

The Companies Act 2006

Company Limited by Shares

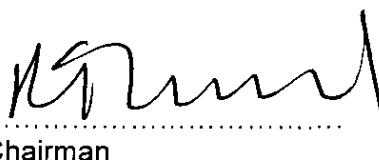
Wrexham Power Limited
(the "Company")

At the annual general meeting of the company duly convened and held on 12th July 2017 at IMEX, 575-599 Maxted Road, Hemel Hempstead, HP2 7DX the following resolution was passed as an ordinary resolution of the company:

ORDINARY RESOLUTION

That KPMG LLP be and are hereby appointed as Statutory Auditors of the Company for the financial year ended 30th November 2017 on such remuneration as may be fixed by the Board of Directors

The undersigned, being the members of the Company hereby irrevocably agrees to the ordinary resolution.


.....
Chairman



WREXHAM POWER LIMITED

Company Number 06762265

Minutes of the 2016 Annual General Meeting of the Company held at IMEX, 575-599
Maxted Road, Hemel Hempstead, HP2 7DX on Wednesday 12th July 2017 at 1.30pm

Present:

Rupert Wood (Chairman and for and on behalf of St. Modwen Developments Limited,
Member)
Michael Morrison (for and on behalf of Glenfinnan Properties Limited, Member)
Daniel Chapman (Member)

There being a quorum present, the Chairman declared the Meeting open and the Notice of Meeting was taken as read.

Accounts

1. The Chairman produced the Annual Report, and the financial statements for the year/period ended 30 November 2016 and the report of the auditors thereon (the "Accounts"). It was resolved that the Accounts be adopted.

Directors

2. The Directors are not required by the Company's Articles of Association to retire by rotation.

Auditors

3. It was resolved that KPMG LLP be appointed as auditors of the Company until the conclusion of the next general meeting at which accounts are considered and that the directors be authorised to fix their remuneration.

There being no further business, the meeting was closed.

.....
Chairman

.....
Date

WEDNESDAY

A22

A6CY2J56
16/08/2017 #94
COMPANIES HOUSE

WREXHAM POWER LIMITED

Company Number 06762265

(the "Company")

MINUTES of a meeting of the directors of the Company held at IMEX, 575-599 Maxted Road, Hemel Hempstead, HP2 7DX on Thursday 6th July 2017 at 4.55 p.m.

PRESENT: Mr. R. Wood (In the Chair)
Mr. J. Burns
Mr. R. Hudson

WEDNESDAY

A22

A6CY2J4Y

16/08/2017

#93

COMPANIES HOUSE

1 Chairman of the Meeting

The director first named above was appointed Chairman of the Meeting.

2. Quorum

The Chairman reported that notice of the Meeting had been given to all the directors of the Company, that a quorum was present and that the Meeting had been convened in accordance with the Company's Articles of Association (the "Articles").

3. Purpose of Meeting

It was reported that the purpose of the meeting was to approve the appointment of a new statutory external auditor for the Company for the year ended 30th November 2017 (the "Report & Accounts").

4. External Auditor

4.2 Deloitte LLP ("Deloitte") the Company's external auditor for the financial year ended 30th November 2016, had completed their audit activities and it was proposed to appoint KPMG LLP as the Company's auditor for the financial year ended 30th November 2017. Deloitte would provide formal notice of their resignation to the Company together with a statement of circumstances to the Company in due course stating that there were no reasons or matters which Deloitte considered should be brought to shareholders attention.

4.3 KPMG had expressed their willingness to act and would provide formal written confirmation ("the Engagement Letter").

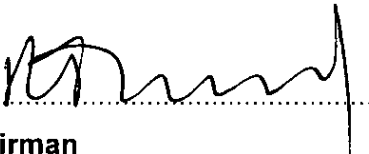
5. Resolutions

Following due consideration by the directors **IT WAS RESOLVED THAT:**

- (a) KPMG be appointed as the Company's external auditor for the financial year ending 30th November 2017;
- (b) The Engagement Letter be approved and signed by a director of the Company and returned to KPMG on receipt.
- (c) Any director(s) be and are hereby authorised to execute or sign and deliver all other documents on behalf of the Company necessary to give effect to the appointment of KPMG as the Company's auditor.
- (d) As required an ordinary resolution to appoint KPMG as the Company's auditor for the year ended 30th November 2017 be proposed at the forthcoming AGM.

6. Conclusion

The business of the meeting having been completed, the meeting closed.



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Chairman