

Attachment 11

AUSNET LDP (No. 2) Ltd (Company) with registered number 03679712

ARBN 086 406 724

Resolution of sole member

IT WAS NOTED that the directors of the Company had resolved, that:

- (i) the issued share capital in the Company be reduced from 696,172,931 fully paid ordinary shares of \$1.00 and 25 fully paid shares of GBP 1.00 each held by AusNet Distribution Group Pty Ltd to 1 fully paid ordinary share of \$1.00 held by AusNet Distribution Group Pty Ltd on 22 March 2018; and
- (ii) the amount of \$696,172,930 be returned to the sole shareholder of the Company, AusNet Distribution Group Pty Ltd, as a return of capital.

AusNet Distribution Group Pty Ltd as sole member of the Company representing 100% of the issued share capital of the Company consents to resolve this written special resolution at a shorter notice than that provided in the Company's articles of association.

AusNet Distribution Group Pty Ltd as sole member of the Company **RESOLVES**, that:

- (iii) The issued share capital in the Company be reduced from 696,172,931 fully paid ordinary shares of \$1.00 and 25 fully paid shares of GBP 1.00 each to 1 fully paid ordinary share of \$1.00 on 22 March 2018; and
- (iv) The amount of \$696,172,930 be returned to AusNet Distribution Group Pty Ltd, as a return of capital.

Signed for and on behalf of
**AusNet Distribution Group Pty
Ltd** by its authorised representative
in the presence of:



Signature of witness

Deanne Housh, Statutory Reporting

Name of witness



Signature of authorised
representative

Adam Newman CFO

Name and title of authorised
representative

Date: 22 March 2018





AusNet Distribution Group Pty Ltd
2 Southbank Boulevard
Southbank, VIC 3006

Locked Bag 14051
Melbourne City Mail Centre
Victoria 8001 Australia
T: 1300 360 795
www.ausnetservices.com.au

22 March 2018

Dear Sir/Madame

Notification of special resolution

This letter is to provide notice to regarding a proposed written special resolution ("the Resolution") to be provided for consideration to AusNet Distribution Group Pty Ltd, as sole member of AusNet LDP (No. 2) Ltd ("the Company"), at a shorter notice than that provided in the Company's articles of association.

The Resolution is shown in attachment 1 to this letter.

The Resolution, in accordance with the requirements of the Companies Act 2006, is supported by a solvency statement made by the directors of the Company, and must be passed no later than 6 April 2018. The solvency statement is provided with this notice.

It is requested that you signify your approval of the Resolution by signing and returning to us.

**Signed for and on behalf of AusNet
LDP (No. 2) Ltd**

A handwritten signature in black ink, appearing to read "Claire Hamilton", written over a horizontal line.

Claire Hamilton
Company Secretary



A13 *A73HCZN5* #71
09/04/2018
COMPANIES HOUSE



A13

09/04/2018
COMPANIES HOUSE

#72



ATTACHMENT 1 – Proposed written special resolution

AUSNET LDP (No. 2) Ltd (Company) with registered number 03679712

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- (ii) the amount of \$696,172,930 be returned to the sole shareholder of the company, AusNet Distribution Group Pty Ltd, as a return of capital.

AusNet Distribution Group Pty Ltd as sole member of the Company representing 100% of the issued share capital of the Company consents to resolve this written special resolution at a shorter notice than that provided in the Company's articles of association.

AusNet Distribution Group Pty Ltd as sole member of the company **RESOLVES**, that:

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- (iv) The amount of \$696,172,930 be returned to AusNet Distribution Group Pty Ltd, as a return of capital.

Signed for and on behalf of **AusNet Distribution Group Pty Ltd** by its authorised representative in the presence of:

Signature of witness

Signature of authorised representative

Name of witness

Name and title of authorised representative

Date: 22 March 2018