

PRIVATE COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

NGG FINANCE(NO. 1) LIMITED (the "Company")

(Registered in England and Wales under company number 04540020)

Circulation Date: 18 September 2014

The following written resolutions were passed as special resolutions on 18 September 2014 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS:

- (1) That the 459,746 ordinary shares of £1 each in the issued share capital of the Company be consolidated into 100 ordinary shares of £4,597.46 each.
- (2) That subject to the passing of resolution 1 above, and further to the Directors of the Company having on 18 September 2014 made a solvency statement in accordance with section 643 of the Act (the "Solvency Statement"), to repay the share capital in excess of the Company's needs, the issued share capital of the Company be reduced by reducing the nominal value of the 100 issued ordinary shares of £4,597.46 each in the capital of the Company to £0.01 each (the "Capital Reduction").
- (3) That the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company.
- (4) That the Directors of the Company be and are authorised to take all steps necessary or desirable to implement such Capital Reduction.

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Name
Director/Company Secretary

FRIDAY



LD1 26/09/2014 #292
COMPANIES HOUSE