

Company No. 03364798

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTION

of

TXU EUROPE (AH ONLINE) LIMITED (the *Company*)

BACKGROUND

The E ON UK group, of which the Company is a member, is undergoing a corporate restructuring (the *Restructuring*) to simplify its structure. As part of the Restructuring, it is proposed that the Company reclassify its share capital.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), the directors of the Company propose that the following written resolution be passed as an ordinary resolution (the *Resolution*).

ORDINARY RESOLUTION

THAT, the 2,000,000 redeemable shares of £1 each in the issued share capital of the Company are hereby reclassified into 2,000,000 fully paid ordinary shares of £1 each to rank pari passu in all respects with the existing issued ordinary shares in the capital of the Company.

AGREEMENT

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

The undersigned, the sole shareholder of the Company entitled to vote on the above resolution on 26 November 2013 (the *Circulation Date*), hereby irrevocably agrees to the Resolution.

For and on behalf of Powergen Retail Supply Limited

Dated 26 November 2013

By

Name René Matthies



THURSDAY



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28/11/2013

COMPANIES HOUSE

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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 delivering the signed copy for the attention of the Company Secretary, TXU Europe (AH Online) Limited, Westwood Way, Westwood Business Park, Coventry, CV4 8LG

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 28 days following 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 or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Company No. 03364798

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

of

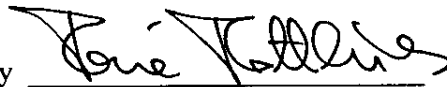
TXU EUROPE (AH ONLINE) LIMITED (the *Company*)

In accordance with section 630 of the Companies Act 2006 we, being the holder of not less than three quarters in nominal value of the issued redeemable shares of £1 each in the capital of the Company (the *Redeemable Shares*), hereby irrevocably consent to and sanction the passing of the ordinary resolution set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Redeemable Shares as a class of shares which will or may be effected thereby

For and on behalf of **Powergen Retail Supply Limited**

Dated 26 November 2013

By



Name René Matthies