

# Spark Energy Limited (the "Company")

Registered in Scotland No. SC301188

## The Companies Act 2006

### Print of Members' General Meeting Resolutions

At a General Meeting of the Company, duly convened and held on **29<sup>th</sup> August, 2013** at **17:00pm** at **5<sup>th</sup> Floor, 125 Princes Street, Edinburgh**, the following resolutions were duly passed, as Ordinary or Special Resolutions, as indicated:-

#### ORDINARY RESOLUTIONS

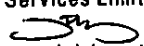
- (a) THAT pursuant to Section 551 of the Act 2006 the directors of the Company be and are hereby generally and unconditionally authorised to issue and allot 1,000,000 Ordinary Shares in the share capital of the Company until the expiration of one year from the date hereof;
- (b) THAT pursuant to Section 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 and are hereby generally and unconditionally authorised to issue and allot 400,000 Ordinary Shares in the share capital of the Company for the purpose of granting share options to the following directors of the Company in the following amounts:-
- (i) Hamish Osborn to be granted 80,000 options;
  - (ii) Chris Gauld to be granted 160,000 options; and
  - (iii) PJ Darling to be granted 160,000 options;

such authority to expire five years from the date hereof, unless such options have been granted within that five year period and provided further that the Company may before the expiry of this authority make an offer or agreement (including an offer made before the passing of this resolution) which would or might require relevant shares to be allotted after the expiry of this authority and the directors may allot relevant shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;

#### SPECIAL RESOLUTION

- (c) 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 resolutions (a) and (b) (i), (ii) and (iii) above.

For and on behalf of  
MBM Secretarial Services Limited

  
Director and duly authorised attorney

FOR AND ON BEHALF OF  
SPARK ENERGY LIMITED (SC301188)

11 / 12 / 13

Dated

THURSDAY



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COMPANIES HOUSE