

RWE COGEN UK LIMITED

Company number: 02624987

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006
(CA 2006) MADE ON 30 MAY 2018**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to members on 29 May 2018 the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on the 30 May 2018 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 30 May 2018.

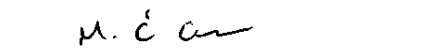
We confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to the member in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to the member at or before the time at which the proposed Resolution was sent or submitted to him.

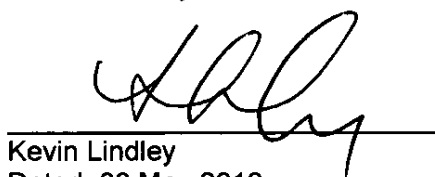
Signed by:



Rebecca Wall
Dated: 30 May 2018



Martin O'Connor
Dated: 30 May 2018



Kevin Lindley
Dated: 30 May 2018

SATURDAY



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SPE 16/06/2018 #27
COMPANIES HOUSE