


SSE HEAT NETWORKS LIMITED
(the "Company")

(Registered in Scotland, Company No. SC303682)

Dated: 07/09/2022

We, the undersigned, being the sole member of the Company having the right to attend and vote at a general meeting, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 **AGREE AND RESOLVE** that the following resolution shall have effect as if passed as a special resolution at a general meeting of the Company duly convened and held:

1. That with immediate effect the Articles of Association contained in the document attached to this Written Resolution be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


Gregor Alexander (Sep 14, 2022 19:26 GMT+1)

Gregor Alexander
For and on behalf of SSE plc
Sole Member

07/09/2022
Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the Written Resolution is 22/06/2022 (the "Circulation Date")
3. The procedure for signifying agreement by eligible members to a Written Resolution is as follows:
 - (a) A member signifies his agreement to the proposed Written Resolution when the Company receives an authenticated document-
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating agreement to the resolution.
 - (b) The document must be sent to the Company in hard copy form or in electronic form.
 - (c) A member's agreement to the Written Resolution, once signified, may not be revoked.
 - (d) The Written Resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the Written Resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY SOLE MEMBER TO WRITTEN RESOLUTION

We, being the sole member of the Company:

1. confirm that we have received a copy of the above Written Resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above Resolution is passed as a Written Resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a Special Resolution.

