

**WoDS Transmission plc**  
(incorporated under the Companies Act 2006 with registered number 09309507)  
(the Company)

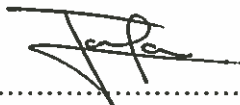
This Instrument by way of deed is executed on 24 AUGUST 2015 by the Company.

The Company has by a resolution of the board of directors passed on 14 August 2015 authorised the issue of principal amount of £10,000,000 interest bearing PIK Notes of £0.01 each with the terms and conditions set out in the loan note instrument constituting the unsecured 8.51 per cent. Loan Notes 2035 executed by the Company on 24 AUGUST 2015 (the Loan Note Instrument) save that:

- (a) reference in the Loan Note Instrument to "Loan Notes", "Note", "Noteholders" shall be deleted and replaced with "PIK Notes", "PIK Note" or "PIK Noteholders" as applicable;
- (b) reference in the Loan Note Instrument to "PIK Notes" shall be deleted;
- (c) the reference in the cover page, recital and clause 2.1 to £92,000,000 shall be replaced with the amount of £10,000,000;
- (d) there shall be no minimum denomination of £10,000 and PIK notes may be issued in integral multiples of £0.01, and therefore the second sentence in clause 2.1 shall read: "The Notes shall be issued fully paid up and in integral multiples of £0.01, subject to and with the benefit of the provisions of this Instrument"; and
- (e) the form of certificate shall be as annexed to this Instrument and shall be executed as a deed by the Company and countersigned by the PIK Noteholder.

EXECUTED as a deed by WODS TRANSMISSION )  
PLC )

acting by JAVIER FALERO , a director )  
in the presence of: )

  
.....  
Director

Witness's Signature: 

Name: GRAEME MACDONALD

Address: ALLEN & OVERY LLP  
ONE BISHOPS SQUARE  
LONDON E1 6AD  
www.allenoverly.com