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William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

DEC 28 2016

Washington, DC 20549

CERT NAS

File No. 001-37974

By Electronic Mail

December 28, 2016

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on December 28, 2016 The Nasdaq Stock Market (the "Exchange") received from **VivoPower International PLC** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Ordinary Shares, par value \$0.012 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery