



Company No. 04566794

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

E.ON UK FINANCE LIMITED

THURSDAY



RM *RTWRMKCP* 27/05/2010 171
COMPANIES HOUSE

PRELIMINARY

- 1 Except as provided, excluded or modified by these Articles, the model articles for private companies limited by shares contained in Schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles ("**Model Articles**") shall apply to the Company and, together with these Articles, shall constitute the articles of the Company, to the exclusion of all other regulations and articles. In these Articles "**Regulations**" shall refer to regulations of the Model Articles.

INTERPRETATION

- 2
- 2 1 Unless the context otherwise requires, words and expressions which bear particular meanings in the Model Articles shall bear the same respective meanings in these Articles. In these Articles the "**2006 Act**" means the Companies Act 2006, but so that any reference in these articles to any provision of the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 2 2 Regulations 8, 13, 17(2) and (3), 19, 49, 52 and 53 shall not apply to the Company and Regulation 7 shall be modified accordingly.
- 2 3 "**Eligible Directors**" means a director who would be entitled to vote on the matter at the meeting of directors (but excluding any directors whose vote is not to be counted in respect of a particular matter).

SHARE CAPITAL

- 3
- 3 1 The directors are generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company, to allot, and to grant

rights to subscribe for or convert any security into, shares of the Company, up to an aggregate nominal value of £100,000,000 Unless renewed, this authority shall expire on the fifth anniversary of the adoption of these Articles, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry

- 3 2 Sections 561 and 562 of the 2006 Act shall not apply to the allotment by the Company of any equity security (as defined in section 560(1) of the 2006 Act) made by the Company

TRANSMISSION OF SHARES

- 4 The directors may at any time give notice requiring a transmittee to elect to be registered as holder of the share and if the notice is not complied with within ninety days of issue the directors may at any time after the expiry of that period withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied Regulation 27(3) shall be modified accordingly

NOTICE OF GENERAL MEETINGS

- 5 Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all Members and to the directors

PROCEEDINGS AT GENERAL MEETINGS

- 6 Regulation 41(1) shall apply subject to the addition of the following sentence
"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved"
- 7 A proxy notice may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting at which the person named in the proxy notice proposes to vote
- 8 An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid Regulation 45 shall be modified accordingly

QUORUM FOR DIRECTORS MEETINGS

- 9 For the purpose of any meeting (or part of a meeting) held to authorise a director's conflict of interest, if there is only one director in office besides the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

ALTERNATE DIRECTORS

- 10 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him
- 10 1 An alternate director shall be entitled to receive notice of all meeting of directors and of all meeting of committees of directors which his appointor is a member, to attend

and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom nor shall any meeting of directors be invalid by reason that notice of, or any business to be transacted at, the meeting was not given to any alternate director if his appointor attends such meeting.

DIRECTORS MAY DELEGATE

- 11 Regulation 5 shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in that Regulation and the addition at the end of the sentence of Regulation 5(3) of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it"

APPOINTMENT OF DIRECTORS

- 12 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

REMUNERATION OF DIRECTORS

- 13 The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. A director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration.

PROCEEDINGS OF DIRECTORS

- 14
- 14 1 There shall be no maximum number of directors and the minimum number of directors shall be one. A sole director may exercise all the powers of the directors and Regulation 11(3) shall be modified accordingly. For so long as the Company has a sole director the quorum for the transaction of the business of the directors shall be one and Regulation 11(2) shall be modified accordingly.
- 14 2 Provided that (so far as applicable) he has complied with the provisions of section 177 and section 182 of the 2006 Act and has declared the nature and extent of his interest, a director who is in any way, whether directly or indirectly, interested in any proposed or existing transaction or arrangement with the Company
- 14 2 1 may be a party to or, whether directly or indirectly, interested in any proposed or existing transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- 14 2 2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such proposed or existing transaction or arrangement in which he is interested,

- 14 2 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such proposed or existing transaction or arrangement in which he is interested,
- 14 2 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- 14 2 5 may be a director or other officer of, or employed by, or a party to a proposed or existing transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- 14 2 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the 2006 Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act

14 3 Regulation 14 shall be modified accordingly

ASSOCIATE DIRECTORS

- 15 The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board of directors of the Company. Subject to any other provision of these Articles, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company

INDEMNITY

- 16 Subject to the 2006 Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, secretary and other officers for the time being of the Company and, at the absolute discretion of the Company, the auditors, shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and/or discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty of trust in relation to the Company's (or any associated Company's) affairs or in connection with any application under the 2006 Act in which relief is granted to them by a court of competent jurisdiction

INSURANCE

- 17 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss. For the purposes of this Article

- 17 1 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act)),
- 17 2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- 17 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate