

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTIONS

of

POWERGEN US SECURITIES 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

In anticipation of the Restructuring being implemented, it is proposed that the Company re-registers as an unlimited company. The unlimited status of the Company will ensure that certain proposed steps as part of the Restructuring which affect the Company, can be completed within the same day

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolutions be passed as special resolutions (the *Special Resolutions*)

SPECIAL RESOLUTIONS

- 1 That the Company be re-registered as an unlimited company under Part 7 of the Companies Act 2006 by the name of Powergen US Securities
- 2 That the articles of association of the Company be amended as follows
 - (i) on page 1 by deleting the words "A PRIVATE COMPANY LIMITED BY SHARES" and replacing with the words "UNLIMITED COMPANY HAVING A SHARE CAPITAL",
 - (ii) on page 1 by deleting the word "Limited" after the words "Powergen US Securities",
 - (iii) in article 2, by adding a new article "(b) regulation 3," and by renumbering the subsequent articles accordingly,
 - (iv) in article 2, by amending the renumbered article (d) to "regulations 32, 34, 35 and 36," and
 - (v) by adding a new article 13 and by renumbering the subsequent articles accordingly
- "13 The Company may by special resolution
 - (a) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares,
 - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,



- (d) cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person, and
- (e) reduce its share capital and any share premium in any way "

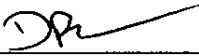
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, the sole shareholder of the Company entitled to vote on the above resolutions on 21 November 2016 (the *Circulation Date*), hereby irrevocably agrees to the Special Resolutions

For and on behalf of Powergen US Holdings Limited

Dated 21 November 2016

By 
Name **D C A Baumber**
Title Director

NOTES

1 If you agree to the Special Resolutions, 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 Board of Directors, Powergen US Securities Limited, Westwood Way, Westwood Business Park, Coventry, CV4 8LG

If you do not agree to the Special Resolutions, 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 Special Resolutions, you may not revoke your agreement

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, 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