

**Company Number: 08241182**

The Companies Act 2006

Company Limited by Shares

**Npower Group Limited**  
(the "Company")

Circulated on 3 July 2018 (the "Circulation Date")

Written Resolution of Sole Member in Lieu of Meeting pursuant to Chapter 2 of Part 13 of  
the Companies Act 2006

#### **WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

It is resolved:

1 **THAT** the issued share capital of the Company be reduced from 1,917,001,478 ordinary shares of £1 each to 1 ordinary share of £1 by the cancellation and extinguishment of 1,917,001,477 ordinary shares; and

2. **THAT** 1,917,001,477 ordinary shares be cancelled and extinguished

(the "Resolution").

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

  
**O. Wessel**  
Director  
innogy International Participations NV

  
**H.W.E.K. Dullens**  
Director  
innogy International Participations NV

Dated: 3 July 2018



## **NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company Secretary at Windmill Hill Business Park, Whitehill Way, Swindon, SN5 6PB.
2. In order to be effective, the Resolution must be passed within 15 days of the date that the solvency statement of the directors of the Company is made. This means your agreement is required on or before 14<sup>th</sup> July 2018.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.