevocably agrees to the Special Resolution and confirms that it has received a copy of the directors' solvency statement at or before the time it received the copy of the Special Resolution as required by section 642(2) of the Act.

For and on behalf of E.ON International Participations N.V.

Dated: 22nd November 2023

By: 
Name: Joris van Dam
Title: Authorised Signatory

By: 
Name: Lonneke Boumans
Title: Authorised Signatory

NOTES

1. If you agree to the Special Resolution, 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 Board of Directors, Npower Group Limited, Westwood Way, Westwood Business Park, Coventry, CV4 8LG.

If you do not agree to the Special Resolution, 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 Special Resolution, you may not revoke your agreement.

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