

AES BALLYLUMFORD HOLDINGS LIMITED (the Company)

(Registered number: 7261857)

**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF
SECTION 644(5) COMPANIES ACT 2006**

(Dated 14th NOVEMBER 2011)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 14th NOVEMBER 2011 as a Special Resolution

THAT:

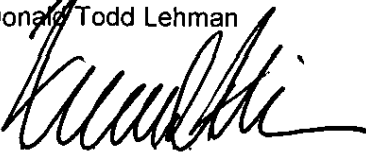
the capital of the Company be reduced by cancelling the sum of £20,000,000 from the Company's share premium account in respect of the 1 Ordinary share of £1 allotted by the Company on 11 August 2010, thereby reducing the amount of share premium paid on that share from £31,697,005 to £11,697,005

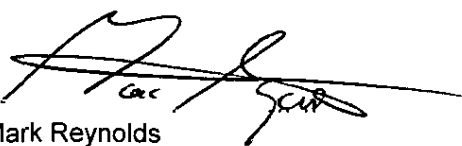
In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that

- (a) the solvency statement made by the directors of the Company dated 14th NOV 2011 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed, and
- (b) a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution set out above was sent or submitted to him or her

Signed by all of the directors of the Company as at the date of this statement


Donald Todd Lehman


Mark E Miller


Mark Reynolds

MONDAY



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AIQ 21/11/2011 33
COMPANIES HOUSE