

Company No. 03277634

PRIVATE UNLIMITED COMPANY

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

of

POWERGEN (EAST MIDLANDS) LOAN NOTES (the *Company*)

In accordance with article 10.1 of the Company's articles of association we, being the holder of not less than three quarters in nominal value of the issued ordinary B shares of £1 each in the capital of the Company (the *Ordinary B Shares*), hereby irrevocably consent to and sanction the passing of the special resolution set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Ordinary B Shares as a class of shares which will or may be effected thereby

For and on behalf of E.ON UK plc

Dated 26 November 2013

By René Matthies

Name René Matthies

FRIDAY



S2M5NSMA

SPE

29/11/2013

#29

COMPANIES HOUSE