

Preliminary Information Memorandum

September 2016



Rampion

IMPORTANT NOTICE

This preliminary information memorandum ("**PIM**") may only be read on condition of acceptance of the terms set out below. It is being issued by Rampion Offshore Wind Limited (the "**Company**") on behalf of itself and associated companies in the E.ON group of companies, the Enbridge group of companies and the Green Investment Bank in connection with the proposed disposal of its interests (the "**Transaction**") in the transmission assets (the "**Transmission Assets**") relating to the Rampion Offshore Wind Farm project (the "**Project**").

It is being made available for the sole purpose of assisting you in deciding whether or not to participate in the process of the Transaction, in accordance with the procedures and guidelines set out in the Electricity (Competitive Tenders for Offshore Transmission Licences) Regulations 2015 (the "**Regulations**").

This PIM does not constitute an offer or invitation for the sale or purchase of the Transmission Assets and neither this PIM nor its contents shall form the basis of any contract.

This PIM should not be considered as a recommendation by the Company or its shareholders or their respective group companies, (together "**Affiliates**") or their respective directors, partners, officers, employees, agents, representatives or advisers to acquire the Transmission Assets and each potential purchaser must make its own independent assessment of the merits or otherwise of acquiring the Transmission Assets and should seek its own independent professional advice.

Neither the issue of this PIM nor any part of its contents is to be taken as any form of commitment on the part of the Company or any of its Affiliates to proceed with the Transaction and does not create an obligation on the Company or its Affiliates to consider any offer in connection with the Transaction. The Company reserves the right to conduct the Transaction in such a manner as it considers complies with the Regulations.

In no circumstances will the Company or any of its Affiliates and their respective directors, partners, officers, employees, agents, representatives or advisers be responsible for any costs or expenses incurred in connection with any appraisal or investigation of the Transaction or for any other costs or expenses incurred by prospective purchasers in connection with the Transaction.

This PIM does not purport to be all-inclusive or necessarily to contain all the information that a prospective purchaser may require in determining whether to submit a proposal to acquire the Transmission Assets. The information and opinions contained in this PIM have not been verified by the Company, its Affiliates or any of their respective advisers. The information contained herein is prepared as at 23 September 2016. This PIM is not intended to form the basis of any investment decision by a prospective purchaser. Interested parties should carry out their own investigations and analysis of the Transmission Assets in connection with the Transaction and of the data referred to in this PIM and any other information and materials sent or made available. Interested parties should consult their own independent advisers before deciding to submit any proposal to acquire the Transmission Assets.

So far as permitted by law and except in the case of fraud by the party concerned, no representation or warranty, express or implied, is given by the Company or any of its Affiliates or any of their respective directors, partners, officers, employees, advisers, representatives or agents (and any warranty expressed or implied by statute is hereby excluded to the extent permitted by law) as to the accuracy or completeness of the contents of this PIM (including any opinions or projections expressed in relation to the

Transaction) or any other document or information supplied in relation to the Transaction. In particular, no representation or warranty is given as to the achievement or reasonableness of, and no reliance should be placed on any projections, targets, estimates or forecasts contained in this PIM and nothing in this PIM is or should be relied on as a promise or representation as to the future. Only those particular warranties and representations which may be made by the Company and its Affiliates in the definitive sale documentation, when and if executed, and subject to the limitations and restrictions specified therein, shall have any legal effect.

No responsibility or liability is accepted for any loss or damage howsoever arising that you may suffer as a result of this PIM or any other documents or information supplied, and any and all responsibility and liability is expressly disclaimed by the Company and its Affiliates and their respective directors, partners, officers, employees, advisers, representatives and agents.

Recipients of this PIM who are outside the United Kingdom should inform themselves about and observe any applicable legal requirements in their jurisdictions. The distribution or possession of this PIM in certain jurisdictions may be restricted by law and, accordingly, relevant persons who are outside the UK represent and warrant that they are able to receive this PIM without contravention of any unfulfilled registration requirements or other legal restrictions in the jurisdiction in which they reside or conduct business.

The Company and you, by accepting this PIM, irrevocably agree that any dispute, claim or proceeding in connection with this PIM including in relation to any non-contractual obligations will be governed by English law and be subject in the case of the Company and its Affiliates to the non-exclusive and, in your case, to the exclusive jurisdiction of the courts of England and Wales.

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1. Investment Highlights

1.1. Overview

The Rampion Offshore Wind Farm ("ROWF") is located approximately 13 km at the nearest point from the Sussex coast in England. The ROWF has been in development since 2008 and was awarded a Development Consent Order in July 2014 under the Planning Act 2008.

1.2. Transmission Assets

In summary, the Transmission Assets will comprise:

- an offshore substation platform ("OSP"), mounted on a jacket foundation;
- two c. 17km long 150kV 3-core undersea offshore export cables;
- two sets of c.27km long 150kV onshore, underground cables;
- a new onshore substation at Twineham; and
- two 400kV cables connecting the new Twineham substation to the existing 400kV National Grid Electricity Transmission ("NGET") substation at Bolney.

1.3. Highly experienced project developer

The ROWF is owned by Rampion Offshore Wind Limited ("ROW"), which itself has three shareholders:

- E.ON;
- Enbridge; and
- Green Investment Bank.

All consents, licences, commercial agreements and contracts which are required to build and operate the ROWF are in the name of ROW.

1.4. Operations and Maintenance

The ROWF is to be operated and maintained by E.ON Climate & Renewables ("EC&R") on behalf of ROW. If requested by the OFTO, ROW can make an offer for EC&R to operate and maintain the Transmission Assets. The opportunity to discuss and potentially negotiate these services will be available to the selected preferred bidder.

1.5. Financial Highlights

The ROWF Transmission Licence that will be granted to the successful bidder for the ROWF Transmission Assets will include the right to a 20-year revenue stream in return for purchasing the ROWF Transmission Assets and operating them in accordance with the obligations of the ROWF Transmission Licence.

The 20-year revenue stream bid of the successful bidder for the ROWF Transmission Assets that will be incorporated into the ROWF Transmission Licence will be fixed, subject to agreed adjustment mechanisms.

The revenue stream will be availability-based, with the opportunity to earn additional revenues for better than expected operational performance. The revenue stream will not be subject to periodic review, provided operational performance remains above the relevant minimum standard.

The revenue stream will also not be exposed to any revenue or performance shortfalls from ROWF itself. If ROWF ceases to operate, the NETSO's obligation to pay the revenue stream will continue.

2. Initial Transfer Value

Ofgem will launch tender round five (TR5) to identify a successful bidder to whom an offshore transmission licence should be granted for each of the TR5 qualifying projects.

The ROWF project is one of five projects which have qualified for TR5. It has met the necessary qualifying requirements and tender entry conditions in accordance with the Electricity (Competitive Tenders for Offshore Transmission Licences) Regulations 2015.

This document is a summary of information provided by the Developer and outlines specifically the opportunity for investors to acquire the transmission assets and to become the licenced OFTO of ROWF.

It is currently estimated that a Preferred Bidder for ROWF is expected to be appointed in December 2017. This is following first generation from ROWF wind farm, which is scheduled for July 2017.

The physical construction of the ROWF transmission assets is due to be largely completed by the end of July 2017. Once completed, the ROWF Transmission assets will be commissioned and operated by EC&R prior to being transferred to the OFTO identified as the successful bidder through the tender process, via a transfer agreement. Asset transfer is currently anticipated to be approximately 6 months after appointment of the preferred bidder.

The costs of developing and constructing the Transmission Assets, estimated on the basis of information provided to Ofgem to date by the project developers, are £313.1 million (the **"Initial Transfer Value"**). For the purposes of the Enhanced Pre-Qualification (EPQ) stage of the tender process, bidders should assume this value.

Ofgem is in the process of reviewing this information and expects to provide an estimate of the economic and efficient costs incurred in connection with developing and constructing the transmission assets at the Invitation to Tender (**"ITT"**) stage (the **"Indicative Transfer Value"**).

Ofgem will calculate the economic and efficient costs which have been, or ought to have been, incurred in connection with developing and constructing the transmission assets once the assets have been completed. This assessment will be used to determine the Final Transfer Value.

3. The Investment Opportunity

3.1. Location for the wind farm assets

The Rampion Offshore Wind Farm ("ROWF") is located approximately 13 km at the nearest point from the Sussex coast in England. The ROWF has been in development since 2008 and was awarded a Development Consent Order in July 2014 under the Planning Act 2008. The wind farm site covers an area of approximately 72km² and is situated in water depths of 19-40m. It will consist of 116 Vestas 3.45MW turbines, with a maximum total generating capacity of 400.2MW. Figure 1 shows the location of the ROWF including the Rampion offshore transmission assets ("Transmission Assets").

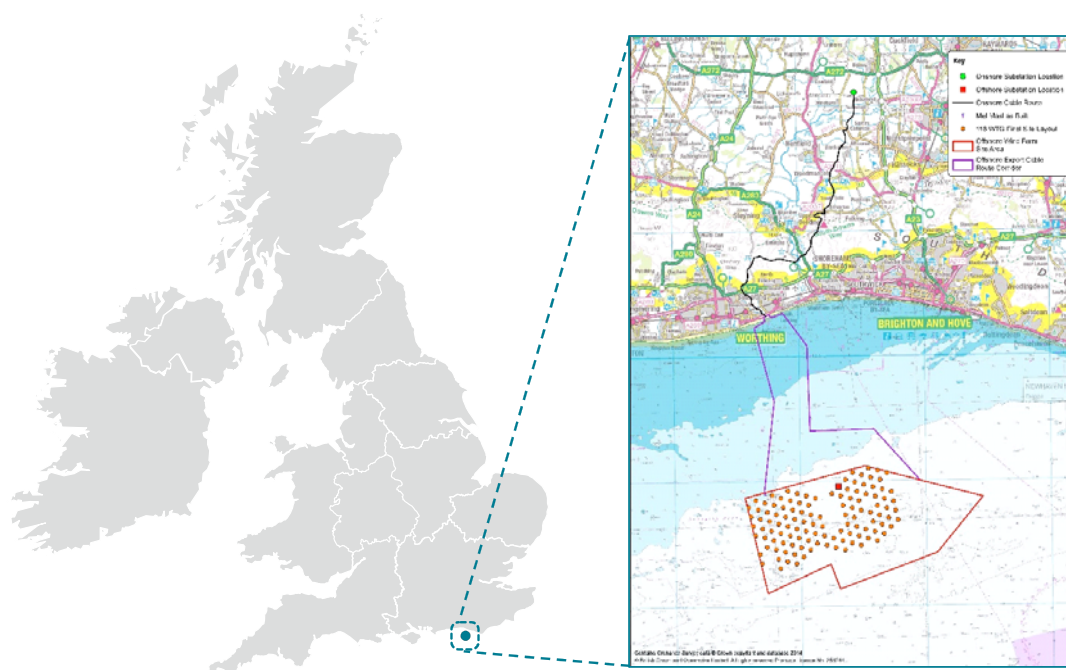


Figure 1 - Location of the ROWF including the Transmission Assets.

The area of the seabed on which the ROWF is being constructed is leased from The Crown Estate under two separate leases. One concerns the area of the seabed within which the generation assets are being constructed ("Generator Assets Lease") and the second concerns the area of the seabed within which the Transmission Assets are being constructed ("Transmission Assets Lease"). The Transmission Assets Lease will need to be surrendered to and regranted by the Crown Estate in favour of the duly appointed Offshore Transmission Owner (the "OFTO") at the time of completion of the transfer of the Transmission Assets.

Rampion Transmission Assets

In summary, the Transmission Assets will comprise:

- an offshore substation platform ("OSP"), mounted on a jacket foundation;
- two c. 17km long 150kV 3-core undersea offshore export cables;
- two sets of c.27km long 150kV onshore, underground cables;

- a new onshore substation at Twineham; and
- two 400kV cables connecting the new Twineham substation to the existing 400kV National Grid Electricity Transmission ("NGET") substation at Bolney.

3.2 Ownership and Sponsors

The ROWF is owned by Rampion Offshore Wind Limited ("ROW"), which itself has three shareholders:

- E.ON;
- Enbridge; and
- Green Investment Bank.

The ROW shareholders have jointly committed approximately £1.3 billion of capital to the ROWF.

Figure 2 below outlines the ownership structure of ROW.

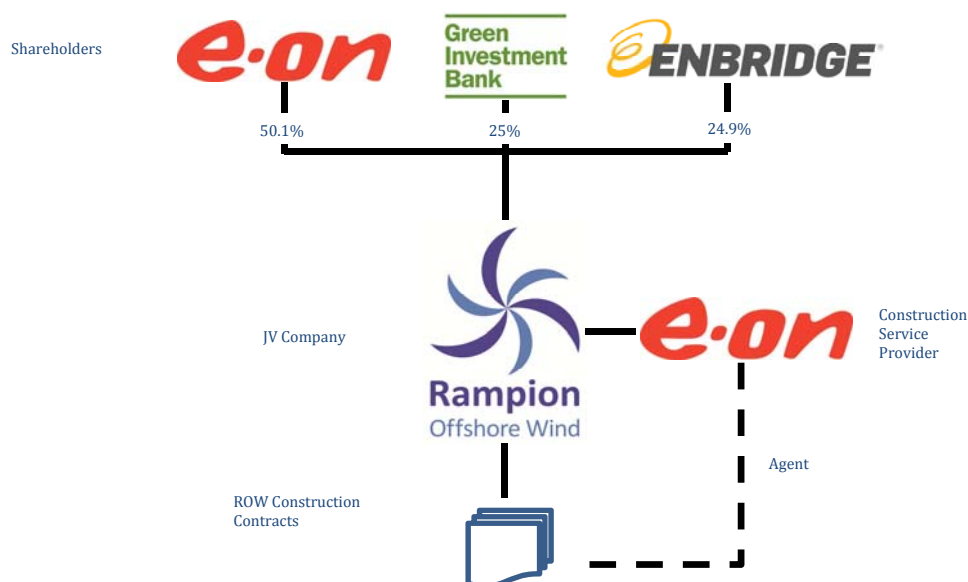


Figure 2. ROW ownership structure

All consents, licences, commercial agreements and contracts which are required to build and operate the ROWF are in the name of ROW.

E.ON

The E.ON group is an international, privately-owned energy company operating across Europe and North America. After the spin-off of Uniper, E.ON fully concentrates on the new energy world with its three core businesses: Energy Networks, Renewables, and Customer Solutions. Everything E.ON does has a single focus: its customers. E.ON UK supplies electricity and gas to around five million residential and business customers and is committed to helping its customers use and pay for no more energy than they need.

The E.ON group is also playing a key role in the growth of renewable energy worldwide through its E.ON Climate & Renewables ("EC&R") division. EC&R undertook all of the development work on the project and is now contracted to construct and operate the ROWF on behalf of ROW.

Within E.ON, EC&R is responsible for the operation and future development of E.ON's global renewable energy portfolio. Since its formation in 2007, EC&R has invested more

than €9 billion in renewable energy projects and today operates a portfolio of 4.6 GW of capacity across Europe and North America, mainly focused on onshore and offshore wind.

Since its entry into the offshore wind industry in 2000 with the establishment of the Blyth Offshore Wind Farm, EC&R has developed a core capability of planning, designing, building and operating wind farms at the forefront of the offshore wind industry. With approximately €4 billion of capital committed to offshore wind farms to date and with a stake in offshore installed capacity of 1189¹ MW in its core markets of Denmark, the UK, Germany and Sweden, EC&R is currently one of the largest offshore wind operators worldwide.

UK Green Investment Bank plc (GIB)

UK Green Investment Bank plc (GIB) was launched in November 2012. With initial funding from the UK Government, it is the first bank of its kind in the world. It is a “for profit” bank, whose mission is to accelerate the UK’s transition to a greener economy, and to create an enduring institution, operating independently of Government.

The bank became fully operational when it was granted State Aid approval by the European Commission to make investments on commercial terms. This approval applies to a number of green sectors. Offshore wind is one of GIB’s priority sectors within its investment mandate because of the crucial role the sector has to play in de-carbonising UK electricity generation and GIB’s role in mobilising the investment necessary to achieve demanding targets for UK power sector emission reductions.

GIB has made three direct equity investments in UK offshore wind projects during the construction phase and has made debt investments in two other UK offshore wind farms. GIB’s wholly-owned subsidiary UK Green Investment Bank Financial Services Limited (GIBFS) holds stakes in five UK offshore wind farms.

GIB’s equity and debt investments in UK offshore wind include:

- Galloper – 25% stake in a 336 MW offshore wind farm in the UK;
- Rampion – 25% stake in a 400 MW offshore wind farm in the UK;
- Westernmost Rough – 25% stake in a 210 MW offshore wind farm in the UK;
- Walney – debt investment in a 367 MW offshore wind farm in the UK; and
- London Array – debt investment in a 630 MW offshore wind farm in the UK.

GIBFS’s investments in UK offshore wind include:

- Lynn and Inner Dowsing – 60.75% stake in two offshore wind farms totalling 194MW (via GIB FS);
- Gwynt y Môr – 10% stake in a 576 MW offshore wind farm in the UK (via GIB FS);
- Sheringham Shoal – 20% stake in a 317 MW offshore wind farm in the UK (via GIB FS);
- Rhyl Flats – 24.95% stake in a 90 MW offshore wind farm in the UK (via GIB FS).

GIB is wholly owned by HM Government. The Company is not authorised or regulated by the Financial Conduct Authority or the Prudential Regulation Authority. Its wholly-owned subsidiary, UK Green Investment Bank Financial Services Limited, is authorised and regulated by the Financial Conduct Authority.

¹ E.ON has a stake in offshore wind farms with a total capacity of 1189 MW. E.ON’s own stake in these assets equates to an installed capacity of 538 MW.

Enbridge

Enbridge Inc. ("Enbridge") is a leading North American energy transportation and infrastructure company with a market capitalization of approximately US\$39 billion and an enterprise value of over US\$70 billion. Enbridge is dual listed on the Toronto Stock Exchange (TSX: ENB) and the New York Stock Exchange (NYSE: ENB).

As a generator of energy, Enbridge has interests in nearly 4,200 MW (2,600 MW net) of renewable and alternative energy generating capacity globally which is operating, under construction, secured, or in final planning, and Enbridge continues to expand its interests in wind, solar and geothermal power. In Europe, Enbridge has recently announced the acquisition of a 50-percent interest in Éolien Maritime France SAS, a French offshore wind development company. Enbridge remains focused on further expanding its presence in the European offshore wind sector.

In North America, Enbridge operates the world's longest crude oil and liquids pipeline system. Enbridge also has a large and growing investment in natural gas gathering, transmission and midstream businesses. As a distributor of energy, Enbridge owns and operates Canada's largest natural gas distribution company and provides distribution services in Ontario, Quebec, New Brunswick and New York State.

Overall, with nearly 11,000 employees, Enbridge's vision is to be a leading global energy delivery and infrastructure company.

3.3 Operations and Maintenance

The ROWF is to be operated and maintained by EC&R on behalf of ROW. If requested by the OFTO, ROW can make an offer for EC&R to operate and maintain the Transmission Assets. The opportunity to discuss and potentially negotiate these services will be available to the selected preferred bidder.

3.4 Ownership Boundaries and Transmission assets transferring to the OFTO

Table 1 below sets out the proposed offshore and onshore boundary points and Figure 3 shows the single line diagram of the system. It is envisaged that the equipment between the grid entry point and the interface point, both marked by a dashed red line in Figure 3, will comprise the Transmission Assets and will be transferred to the OFTO.

Table 1. Proposed boundary points offshore and onshore

Boundary Point	Location
Offshore	Located at the 33kV Switch Gear, cable "tails" on each Switchboard incomer GT1 LV1, GT1 LV2, GT2 LV1 and GT2 LV2.
Onshore	Located at the 400kV busbar, busbar clamps for each busbar disconnector.

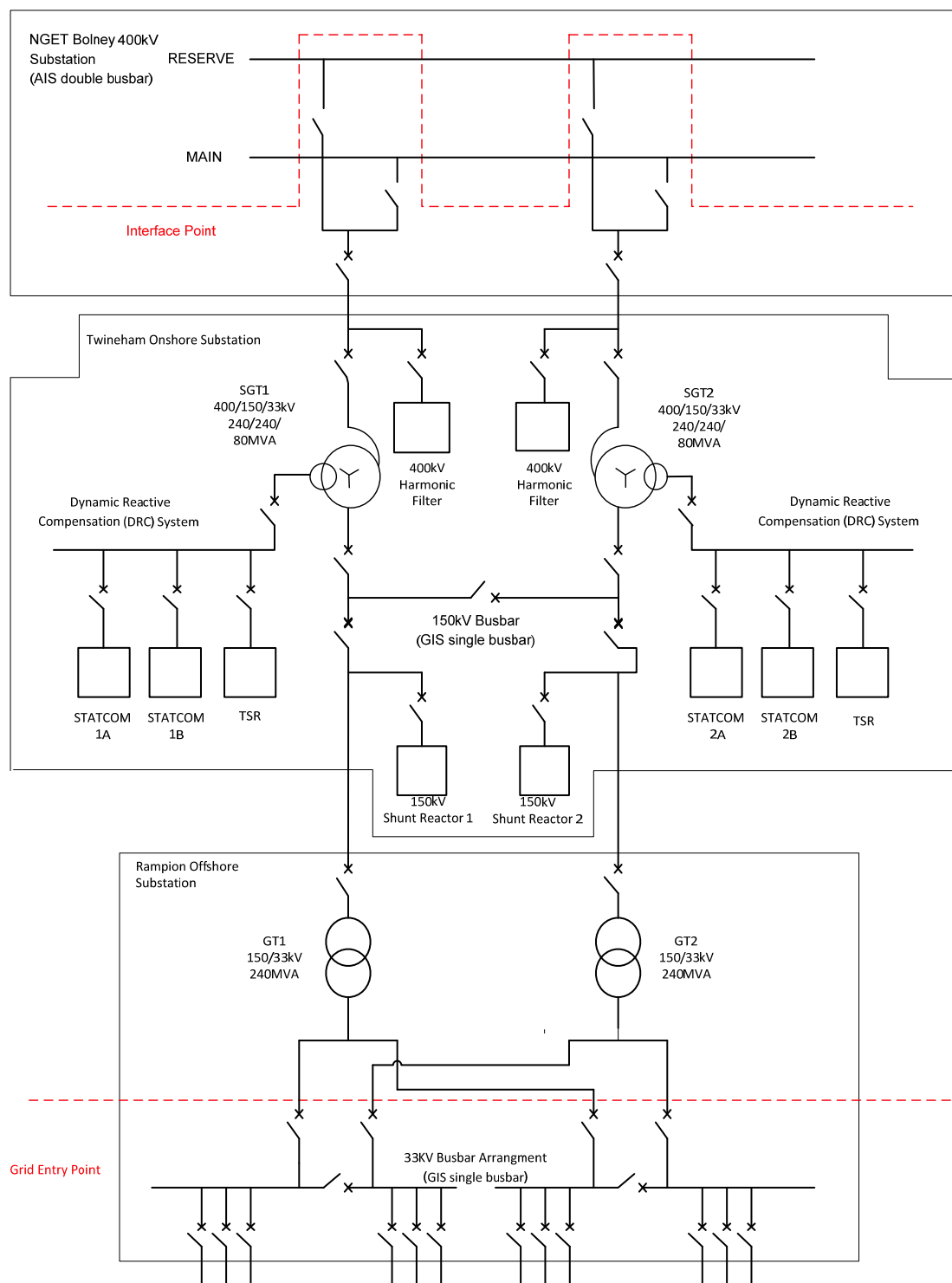


Figure 3 . Transmission Asset single line diagram

Whilst the OSP will form part of the Transmission Assets to be transferred to the OFTO, specific containers and the equipment contained therein will not. Access to the same will be required to be granted by the OFTO via the ladders, structure and walkways for ongoing operational and maintenance purposes.

3.5 Consents

The ROWF was consented under the Planning Act 2008. The Development Consent Order ("DCO") was issued by the Secretary of State on 6 July 2014. In addition to this, a separate consent under the Town and Country Planning Act 1990 has been secured for the new connection bays being constructed within the 400kV NGET Bolney substation. This was awarded in August 2013 by Mid Sussex Council.

The DCO wraps consents relevant to a number of different pieces of legislation including a split Deemed Marine Licence for both the offshore export cables and the wind farm array elements of the ROWF. Detailed within the DCO are a number of requirements that will or have been completed to enable the construction of specific parts of the works, permanent or otherwise.

Figure 4 below is a simplified view of the consents relevant to each element of the ROWF.

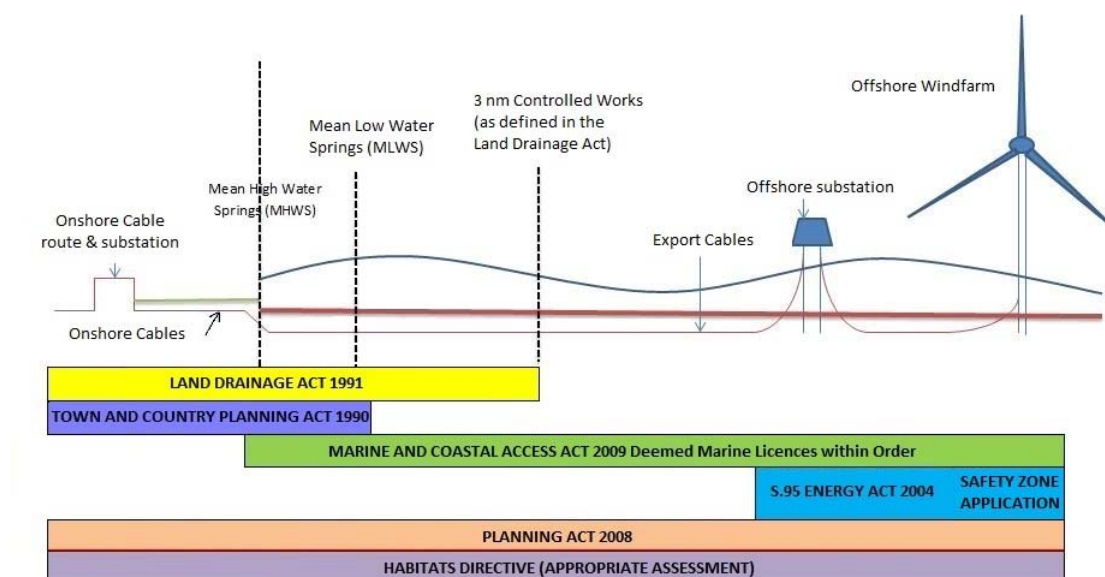


Figure 4 . Consent outline

3.6 Risk Mitigation

The high voltage system has been designed as two independent circuits with no reliance on each other for services or control functionality. Any failure of major or minor equipment, whether single or multiple, on a single circuit will not affect the other circuit's ability to run, thus ensuring minimum of 50% of system availability regardless of the severity of the fault with one or the other circuit.

Additional risk mitigation has also been designed into the battery systems, fire systems, HVAC, marine export cable, fiber optic cables, onshore reactive compensators and the offshore LV supplies.

The ROWF Transmission Assets have been designed according to the planning criteria as defined in the NETS SQSS.

The ROWF Transmission Assets have been designed to ensure that the capacity of the ROWF, excluding cable losses, can be transmitted during an outage of one of the system

devices, such as HV switchgear, transformers, or reactive compensation equipment. The onshore transformers have been designed with additional forced air cooling which will allow the full ROWF output to be exported via one transformer in the event of an outage, NGET switching, or maintenance requirements.

The offshore export transformers do not have additional cooling and are each rated to export approximately 66% of the ROWF output. Should a fault occur in one of these devices, the ROWF will not have to be shut down by default. However, the export capacity may, under certain outage conditions, be constrained. The extent of the power reduction will depend on the prevailing wind speeds and generator availability.

3.7 Project Timeline

The Transmission Assets are due to be completed and commissioned in one continuous phase. An outline of the indicative build and commissioning timeline is presented in Table 2 below. First power is expected in July 2017.

Table 2 . Transmission Asset Timeline.

Activity			Start	End
Onshore Construction	Substation		October 2015	April 2017
Onshore Major HDDs			January 2016	August 2016
Onshore Installation	Export Cable		September 2015	June 2017
Offshore Installation	Export Cable		August 2016	October 2016
OSP Fabrication			September 2015	February 2016
OSP Foundation Installation			September 2016	October 2016
OSP Topside Installation			March 2017	March 2017
Transmission Commissioning	Asset		August 16	June 2017

3.8 System Design

Transmission Network Design (key design features)

The ROWF has a Bilateral Connection Agreement ("BCA") signed in December 2011. The Transmission Entry Capacity is 400MW with a Connection Entry Capacity of 400MW. The offshore transmission network has been designed to appropriately comply with the requirements of the Connection and Use of System Code and the associated BCA, the Grid Code and the System Operator/Transmission Owner Code.

Table 3. The system design features of the Transmission Assets.

Key Features			
Expected service life	minimum	designated	20 years
Capacity ratings (TEC)			400 MW
Expected availability OFTO asset	minimum	annual	98.5%
Scope for expansion			Based on a 5 week outage every 5 years
			N/A (i.e. no expansion is considered)

Technical compliance with grid codes and standards

Compliant with:
NETS SQSS
NGTS (with a few suitability exceptions)
IEC Standards
BS Standards

The Control System

The Transmission Assets have an electrical control system ("OFTO ECS") which consists of an independent SCADA system with links into or otherwise interfaces with National Grid, the ROWF control system and the reactive compensation master controller enclosure.

Detailed Design

Detailed design of all elements of the Transmission Assets have been included in all seven major contracts. Design work is required to conform with the specification included within each contract along with all relevant consents, standards and laws. Design work has been overseen by EC&R on behalf of ROW, with additional engineering expertise brought in from leading offshore wind industry companies to cover specialist topics. The OSP structure is also being certified.

4. Contractual Agreements

The design, fabrication and construction of the Transmission Assets have been competitively tendered on a multi-lot basis. This has resulted in seven main contracts being awarded. Table 4 summarises these contracts.

Contract	Scope	Contractor
Onshore and Offshore Substations	Overall electrical system design. Design, supply and installation of Onshore Substation. Offshore Substation electrical equipment supply and installation.	ABB
Onshore Major HDDs	Design and completion of four major HDDs.	VolkerInfra
Onshore Export Cables	Design, procurement and installation of the onshore export cables.	Carillion
Offshore Export Cables Supply	Design and supply of the offshore export cables.	LS Cables
Offshore Export Cable Installation	Installation of the offshore export cables.	VBMS
OSP Structure	Design and supply of the OSP structure, including a jacket foundation and a topside integrating ABB equipment.	Babcock
OSP Installation	Installation of both the OSP jacket foundation and topside	Scaldis

Table 4. Main Transmission Asset Contracts

Construction and Installation

Construction of the Transmission Assets is being managed by EC&R on behalf of ROW. This includes a number of enabling contracts, some of which will be shared with other construction elements of the overall ROWF, e.g. supply of crew transfer vessels for offshore works.

Post Construction Matters

At the end of construction the ROWF will be subject to a 'hand-over' period where the responsibility for the electrical system will be transferred over to the OFTO. To facilitate this 'hand-over' a number of formal processes will be required to be completed.

Contractual Arrangements Between ROW and the OFTO

A matrix of agreements will be necessary to facilitate the transfer of the Transmission Assets to the OFTO and to define the rights, obligations and responsibilities of relevant parties and stakeholders of the ROWF.

Primary among these will be the Transfer Agreement detailing the sale and purchase of the Transmission Assets. The Transfer Agreement will be developed in accordance with Ofgem guidance. As required by the regulatory regime, the Transfer Agreement will set out the manner in which assets and main contracts in relation to the Transmission Assets that are within ROW's legal ability to transfer will be transferred to the OFTO to enable the successful bidder to fulfil its obligations as OFTO. It is anticipated that additional documents may be required such as deeds of novation to facilitate the transfer of the main contracts and any crossing agreements.

It is intended that the Transfer Agreement will not contain provisions that might materially favour or disadvantage one bidder, or one kind of bidder, over another. It will be developed to facilitate the achievement of an economic and efficient outcome to the competitive tender process and to minimise the cost to the consumer. As such, the intention is that the Transfer Agreement will be drafted to provide a balanced allocation of risks between ROW (as generator and owner of the ROWF) and the OFTO.

The Transfer Agreement will contain warranty provisions relevant to the transfer of assets and will address appropriate credit support for the warranty provisions if required.

In addition to the Transfer Agreement, an Interface Agreement between the OFTO and ROW will also be required to deal with access rights and safety related issues. Sharing Agreements between OFTO, NGET and ROW will also be required to accommodate all parties at the onshore substations at Twineham and Bolney.

5. Disclaimer and Notices

Non-reliance, Accuracy of Information and Exclusion of Liability

5.1.1 It is the responsibility of each bidder to ensure that it has all of the information it needs to prepare its submissions.

5.1.2 While information provided by Ofgem and/or its advisers in this PIM or otherwise in relation to the Tender Round has been prepared in good faith, neither Ofgem nor any of its advisers make any representation or warranty (express or implied) in relation to the Tender Round or any information provided by developers through data rooms or otherwise. Ofgem and its advisers expressly disclaim any and all liability (other than in respect of fraudulent misrepresentation) based on or relating to any such information or representations or warranties (express or implied) contained in, or errors or omissions from, the PIM or based on or relating to its use by a bidder, a developer and/or any other interested party.

Use of Information

5.1.3 This PIM is not intended to provide the basis of any investment decision, nor is it intended to be considered as an investment recommendation by Ofgem or by any of its advisers. Each bidder, developer and any other interested party must make its own independent assessment of the qualifying project(s) after making such investigation and taking such professional advice as it deems necessary.

5.1.4 The material in the PIM is not and should not be regarded as legal or professional advice. Bidders, developers and other interested parties should seek their own legal or other professional advice where appropriate.

5.1.5 Nothing in the PIM is intended to, or shall be deemed to establish any partnership or joint venture between Ofgem and any bidder or any developer.

5.1.6 Advisers acting for Ofgem in relation to the Tender Round will not regard any developer or bidder or other interested party as their client or be responsible to anyone other than Ofgem for providing the protections afforded to their clients or for advising any other person on the Tender Round or any matter related to it.

6. Contact Details

The information in this document is provided for information purposes only. It is designed to provide prospective OFTOs, lenders and advisers with certain high-level information related to the ROWF Transmission Assets, to support the launch of the initial, pre-qualification phase of the tender process.

All enquiries or communications, including requests for additional information, should be sent to tendercoordinator@ofgem.gov.uk.