

DRAX FINANCE LIMITED

(Incorporated in England and Wales with company registration number 5562058)
(the "Company")

WRITTEN RESOLUTION

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (the "Act"), the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, does hereby declare that the following resolutions (the "**Resolutions**") shall have effect as if passed at a general meeting of the Company duly convened and held. The Resolutions shall be passed as special resolutions.

SPECIAL RESOLUTIONS

WHEREAS

- (A) We have taken note of the minutes of a meeting of the board of directors of the Company held on 2 December 2015 (the "**Board Minutes**") Terms used in these Resolutions shall, unless otherwise stated, have the same meaning as that given in the Board Minutes
- (B) It is proposed that the Company participate in the Proposed Amendment and enter into the Amendment Documents
- (C) The Board of the Company resolved in the Board Minutes that, among other things, the Company execute, deliver and to the extent required approve the Proposed Amendment and the Amendment Documents to which the Company is a party and any other documents to which the Company is a party and that are relevant or desirable in connection with the Proposed Amendment

WE HAVE CAREFULLY CONSIDERED:

- (A) the Board Minutes, and
- (B) drafts of the Amendment Documents which the Company is proposed to enter into as a party

WE RESOLVE:

- (A) that as it is in the best interests of and to the benefit and advantage of the Company, the terms of and transactions contemplated by the Amendment Documents to which the Company is a party, any other documents to which the Company is a party and that are relevant or desirable in connection with the Proposed Amendment and any additions, deletions or other modifications to them and all other documents, including deeds, as may be necessary or desirable or ancillary to the Amendment Documents or the transactions

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contemplated by them, be and are hereby approved and/or ratified (as appropriate), and

- (B) that the directors of the Company and any Attorney be and are hereby authorised to take any action or enter into any other documents in connection with the Proposed Amendment, including any additions, deletions or other amendments thereto, to which the Company is a party as they in their absolute discretion shall deem necessary or desirable, and to execute, deliver and perform any and all obligations under those documents

These Resolutions shall have immediate effect

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 2 December 2015 (the “**Circulation Date**”)
- 3 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicates his/her/its agreement to the resolution
 - (B) the document must be sent to the Company in hard copy form or in electronic form to the registered address of the Company at Drax Power Station, Selby, North Yorkshire YO8 8PH,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution

A handwritten signature in black ink, appearing to be 'Paul Taylor', with a large loop at the start and a trailing flourish.

Signed by Paul Taylor
For and on behalf of **DRAX GROUP PLC**

Date 2 December 2015