

Company No 03184309

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

NATIONAL POWER (KOT ADDU) LIMITED
(the "Company")

We, being eligible members representing more than 75 per cent. of the total voting rights of eligible members who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

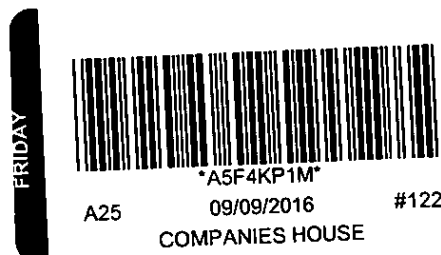
THAT the existing share capital of the Company be reduced from £62,329,866 divided into 62,329,866 ordinary shares of £1 00 each to £1 00 by cancelling and extinguishing 62,329,865 ordinary shares of £1 00 each in the capital of the Company which are registered in the name of International Power Consolidated Holdings Limited and that the amount of such reduction be and is hereby credited to the reserves of the Company

Signed _____

Print name: Pierre Guilloit

For and on behalf of **International Power Consolidated Holdings Limited**

Dated 8 September 2016



Notes.

- 1 The circulation date of these resolutions is [•] 2015. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the Company Secretary by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary or by email to [roger.simpson@gdfsuez.com]. An eligible member can also signify his or its agreement to the resolutions by sending an email from his or its email address held by the company for such purposes to the Company Secretary at [roger.simpson@gdfsuez.com] identifying the resolutions and indicating his agreement to such resolutions.
3. These resolutions must be passed by [•] 2015. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
- 4 A copy of these resolutions has been sent to the auditors.