

**SPARK ENERGY LIMITED (the "Company")**

**REGISTERED NUMBER: SC301188**

**THE COMPANIES ACTS**

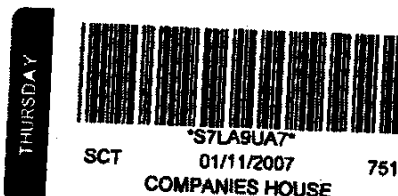
**PRINT OF MEMBERS'**

**GENERAL MEETINGS RESOLUTIONS**

At a General Meeting of the Company, duly convened and held on **Monday, 22 October 2007** at 2pm at 107 George Street, Edinburgh, EH2 3ES, the following resolutions were duly passed, as Ordinary or Special Resolutions, as indicated

**ORDINARY RESOLUTIONS**

- (a) THAT the directors be authorised to adopt and implement a share option scheme (comprising Employee Management Incentive share option agreement(s) and/or unapproved share option agreement(s) as the directors in their discretion shall see fit) over 170,067 unissued Ordinary shares of £0 0001 each in the share capital of the Company (the "Option Scheme"), of which options over (i) up to 51,019 Ordinary shares of £0 0001 each may be granted to Christopher Trigg, (ii) up to 34,014 Ordinary shares of £0 0001 each may be granted to Chris Gauld, and (iii) up to 85,034 Ordinary shares of £0 0001 each to such employees of the Company (excluding PJ Darling, Christopher Trigg and Chns Gauld) from time to time as the board of directors of the Company in their sole discretion may decide
- (b) THAT pursuant to Section 80 of the Companies Act 1985, as amended (the "Act") the directors of the Company be generally and unconditionally authorised to issue and allot up to 170,067 Ordinary shares of £0 0001 each from the unissued share capital of the Company pursuant to the Option Scheme, subject always to the condition that this authority shall expire, unless sooner revoked or altered by the Company in General Meeting, on expiry of the period of five years from the date of passing this resolution, provided that the Company may before such expiry make an offer or agreement under the Option Scheme which would or might require such shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement as if the power hereby conferred had not expired
- (c) THAT pursuant to Section 80 of the Act, the directors of the Company be generally and unconditionally authorised to issue and allot up to 400,000 Ordinary shares of £0 0001 each in the share capital of the Company at a price of £0 95 or more per share at such times and on such conditions as the director(s) may determine during the period of eight months from the date of passing this resolution



### **SPECIAL RESOLUTIONS**

- (d) THAT all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions (b) or (c) above
- (e) THAT the document attached, signed by the Chairman for identification purposes, be adopted as new Articles of Association of the Company, in place of and to the exclusion of all other Articles of Association



**DIRECTOR AND AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
SPARK ENERGY LIMITED (SC301188)**

22 October 2007

Dated