

Company No. 02878650
E.ON RETAIL LIMITED
DIRECTORS' STATEMENT

Statement of the directors of E ON Retail Limited (the *Company*) made for the purposes of section 644(5) of the Companies Act 2006

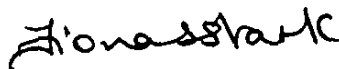
On 26 November 2013, the Company passed a written resolution to reduce its share capital (the *Written Resolution*). The Written Resolution was supported by a solvency statement made by the Company's directors on 26 November 2013 (the *Solvency Statement*) pursuant to section 641 to 644 of the Companies Act 2006

We, being all of the directors of the Company as at the date of this statement, confirm, for the purposes of section 644(5) of the Companies Act 2006, that the Solvency Statement was

- (a) made not more than 15 days before the date on which the Written Resolution was passed, and
- (b) provided to every eligible member of the Company in accordance with section 642(2) of the Companies Act 2006

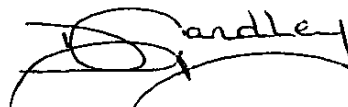
This directors' statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one directors' statement

Signed by



Fiona Scott Stark

Date 26 November 2013



Deborah Gandley

Date 26 November 2013



René Matthies

Date 26 November 2013

THURSDAY



LD1 *L2M3BV9L* #34
28/11/2013
COMPANIES HOUSE