

Company No. 3407430

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

of

E.ON ENERGY SOLUTIONS LIMITED (the *Company*)

In accordance with section 630 of the Companies Act 2006 we, being the holders of not less than three quarters in nominal value of the issued irredeemable preference shares of £0 10 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolutions set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the irredeemable preference shares of £0 10 each as a class of shares which will or may be effected thereby

For and on behalf of **E.ON UK plc**

Dated 10 December 2013

By *Fiona Scott Stark*

Name Fiona Scott Stark

SATURDAY



A33 *A2NPO9TD* 21/12/2013 #319
COMPANIES HOUSE