

WEDNESDAY



A34 *AL57GWK3* 26
10/08/2011
COMPANIES HOUSE

Company No 3041643

RESOLUTION

OF

Thames Valley Power Limited (the "Company")

On the 1 day of August 2011, the following resolution was duly passed as a written resolution in accordance with the Company's articles of association by all the members of the Company entitled to vote on this resolution at the time of its circulation

As ordinary resolutions in accordance with s 282 CA 2006

- 1 **THAT** Tim Walsh and Laura Waters of PricewaterhouseCoopers LLP, of 7 More London, Riverside, London, SE1 2RT, be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding-up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office
- 2 **THAT** the Joint Liquidators' fees be fixed by reference to the time reasonably and properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, unless otherwise agreed with the Company, and in accordance with the fee arrangements set out in the letter of engagement dated 25 March 2011
- 3 **THAT** the Company's books and records be held by the members to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company

As special resolutions in accordance with s 283 CA 2006

- 4 **THAT** the Company be wound up voluntarily,
- 5 **THAT** in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to

- (a) Divide among the members of the Company in specie the whole or any part of the assets of the Company
- (b) Value any assets and determine how the division shall be carried out as between the members or different classes of members
- (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no member shall be compelled to accept any assets upon which there is a liability

6 **THAT**, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act



Joe Souto
Secretary

Presenter
Joe Souto
EDF Energy
40 Grosvenor Place
London
SW1X 7EN