

NOTICE

Greater Gabbard OFTO plc (the Issuer)

(incorporated in England and Wales with limited liability with registered number 08180541)

NOTICE OF PASSING OF EXTRAORDINARY RESOLUTION

to the holders of those of the
£305,140,000 4.137 PER CENT. SECURED BONDS DUE NOVEMBER 2032 (ISIN: XS0995413340)
of the Issuer presently outstanding
(the **Bondholders** and the **Bonds** respectively).

NOTICE IS HEREBY GIVEN to the Bondholders that the Extraordinary Resolution set out in the STID Proposal dated 28 November 2018 (**STID Proposal**) was duly passed on 25 January 2019. Terms defined in the STID Proposal and the master definitions agreement dated 26 November 2013 (the **MDA**) have the same meanings in this notice as the context requires, unless otherwise defined herein.

As a result of delivery of this notice, the conditions in paragraph 6 (Extraordinary Voting Matters) of schedule 2 (STID Decision Making Protocol) to the STID have been met. The Proposed Termination and the Proposed Replacement have been effected by completion of the following procedures:

- (a) termination of the Existing O&M Agreement (together with any associated credit support in respect of the Existing O&M Contractor's obligations thereunder) and replacement of the Existing O&M Agreement with an operation and maintenance contract (the **New O&M Agreement**), and associated credit support, on substantially similar terms to be entered into with EDS HV Management Limited, and such substantially similar terms have been confirmed by the Issuer to the Security Trustee by way of a certificate delivered to the Security Trustee (the **Formalities Certificate**) together with a copy of the New O&M Agreement promptly following execution of the New O&M Agreement;
- (b) a waiver of any Default that has occurred or would occur pursuant to paragraph 3 (Breach of other obligations) of Schedule 3 (Events of Default) of the CTA as a result of the Issuer failing to fully comply with its information undertakings under paragraph 8(e) of Part 1 (Information Covenants) of Schedule 2 (Obligor Covenants) of the CTA in respect of its communications with the Existing O&M Contractor regarding the Existing O&M Contractor's continued under performance;
- (c) the signing by the Security Trustee of any reliance letters (the **Reliance Letters**) provided in connection with the reports listed in paragraph 2.1(b) of the STID Proposal (notwithstanding that such letters may have monetary limitation of liability); and
- (d) the execution by the Security Trustee (in its own capacity and on behalf of the Secured Creditors pursuant to clause 23.5 (Effectiveness) of the STID) and Greater Gabbard OFTO plc (in its own capacity and on behalf of the Obligors pursuant to clause 7 (OFTO) of the Common Terms Agreement) of an amendment deed to the MDA dated 8 February 2019 (the **MDA Deed of Amendment**).

Electronic copies of the New O&M Agreement, the Formalities Certificate, the Reliance Letters and the MDA Deed of Amendment have been delivered to Deutsche Trustee Company Limited acting as the Security Trustee and the Bond Trustee.

PRINCIPAL PAYING AGENT

**Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB**

BOND TRUSTEE

**Deutsche Trustee Company Limited
Winchester House
1 Great Winchester Street
London EC2N 2DB**

This Notice is given by:
Greater Gabbard OFTO plc
Ems, Welken House,
Charterhouse Square,
London EC1M 6EH

Dated 1 March 2019

For further information, Bondholders should contact:

Kirti Shah

Company Secretary, Greater Gabbard OFTO plc

Email: kshah@equitix.co.uk