

Company No. 02684288

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER WRITTEN RESOLUTION

of

E.ON UK CHP LIMITED (the *Company*)

BACKGROUND

The E ON UK group, of which the Company is a member, is undergoing a corporate restructuring to simplify its structure (the *Restructuring*). It is proposed that as part of the Restructuring, the Company reclassifies existing issued redeemable preference shares in the Company as ordinary shares, so that the Company has only one class of share in issue.

The Company currently has net liabilities. In order to enable the Company to reduce its liabilities, it is also proposed that E ON UK plc (*E.ON UK*) subscribes for 379,000,000 new ordinary shares of £1 each in the capital of the Company, credited as fully paid, in consideration for the release of the debt owed by the Company to E ON UK of £379,000,000.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), the directors of the Company propose that the following written resolutions numbered 1, 2 and 3 be passed as ordinary resolutions (the *Ordinary Resolutions*) and that the following written resolution numbered 4 be passed as a special resolution (the *Special Resolution*).

ORDINARY RESOLUTIONS

- 1 **THAT**, the 57,000,000 redeemable preference shares of £1 each in the issued share capital of the Company and with a redemption value of £57,000,000, are hereby reclassified into 57,000,000 fully paid ordinary shares of £1 each to rank pari passu in all respects with the existing issued ordinary shares in the capital of the Company.
- 2 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the restriction on the authorised share capital of the Company set out in resolution 1 of the written resolution of the Company passed by all the shareholders of the Company on 14 June 2000, amending Article 3 of the articles of association of the Company adopted on 21 May 1993, is hereby revoked and deleted.
- 3 **THAT**, subject to the passing of the resolutions numbered 1 and 2 above, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860) and in place of all existing authorities, the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Act. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

TUESDAY



L2NEW92X

LD1

17/12/2013

#8

COMPANIES HOUSE

SPECIAL RESOLUTION

- 4 **THAT**, subject to the passing of the resolution numbered 3 above, in accordance with section 569 of the Act and in place of all existing powers, the directors be generally empowered to allot equity securities (within the meaning of the Act) as if section 561 of the Act did not apply to any such allotment. This power shall cease to have effect when (i) the power is revoked, (ii) the Company ceases to be a private company limited by shares or (iii) there is more than one class of share in issue in the Company


AGREEMENT

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

The undersigned, the sole member of the Company entitled to vote on the above resolutions of the Company on 10 December 2013 (the ***Circulation Date***), hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolution

For and on behalf of E ON UK plc

Dated 10 December 2013

By 
Name René Matthies

NOTES

1 If you agree to the Ordinary Resolutions and 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 Company Secretary, E.ON UK CHP Limited, Westwood Way, Westwood Business Park, Coventry, CV4 8LG

If you do not agree to the Ordinary Resolutions and 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 Ordinary Resolutions and 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 Ordinary Resolutions and the Special Resolution to pass, they will lapse. If you agree to the Ordinary Resolutions and 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

Company No. 02684288

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

of

E.ON UK CHP LIMITED (the *Company*)

In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three quarters in nominal value of the issued redeemable preference shares of £1 each in the capital of the Company (the *Redeemable Shares*), hereby irrevocably consent to and sanction the passing of the ordinary and special resolutions set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Redeemable Shares as a class of shares which will or may be effected thereby

For and on behalf of E.ON UK plc

Dated 10 December 2013

By

A handwritten signature in black ink, appearing to read 'René Matthies', written over a horizontal line.

Name René Matthies