

Cofely District Energy Limited
(the "Company")

MONDAY



Company No 01506399

The Companies Act 2006

Written Resolution of the Member
(Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the Directors of the Company propose that the resolution set out below be submitted to the eligible member of the Company as a written resolution and passed as a special resolution (the "**Special Resolution**").

Special Resolution

*"That the name of the Company be changed to **ENGIE Urban Energy Limited**"*

We being the sole eligible member of the Company hereby signify our irrevocable agreement to the Special Resolution.

Sole Shareholder

Name: Paul Rawson
For and on behalf of
Cofely District Energy Group Limited
Date: 19/02/2016



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 1506399

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

COFELY DISTRICT ENERGY LIMITED

a company incorporated as private limited by shares; having its registered office situated in England and Wales; has changed its name to:

ENGIE URBAN ENERGY LIMITED

Given at Companies House on **29th February 2016**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**