

Company number: SC389556

SCOTTISH POWER RETAIL HOLDINGS LIMITED

PRIVATE COMPANY LIMITED BY SHARES

(the "Company")

Written Resolution

22 November 2021 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole member of the Company proposes that the following resolution is passed as a special resolution ("Resolution"):

SPECIAL RESOLUTION

THAT the draft regulations attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association.

AGREEMENT

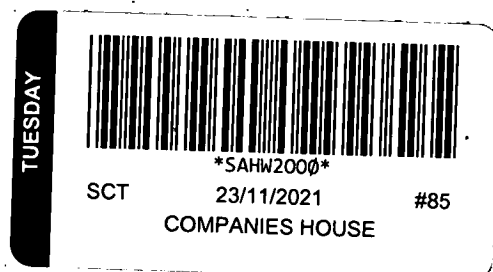
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



Director
Scottish Power UK PLC
Sole Member

Date: 22 November 2021



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By Hand/Post: delivering the signed copy to Roddy Wan, Corporate Legal Department, ScottishPower, 320 St. Vincent Street, Glasgow, G2 5AD.
 - E-mail: by attaching a scanned copy of the signed document to an email and sending it to roddy.wan@scottishpower.com.If you do not agree to the 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 Resolution, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.