

**DIRECTORS STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE
COMPANIES ACT 2006 (the "Act")**

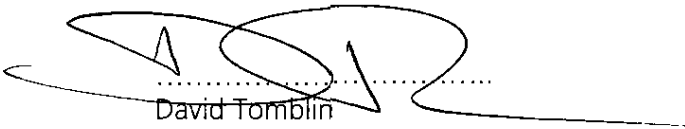
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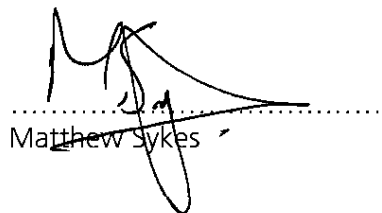
**EDF ENERGY (ENERGY BRANCH) LIMITED
(the "Company")**

Further to the special written resolution of the Company to:

- 1) reduce the issued share capital of the Company to 1 Ordinary share of £1 and cancel any share premium account, all amounts being returned to the Company's distributable reserves,

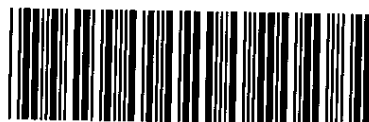
which was passed on the *4th* day of *September* 2019, in accordance with the requirements of section 641 of the Act, by the sole shareholder of the Company, we, the directors named below (being all of the Directors of the Company as at the date of this statement), hereby confirm that the Directors of the Company made a statement of solvency not more than 15 days prior to the above mentioned date and that the statement of solvency was provided to the sole shareholder at the time that the proposed resolution was first circulated.


.....
David Tomblin


.....
Matthew Sykes

DATED: *05/09/19*.

THURSDAY



LD2 *L8DDWUE3* #12
05/09/2019
COMPANIES HOUSE