

Company no. 08857746

**The Companies Act 2006**  
**Private company limited by shares**

**Written resolution**

**of**

**WPD DISTRIBUTION NETWORK HOLDINGS LIMITED**  
**(the "Company")**

**14 September 2021 ("the Circulation Date")**

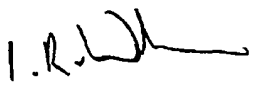
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as special resolution of the Company (the "**Resolution**"):

1. That the draft articles of association annexed to this Resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

**Important:**

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

The undersigned, being a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

  
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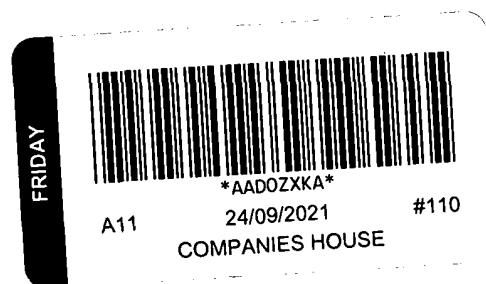
Director

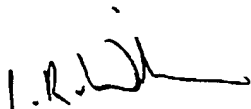
for and on behalf of

**WPD Investment Holdings Limited**

Number of ordinary shares of £1 each: 1,214,454,018

Date: 14 September 2021





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Director

for and on behalf of

**WPD WEM Limited**

Number of ordinary shares of £1 each: 2

Number of Preferred ordinary shares of £1 each: 595,498,920

Date: 14 September 2021

## Notes

1. Please indicate your agreement to the Resolution 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 Avonbank, Feeder Road, Bristol, Avon BS2 0TB marked for the attention of Sally Jones).
  - By post (by returning the signed copy to Avonbank, Feeder Road, Bristol, Avon BS2 0TB marked for the attention of Sally Jones).
  - By email (by attaching a scanned copy of the signed document to an email and sending it to [sjones@westernpower.co.uk](mailto:sjones@westernpower.co.uk)). Please enter "Written resolution" in the email subject box.
2. **The Resolution 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 the Resolution, please ensure that your agreement reaches the Company on or before this date. If the Company has not received this document from you by then, you will be deemed to have voted against the Resolution.
3. Once you have signified your agreement to the Resolution, such agreement cannot be revoked.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.