



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
ELEXON LIMITED
(Company No. 3782949)**

Passed on []

At an Annual General Meeting of the above company, duly convened and held at 4th Floor, 350 Euston Road, London NW1 3AW on [] at [] am the following resolution was passed as a special resolution.

Resolution

The Articles of Association be amended by the insertion of the following new Article as Article 38A:-

The Chairman of the Board shall not be entitled to vote at a meeting of the directors but shall have a casting vote on any matter where votes are otherwise cast equally in favour of and against the relevant matter; provided that where any person other than the Chairman of the Board is chairman of a meeting he shall not have a casting vote.

Company Secretary

**Nicholas Brown
Legal Advisor & Company Secretary**