

Company number: 09255184

(Registered in England and Wales)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of JEG FINANCE (UK) LIMITED ("the Company")

Date resolution sent to members: 6 September 2017

WEDNESDAY



A09 *A6GSTW77*

11/10/2017 #361

COMPANIES HOUSE

Written resolution passed on
7 September 2017
JEMILNER
LIQUIDATORS

The Directors of the Company propose that the following resolutions be passed:

		For	Against
(a)	AS A SPECIAL RESOLUTION: that the Company be wound up voluntarily.	✓	

		For	Against
(b)	AS AN ORDINARY RESOLUTION: that Stephen Robert Cork and Joanne Elizabeth Milner, both of Cork Gully LLP of 52 Brook Street, London W1K 5DS, be and are hereby appointed as Joint Liquidators for the purposes of such winding up and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each of them alone;	✓	

		For	Against
(c)	AS A SPECIAL RESOLUTION: that the Joint Liquidators be authorised under the provisions of section 165 of the Insolvency Act 1986 to exercise the powers laid down in paragraph 2 of Part I of Schedule 4 to the Insolvency Act 1986 namely, to make compromises with those who may have claims against the Company.	✓	

		For	Against
(d)	AS AN SPECIAL RESOLUTION: that the Joint Liquidators be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company.	✓	

		For	Against
(e)	AS AN ORDINARY RESOLUTION: that the sum of up to £22,500 + VAT and disbursements, be paid to Cork	✓	

	Gully LLP by the Company in respect of providing the Services listed in the Engagement Letter dated 30 August 2017, be ratified.		
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		For	Against
(f)	AS AN ORDINARY RESOLUTION: that a representative for Ontario Energy Commodities Inc. be authorised to sign the Certificate of Appointment of Liquidators on behalf of the shareholders of the Company.	✓	

		For	Against
(g)	AS AN ORDINARY RESOLUTION: that the Joint Liquidators be authorised to sign the distribution and transfer agreement produced to the meeting (the "Distribution and Transfer Agreement"), as part of the liquidation of the Company's assets and liabilities. Further, it is proposed that the Company provide Just Energy Ontario LP and Ontario Energy Commodities Inc. with a notice of assignment of the JEO Loan Notes.	✓	


		For	Against
(h)	AS AN ORDINARY RESOLUTION: The Joint Liquidators in the presence of a witness who attests his or its signature be and is hereby authorised to sign and deliver on behalf of the Company, the Distribution and Transfer Agreement and the Notice and to agree the terms of, approve and execute any documents, notes, deeds, agreements, letters, notices, acknowledgements and instructions considered by them, in their absolute discretion, necessary or expedient in connection with the Distribution and Transfer Agreement, the Notice and the matters contemplated therein and the execution of any such ancillary documents in relation thereto.	✓	

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolution, hereby irrevocably agrees to those resolutions as indicated above:

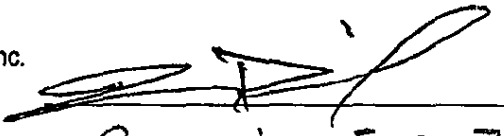
Written resolution passed on
7 September 2017


J.E. MILNER
LIQUIDATOR

Signed by

On behalf of Ontario Energy Commodities Inc.

Date

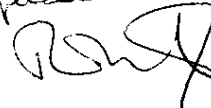

September 5, 2017

NOTES:

1. If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:
 - By Hand: delivering the signed copy to, Udobi Nzelu of Cork Gully LLP at 52 Brook Street, London, W1K 5DS.
 - Post: returning the signed copy by post to, Udobi Nzelu, Cork Gully LLP of 52 Brook Street, London W1K 5DS.If there are no resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. Where, by within 28 days from the date of sending resolution to member(s) insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

ATTESTED
BY LEGAL


Written resolution passed on 7 September 2017



JE MILNER

LIQUIDATOR