

# Spark Energy Limited (the "Company")

Registered In Scotland No. SC301188

## The Companies Acts

### Print of Members' General Meetings Resolutions

SATURDAY



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COMPANIES HOUSE

At a General Meeting of the Company, duly convened and held on **Monday, 27 September 2010 at 12:30pm** at 5<sup>th</sup> Floor, 7 Castle Street, Edinburgh, EH2 3AH, the following resolutions were duly passed, as Ordinary or Special Resolutions, as indicated:-

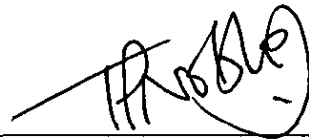
#### ORDINARY RESOLUTIONS

- (a) THAT Johnston Carmichael be appointed as the Company's auditors to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors.
- (b) THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to allot and issue up to 1,217,705 ordinary shares of £0.0001 each ("Ordinary Shares"), subject always to the articles of association of the Company and to the following conditions:-
  - (i) the Ordinary Shares shall first be offered on a pre-emptive basis to the existing shareholders and other persons entitled to participate in a rights issue on the basis of one new Ordinary Share for every three issued Ordinary Shares (or equivalent thereof, taking into consideration the different share classes of the Company in accordance with Article 2.6 of the Company's Articles of Association) held;
  - (ii) such authority shall expire in the event that the Company acquires alternative third party equity funding of no less than the amount available under the rights issue during the period between 8 September to 15 November 2010, declaring that the directors shall not allot and issue any shares pursuant to this authority unless the directors have determined that no such alternative third party equity funding shall take place;
  - (iii) such authority shall expire, unless sooner revoked or altered by the Company in general meeting, on 30 November 2010, provided that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
- (c) THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to allot and issue up to 274,000 Ordinary Shares of £0.0001 each to the existing directors of the

Company, subject always to the terms of the relevant option agreements granted by the Company PROVIDED THAT such authority shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the passing of this resolution, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

- (d) THAT all rights of pre-emption whether in terms of the articles of association of the Company from time to time or the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to Resolutions (b) and (c) above.



DIRECTOR AND AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**SPARK ENERGY LIMITED (SC301188)**

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Dated