

The Companies Act 2006

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Company limited by shares

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**NPOWER LIMITED**

**Resolutions in writing of the eligible members of the company  
passed in accordance with section 288 of the Companies Act 2006**

We, the undersigned, being the required majority of eligible members of the company **resolve** as follows:

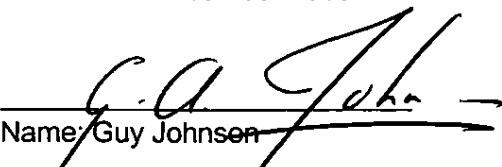
**Ordinary resolutions**

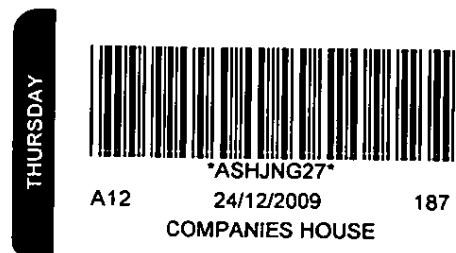
1. **That** pursuant to Paragraph 43 of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the directors be and are authorised to exercise any power of the company under section 550 of the Companies Act 2006, for so long as the company is a private limited company with only one class of shares, to (i) allot shares of that class and/or (ii) grant rights to subscribe for or to convert any security into such shares.
2. **That** pursuant to Paragraph 47(3)(b) of Schedule 4 of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the directors be and are permitted to exercise their power under section 175 of the Companies Act 2006 to authorise directors' conflicts of interest.

**Special resolution**

3. **That** the existing articles of association of the company (including, for the avoidance of doubt, all provisions of the company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the company's articles of association) be deleted in their entirety and replaced with the articles of association attached to these resolutions.

Dated: 16<sup>th</sup> December 2009

  
Name: Guy Johnson  
Authorised signatory of RWE Npower plc



Dear member

This notice explains how the attached written resolutions will be passed.

**How to agree to the resolutions**

The written resolutions must be agreed to by members representing a simple majority of the total voting rights if it is an ordinary resolution; or members representing 75% of the total voting rights if it is a special resolution.

If you do not agree to the written resolutions, you do not need to do anything. If, however, you agree to the written resolutions, you should signify your agreement by signing the enclosed copy of the written resolutions and returning them to the company using one of the following methods:

- (a) by delivering the signed written resolutions by hand or sending them by post to P Sainsbury, RWE Npower plc, Windmill Hill Business Park, Whitehill Way, Swindon, SN5 6PB
- (b) by attaching a scanned copy of the signed written resolutions to an email and sending it to [penny.sainsbury@rwenpower.com](mailto:penny.sainsbury@rwenpower.com). You should type "Written resolution dated \_\_\_\_\_ [date]" in the email subject box.

Please note that once you have signified your agreement to the written resolutions you may not later change your mind and revoke your consent.

The resolutions are passed on the date the company receives from the required majority of eligible members their agreement to the passing of the resolutions.

**Time period for passing the resolutions**

These written resolutions will lapse if they are not passed by 13<sup>th</sup> January 2010. Your agreement to the resolutions must therefore be received by the company no later than this date. If your agreement to the resolutions is received after this date it will be ineffective.

Dated: 16<sup>th</sup> December 2009

Jason Keene

Company Secretary