

DIRECTORS STATEMENT

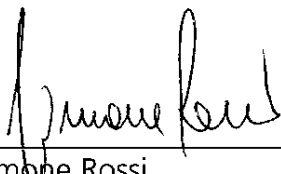
OF

**EDF ENERGY GROUP HOLDINGS LIMITED
(the "Company")**

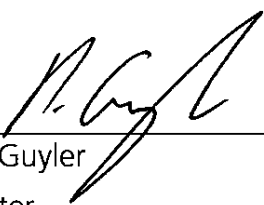
Further to the special written resolution of the Company to:

- 1) reduce the issued share capital of the Company to 1 Ordinary share of £1.00 and cancel any share premium account, all amounts being returned to the Company's distributable reserves,

which was passed on the **23** day of **MAY** 2018, 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.



Simone Rossi
Director



Rob Guyler
Director

DATED: **24 MAY 2018**

