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**CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY**

Company No. 8241182

The Registrar of Companies for England/Wales hereby certifies that

RWE NPOWER GROUP LIMITED

formerly registered as a private company has this day been re-registered
under the Companies Act 2006 as a public company under the name of

RWE NPOWER GROUP PLC

and that the company is limited by shares.

Its registered office is situated in England/Wales.

Given at Companies House on 29th May 2013

