

Company no. 08862063

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Ovo Energy (Group) Ltd

19 JANUARY 2015 (the "Circulation Date")

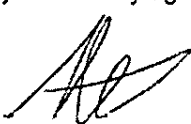
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of Ovo Energy (Group) Ltd (the "Company") proposes that the following be passed as a Special Resolution (the "**Special Resolution**")

- **THAT** the members of the Company ratify the allocation of 21,674 D1 Ordinary Shares by the directors in addition to the 965,654 D1 Ordinary Shares authorised pursuant to a Special Resolution on 25 July 2014 (the "**July Resolution**") **AND THAT** such ratification take effect as if the directors had been authorised generally and unconditionally in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot such D1 Ordinary Shares in the Company pursuant to the July Resolution

Important:

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

The undersigned, being a person entitled to vote on the resolutions on the Circulation Date (see Note 4), hereby irrevocably agree to the Special Resolution


duly authorised signatory
for and on behalf of
Ovo Group Ltd

Date 19/1/15

Signed

Name **Stephen Fitzpatrick**

Date 19/1/15



Notes

- If you agree to all of the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by post or in person to The Core, 40 St Thomas Street, Bristol BS1 6JX
- **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 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 the resolutions
- Once you have signified your agreement to the resolutions such agreement cannot be revoked
- In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 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