

## Section 89(3)

The Insolvency Act 1986

# Members' Voluntary Winding Up Declaration of Solvency Embodying a Statement of Assets and Liabilities

Pursuant to section 89(3) of the Insolvency Act 1986

# S89(3)

To the Registrar of Companies

For official use

Company Number

06910318

Name of Company

(a) Insert full name of company

(a) EW&amp;PO Finance plc

b) Insert full name(s) and address(es)

I/We Patrick Joseph Brazzill and Richard Barker  
Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

attach a declaration of solvency embodying a statement of assets and liabilities

Signed

P. Brazzill

Date

1/8/2016

Presenter's name, address and reference (if any)

Prava Gurung  
Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

For Official Use

Liquidation Section

Post Room



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A12

06/08/2016

#26

COMPANIES HOUSE

SATURDAY

## Section 89(3)

The Insolvency Act 1986

## Members' Voluntary Winding Up

## Declaration of Solvency

Embodying a Statement of  
Assets and Liabilities(a) Insert full name of  
company

Company number 06910318

Name of company EW&amp;PO Finance plc

Presented by Ernst &amp; Young LLP, 1 More London Place, London, SE1 2AF

## Declaration of Solvency

(b) Insert full name(s) and  
address(es)We Martin Andre Bernard Negre  
10 Harewood Avenue  
London  
NW1 6AA

Signed

Iain Archibald McLaren  
10 Harewood Avenue  
London  
NW1 6AA

Signed

David Robert Simpson  
10 Harewood Avenue  
London  
NW1 6AA

Signed

(c) Insert a period of  
months not  
exceeding 12being the majority ~~fall~~ of the directors of (b) EW&PO Finance plc do solemnly and  
sincerely declare that we have made a full inquiry into the affairs of this company, and  
that, having done so, we have formed the opinion that this company will be able to pay  
its debts in full together with the interest at the official rate within a period of (c) 12  
months, from the commencement of the winding-up

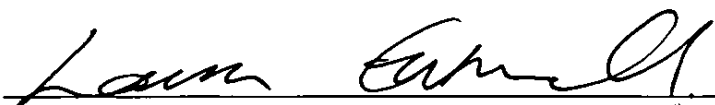
(d) Insert date

We append a statement of the company's assets and liabilities as at (d) 13 July 2016,  
being the latest practicable date before the making of this declarationWe make this solemn declaration, conscientiously believing it to be true, and by virtue of  
the provisions of the Statutory Declarations Act 1835

Declared at Burdett House, 15 Buckingham Street, London, WC2N 6DU

this 18<sup>TH</sup> day of JULY 20 16

Before me,

  
 LAURA EATWELL  
 ASSOCIATE, SCHULTE ROTH & ZABEL LLP

**Statement as at 13 July 2016 showing assets at estimated realisable values and liabilities expected to rank:**

Assets and liabilities		Estimated to realise or to rank for payment to nearest £
<b>Assets:</b>		£
	Balance at bank	50,000
	Cash in hand	
	Loan Note	59,028,000
	Inter-Company receivable	37,392,000
	Debtors	
	Loans and advances	
	Unpaid calls	
	Stock in trade	
	Work in progress	
	Freehold property	
	Leasehold property	
	Plant and machinery	
	Furniture, fittings, utensils, etc	
	Patents, trade marks, etc	
	Investments other than marketable securities	
	Other property, viz	
	Estimated realisable value of assets	£ 96,470,000
<b>Liabilities:</b>		£
	Secured on specific assets, viz	
	Secured by floating charge(s)	
	Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full	
Unsecured creditors (amounts estimated to rank for payment)		
	£	£
	Trade accounts	
	Bills payable	
	Accrued expenses	
	Other liabilities	96,420,000
	Contingent liabilities	96,420,000
Estimated surplus after paying debts in full		£ 50,000

**Remarks** The amount shown as 'other liabilities' represents the final capital entitlement payable to Zero Dividend Preference ("ZDP") Shareholders in accordance with the original terms of issue and is payable on 1 August 2016

The Company has proposed a scheme of reconstruction to shareholders pursuant to S110 of the Insolvency Act 1986 ("the Scheme") where the ZDP Shareholders have been offered the option to rollover all or a part of their investment into a new successor fund being formed pursuant to a scheme of reconstruction to be proposed by Ecofin Water & Power Opportunities Plc ("the Parent")

In accordance with the Scheme, costs in relation to the implementation of the Scheme including the liquidation costs and expenses will be paid by the Parent. Furthermore, to the extent that the Company has insufficient assets and cash to satisfy any liabilities, the Parent has agreed to contribute an amount equal

to any such shortfall in accordance with a Contribution Agreement between the Company and the Parent