

TUESDAY



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01/09/2015

COMPANIES HOUSE

#358

Uniper UK Cottam Limited
(Registered number: 3273552)
(the "Company")

Written Resolution

of the Sole Member of the Company

Circulation Date: 27th August 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

Special Resolution

THAT, the directors of the Company having on 27th August 2015 made a solvency statement in the form of the Schedule to this Resolution in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £19,978,000 to £19 98 by the reduction of the nominal amount of each ordinary share of the Company from £1 to £0 000001

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being a person entitled to vote on the Resolution on 27th August 2015, hereby irrevocably agrees to the Resolution

Signed on behalf of E ON UK plc

Date

27th August 2015

NOTES

- 1** If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2** If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3** Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4** Unless, by midnight on the date 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time

Schedule

Solvency Statement under Sections 642 and 643 of the Companies Act 2006

We, the directors of Uniper UK Cottam Limited (the "Company"), being all of the directors of the Company

- (a) have formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could currently be found to be unable to pay (or otherwise discharge) its debts, and
- (b) have also formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement, and
- (c) confirm that it is not intended as at the date of this statement to commence the winding up of the Company within the next 12 months

In forming the opinions set out in (a) and (b) above, we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities)

This Solvency Statement is made on 27th August 2015

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

Name: René Matthies
Signed

Name: E ON UK Directors Limited
Signed

Fiona Scott Stark
On behalf of E ON UK Directors Limited