

WRITTEN RESOLUTIONS OF

KILLINGHOLME HOLDINGS LIMITED

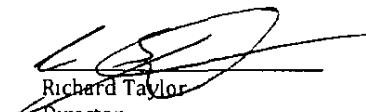
COMPANY NUMBER - 03929730

THE COMPANIES ACT 2006 & THE INSOLVENCY ACT 1986

In accordance with section 288 of the Companies Act 2006 the following resolutions were agreed to and were duly passed on 24 June 2015

The following special resolutions numbered (i), (iv) and (v) and the ordinary resolutions numbered (ii), (iii), (vi) and (vii) were passed

- (i) the Company be wound up voluntarily,
- (ii) A C O'Keefe and A P Beveridge of AlixPartners (the Liquidators) be and are hereby appointed Liquidators for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any Act or enactment to be done by the Liquidator may be done by one or more of the persons for the time being holding the office of Liquidator,
- (iii) the remuneration of the Liquidators shall be fixed on the basis of the time spent by the Liquidators and their staff in attending to matters arising prior to and during the winding up of the Company and that remuneration be drawn in accordance with the terms of the engagement letter between AlixPartners and Goldman Sachs Group (UK) Limited dated 29 May 2015,
- (iv) The Liquidators may draw category 2 disbursements,
- (v) the Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company,
- (vi) the Liquidators be and are hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act, and
- (vii) the Company's books and records be transferred to, and held by Company Secretary of Killingholme Holdings Limited and to the order of the Liquidators, until the expiry of two years after the date of dissolution of the Company, when they may be disposed of


Richard Taylor
Director
On behalf of Killingholme Power Group Limited

Date 24 June 2015

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