

Company number 08862063

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

OVO ENERGY (GROUP) LIMITED (the "Company")

Date 10 Feb 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

THAT, notwithstanding the provisions of article 13 1 or of any other provision of the Company's articles of association (the "Articles") (and following the passing of a resolution of the directors of the Company that, were this special resolution of shareholders not to be passed, they would otherwise require a Transfer Notice (as defined in the Articles) to be served in respect of such shares under such article 13 1 pursuant to which the registered holder of each of such shares would be entitled to receive nil consideration), each of the following issued shares in the capital of the Company be and is hereby converted into and re-designated as one Deferred Share (as defined in the Articles)

- 515 B ordinary shares of £0 00001 each in the capital of the Company registered in the name of Imogen Dow,
- 515 B ordinary shares of £0 00001 each in the capital of the Company registered in the name of Luke Yabsley,
- 515 B ordinary shares of £0 00001 each in the capital of the Company registered in the name of Steve Jackson,
- 44,247 D1 ordinary shares of £0 00001 each and 515 B ordinary shares in the capital of the Company registered in the name of Imagination Industries Limited,
- 21,136 D1 ordinary shares of £0 00001 each and 515 B ordinary shares in the capital of the Company registered in the name of Philip Shaw,
- 111 D1 ordinary shares of £0 00001 each and 515 B ordinary shares in the capital of the Company registered in the name of Martin Sandstrom, and
- 314 D1 ordinary shares of £0 00001 each and 515 B ordinary shares in the capital of the Company registered in the name of Andy Fisher

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

FRIDAY



A432WU0R
A04 13/03/2015 #88
COMPANIES HOUSE

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

Signed by **Stephen Fitzpatrick**



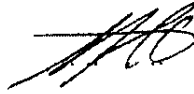
Date

10/21/2015

Signed by **Sophie Fitzpatrick**

Date

Signed by Stephen Fitzpatrick for and
on behalf of **Imagination Industries Limited**



Date

10/21/2015

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
- 2 If you do not agree with the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Pursuant to the CA 2006 unless sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date as otherwise your agreement will be ineffective