

UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMBER'S WRITTEN RESOLUTION

of

ERGON OVERSEAS HOLDINGS (the *Company*)

BACKGROUND

The E.ON UK group, of which the Company is a member, is undergoing a corporate restructuring (the *Restructuring*) to simplify its structure. As part of the Restructuring, it is proposed that the Company reduce its share capital in order to create distributable reserves. The Company requires distributable reserves in order to undertake a distribution, such distribution being integral to the Restructuring.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolution be passed as a special resolution (the *Special Resolution*).

SPECIAL RESOLUTION

1. THAT the Company's issued share capital be reduced from £737,278,239 divided into 737,278,239 ordinary shares of £1 each to £1 divided into 737,278,239 ordinary shares of £0.00000000136 each, in accordance with article 36 of the articles of association of the Company, and that such reduction of capital be effected by reducing paid-up share capital to the extent of £0.99999999864 upon each of the 737,278,239 issued ordinary shares of £1 held by Powergen International and crediting £737,278,238 to its profit and loss reserve.


AGREEMENT

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

The undersigned, a shareholder of the Company entitled to vote on the above resolution on 26th November 2020 (the *Circulation Date*), hereby irrevocably agrees to the Special Resolution.

For and on behalf of Powergen International

Dated: 26th November 2020

By: 
Name: D C A Baumber
Title: Director



NOTES

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy for the attention of the Board of Directors, Ergon Overseas Holdings, Westwood Way, Westwood Business Park, Coventry, CV4 8LG.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.