

Spark Energy Limited (the "Company")

Registered In Scotland No. SC301188

The Companies Acts

Print of Members' Annual General Meetings Resolutions

At a General Meeting of the Company, duly convened and held on **Thursday, 31 May 2012** at **12:30** at 5th Floor, 125 Princes Street, Edinburgh, EH2 4AD, the following resolutions were duly passed, as Ordinary or Special Resolutions, as indicated:-

ORDINARY RESOLUTIONS

- (a) THAT the Profit and Loss Account of the Company for the year to 30th June 2011, and the Balance Sheet of the Company at that date be received.
- (b) THAT pursuant to Section 551 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") the directors of the Company be generally and unconditionally authorised to issue and allot 2,500,000 Ordinary Shares of £0.0001 each until the expiration of five years from the date hereof.
- (c) THAT Johnston Carmichael be reappointed as auditors of the Company until the conclusion of the next General Meeting and that the remuneration of the auditors be fixed by the Board of Directors.

SPECIAL RESOLUTION

- (d) THAT all rights of pre-emption whether in terms of the Act, the Articles of Association of the Company or otherwise be and are hereby waived in respect of any allotment of shares made pursuant resolution (a) above.

For and on behalf of
MBM Secretarial Services Limited


Director and duly authorised attorney

FOR AND ON BEHALF OF
SPARK ENERGY LIMITED (SC301188)

THURSDAY



SCT *S27HWZX6* #284
02/05/2013
COMPANIES HOUSE

30/04/2013

Dated