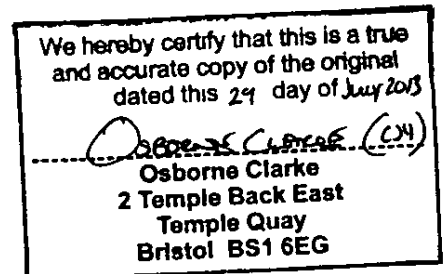


Company no. 06890795



The Companies Act 2006

Private company limited by shares

Written resolution

of

Ovo Energy Ltd

WEDNESDAY



A2EAFZKA

A36

07/08/2013

#194

COMPANIES HOUSE

17 JULY 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole director of Ovo Energy Ltd (the "**Company**") propose that the resolution below is passed as an ordinary resolution (the "**Ordinary Resolution**"),

Ordinary Resolution:

Under article 22 of the Company's articles of association, the directors of the Company are permitted to authorise a director's situational conflict of interest(s) provided that the board meeting or board resolution authorising such conflict of interest(s) is quorate without counting the vote of the conflicted director

Stephen Fitzpatrick ("**SF**") is currently the sole director of the Company and has conflicts of interest (as set out below) which require shareholder authorisation in order for him to be able to vote on matters in which he has an interest

- (a) he is a director and shareholder of the Company, and
- (b) he is a director and shareholder of Ovo Group Ltd and the vendor in the proposed transaction noted at Resolution 1(a) below

(together, the "**Situational Conflicts**")

1 **That**, in accordance with section 180(4)(b) of the Act, the Situational Conflicts are hereby unconditionally authorised and SF is hereby unconditionally authorised to enter into transactions in which he has, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company including (but not limited to)


- (a) the purchase of shares in Company by Ovo Group Ltd from SF (the "**Acquisition**"), and
- (b) the entry into a loan agreement between (1) the Company and (2) Ovo Group Ltd whereby the Company agrees to loan monies to Ovo Group Ltd to be used in order to fund the Acquisition

Important:

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

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Ordinary Resolutions

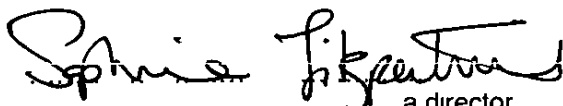
Signed



Name Stephen Fitzpatrick

Number of ordinary shares 2,500

Date 17 JULY 2013



, a director
duly authorised signatory for and on behalf of
Ovo Group Limited

Number of ordinary shares 10,000

Date 17 JULY 2013.

Notes

- 1 If you agree to 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 (by delivering the signed copy to the Company's Registered Office marked for the attention of The Director)
 - By post (by returning the signed copy to Company's Registered Office marked for the attention of The Director)

Please note that return of this document will not be accepted by fax or email.

- 2 **The** resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one) Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions
- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked