

(21)

Company No 3042795

DIRECTORS STATEMENT
OF
SEEBOARD Energy Gas Limited
(the "Company")

TUESDAY



LD1

15/12/2015

#211

COMPANIES HOUSE

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;

which was passed on the 30th day of November 2015, in accordance with the requirements of section 641 of the Companies Act 2006 (the "Act"), by the sole shareholder of the Company, I 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


John Healy
Director

For and on behalf of SEEBOARD Energy Gas Limited


JIM POOLE

DIRECTOR

FOR & ON BEHALF OF SEEBOARD ENERGY GAS LTD

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SEEBOARD Energy Gas Limited (the "Company")

(Registered number: 3042795)

**WRITTEN RESOLUTION OF ALL THE DIRECTORS IN LIEU OF A BOARD MEETING AND
PASSED IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY**

1. PURPOSE

It is noted that.

- 1 1 In anticipation of its solvent liquidation, the Board proposes to reduce the Company's share capital under the provisions of section 641 of the Companies Act 2006 (the "2006 Act") in order to create additional distributable reserves
- 1 2 in order for the abovementioned reduction of share capital to take place, the Board is recommended to propose a resolution to the shareholder and approve the provision of a statement of solvency in order to comply with the provisions of the 2006 Act

2. DECLARATION OF INTERESTS

In accordance with sections 177 and 182 of the 2006 Act and the Company's articles of association, each of the Directors has previously declared their interests in connection with the matters relevant to this written resolution. As a result, any such Director is entitled to vote on the resolutions

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3. DOCUMENTS

The following documents are attached to this Resolution

- 3 1 draft written special resolutions of the Company (the "**Company Special Resolutions**") to approve the reduction of capital from £6,010,000 to £1 by the cancellation of 6,009,999 Ordinary shares of £1 each,
- 3 2 a draft Solvency Statement (the "**Solvency Statement**") in accordance with section 643 of the 2006 Act, confirming that the Company will remain solvent for the 12 months following the capital reduction, and
- 3.3 a draft Director's statement confirming that the Solvency Statement was made not more than 15 days before the date on which the Company Special Resolutions were passed and has been circulated to the sole shareholder in accordance with section 642 of the 2006 Act

4. DIRECTOR'S RESPONSIBILITIES

The obligations of the Board under the 2006 Act are noted generally, in particular

- 4 1 section 171 of the 2006 Act, which requires a Director to act in accordance with the company's constitution and to only exercise powers for the purposes for which they are conferred,
- 4 2 section 172 of the 2006 Act, which requires a Director to act in a way most likely to promote the success of the company for the benefit of its members as a whole,
- 4 3 section 173 of the 2006 Act, which requires a Director to exercise independent judgement; and
- 4 4 section 174 of the 2006 Act, which requires a Director to exercise reasonable care, skill and diligence

5. RESOLUTIONS

We, the undersigned, being all of the Directors of the Company entitled to receive notice of a meeting of directors, hereby **RESOLVE**

- 5 1 **THAT** the Company Special Resolutions be, and are hereby, approved, subject to any subsequent amendments made by, or under the authority of, any one Director or the

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Company Secretary, and any one Director or the Company Secretary be and is authorised to circulate and dispatch the Company Special Resolutions to the shareholder of the Company subject to such prior amendments or modifications as he in his absolute discretion considers necessary or desirable (as contemplated above)

5.2 **THAT** the terms of the Solvency Statement be and are hereby approved and each director be and is hereby authorised to sign the Solvency Statement and circulate it to the sole shareholder together with the Company Special Resolutions,

5.3 **THAT** conditional on the Company Special Resolutions being passed, the Company Secretary be instructed to sign the Resolutions and arrange for.

5.3.1 a copy of the Resolutions accompanied by the signed Solvency Statement,

5.3.2 notice of reduction and statement of capital on Companies House form SH19;

5.3.3 the signed Director's statement referenced in 3.3, above

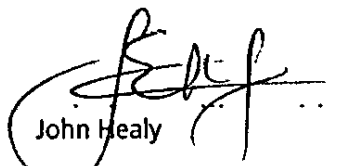
to be filed with Companies House within 15 days after the Resolutions are passed, together with any applicable fee and any other documents necessary to reflect the resolutions passed at this meeting within the applicable time periods,

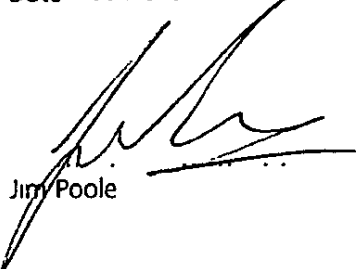
Directors of the Company who are entitled to vote on the matters had they been proposed as resolutions at a Directors' meeting on the circulation date (that is the date on which copies of the resolutions are first sent to Directors, being 10 November 2015 should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to the Company Secretary at 40 Grosvenor Place, Victoria, London, SW1X 7EN

Agreed


Beatrice Bigols

Date 30 November 2015


John Healy
Date 30 November 2015


Jim Poole

Date 30 November 2015

(18)

Company no. 3042795

**Seeboard Energy Gas Limited
(the "Company")**

40 Grosvenor Place
Victoria
London SW1X 7EN

Circulation Date: 30 November 2015

We, the undersigned, being the sole member, hereby pass the following resolution pursuant to section 641, Companies Act 2006 ("CA 2006")

As a special resolution in accordance with s 283 CA 2006:

- 1 THAT the issued share capital of the Company be reduced to 1 Ordinary share of £1 by the cancellation of 6,009,999 issued Ordinary shares of £1 each


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Authorised Signatory
For and on behalf of Seeboard Energy Limited

Date: 30 November 2015

Notes:

- 1 Members may signify their agreement to the resolution by returning a hard copy of the resolution signed by them (or on their behalf) to the company at the address shown above. Agreement may also be signified by e-mail to joe.souto@edfenergy.com
2. The proposed resolutions will lapse if not passed within the period of 28 days beginning with the circulation date shown above